Application of

BOSTON-MAINE AIRWAYS CORP.

for issuance of an amended certificate of public
convenience and necessity pursuant to 49 U.S.C. § 41102
(Interstate Large-Aircraft Operations)

SUPPLEMENT NO. 13 TO
APPLICATION OF
BOSTON-MAINE AIRWAYS CORP.
FOR AMENDED CERTIFICATE AUTHORITY

Communications with respect to this document should be sent to:

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General Counsel
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jnadolny@flypanam.com

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RASENBERGER L.L.P.
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Washington, D.C. 20006-3309
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Attorneys for
BOSTON-MAINE AIRWAYS CORP.

April 5, 2005
BEFORE THE
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.

Application of

BOSTON-MAINE AIRWAYS CORP.

for issuance of an amended certificate of public
convenience and necessity pursuant to 49 U.S.C. § 41102
(Interstate Large-Aircraft Operations)

Docket OST-00-7668

April 5, 2005

SUPPLEMENT NO. 13 TO
APPLICATION OF
BOSTON-MAINE AIRWAYS CORP.
FOR AMENDED CERTIFICATE AUTHORITY

Boston-Maine Airways Corp., d/b/a Pan Am Clipper Connection ("BMAC") hereby
submits this Supplement No. 13 to the captioned application for the purpose of furnishing
certain updated fitness information and exhibits to the Department in connection with: (1)
BMAC's Application for an Emergency Exemption authorizing it to operate a 4th B-727-200
aircraft, filed in this docket on March 24, 2005, and (2) BMAC's Motion for an Expedited
Decision on BMAC's long-pending Foreign Certificate Application, filed in Docket OST-03-
14985 on March 21, 2005. The information and documents contained in this Supplement No.
13 are being adopted by reference and filed contemporaneously

as Supplement No. 7 in Docket OST-03-14985.
1. **FAA Part 121 Certification.**

BMAC was issued amended Part 121 Operations Specifications by the Federal Aviation Administration on July 16, 2004, authorizing BMAC to operate the Boeing 727-200 aircraft, subject to the addition of specific B-727-200 aircraft to BMAC’s Operations Specifications from time to time. The FAA added the first three specific B-727-200 aircraft to BMAC’s Operations Specifications on July 16, 2004, December 23, 2004, and March 15, 2005, respectively. BMAC’s 4th B-727-200 aircraft is expected to be added to BMAC’s Operations Specifications on April 5, 2005. A copy of relevant excerpts from BMAC’s amended Operations Specifications, reflecting those B-727-200 aircraft additions, is attached hereto in Exhibit BMA-S/13-102, infra. BMAC will file the amendment reflecting the addition of the 4th B-727-200 aircraft to its Operations Specifications as soon as that event has occurred, and will file the subsequent amendments to its Operations Specifications reflecting the addition of the 5th, 6th and 7th B-727-200 aircraft as those additions occur.

2. **General Statement of Fitness-Related Changes.**

There has been no material changes in the ownership, management, operating plans, financial condition or compliance history of BMAC subsequent to BMAC’s prior submissions of fitness-related evidence and projections submitted previously in conjunction with BMAC’s application for amended certificate authority in this proceeding, except as noted hereinafter. In conformity with Section 204.3 of the Department’s fitness-determination regulations, BMAC hereby submits the following evidence to confirm and/or update fitness information submitted previously.
3. **New Operating Management Personnel**

A list of BMAC’s current board of directors, executive management group, and key operating personnel is contained in Exhibit BMA-S/13-100, infra. That list includes all previously-approved management personnel (identified by a single asterisk), all previously-approved management personnel who now hold different positions with BMAC, and other individuals who were formerly employed by BMAC’s affiliated sibling carrier, Pan American Airways Corp. (“Pan Am”), (identified by a double asterisk), and all new management personnel not yet approved by the Department (identified by a triple asterisk). Biographical resumes and other required fitness information provided by the new management personnel, all of whom are in BMAC’s operating management group, are contained in Exhibit BMA-S/13-101, infra.

4. **Current and Planned Aircraft Fleet/New Operating Base**

A list of all aircraft in BMAC’s current and planned aircraft fleet, and relevant excerpts from BMAC’s Part 121 Operations Specifications, are contained in Exhibit BMA-S/13-102, infra.

Effective on February 10, 2005, BMAC moved its principal operating base from Portsmouth, NH, to Orlando/Sanford International Airport in Orlando, FL. That shift also changed BMAC’s supervising FAA Flight Standards District Office from FAA FSDO No. 5 in Portland, ME, to FAA Flight Standards District Office No. 29 in Miami, FL. The name, title, addresses and telephone numbers of BMAC’s new FSDO Manager are:
5. **Updated Financial Reports**


6. **B-727-200 Aircraft Forecast Traffic, Revenue and Expense Projections**

A detailed comparative summary of the traffic and revenue projections, operating statistics, and forecast load factors, broken down between scheduled and charter operations, and detailed projections of all direct and indirect operating expenses, and profit/loss projections for the 12-month period between April 1, 2005 and March 31, 2006, all broken down to show that data separately for: (1) BMAC’s current 3-aircraft B-727-200 fleet, (2) BMAC’s 4th B-727-200 aircraft, and (3) BMAC’s planned future 5th, 6th, and 7th B-727-200 aircraft, is set forth in Exhibit BMA-S/13-105, infra.

7. **Working Capital Requirements**

BMAC has already incurred and paid virtually all of the pre-operating expenses relating to the addition of the 4th B-727-200 aircraft, and the 5th, 6th, and 7th B-727-200 aircraft, to its large-aircraft fleet. Accordingly, BMAC’s entire working capital requirement associated with the addition of four new B-727-200 aircraft to its fleet under the Department’s financial
fitness tests is 25 percent of the full-year operating expense attributable to all four aircraft. That calculation produces a total working capital requirement of $4,772,845 ($1,458,795 for Aircraft #4 and $3,314,050 for Aircraft numbers 5, 6 and 7). (Exhibit BMA-S/13-106, infra).

Evidence that BMAC possesses working capital reserves on hand or available to it in an amount sufficient to exceed the total of one-quarter of BMAC’s projection of its operating expenses associated with operation of the 4th B-727-200 aircraft, and the 5th, 6th, and 7th B-727-200 aircraft, which are projected to be incurred during the next 12-month period of operations (April 1, 2005 through March 31, 2006), amounting to $4,772,845, is contained in BMAC’s Balance Sheet as of March 31, 2005 (Exhibit BMA-S/13-103), which shows BMAC’s total available net working capital to be $7,216,240. Third-party verification of BMAC’s working capital is contained in Exhibit BMA-S/13-106, infra.

As shown in Exhibits BMA-S/13-103, BMA-S/13-105, and BMA-S/13-106, the total of $6,619,980 in net working capital on hand and available to BMAC exceeds BMAC’s total working capital requirement relating to the addition of a 4th B-727-200 aircraft to its active fleet, amounting to $1,458,795, by a surplus of $5,161,185. BMAC’s total remaining available net working capital of $5,161,185 exceeds its working capital requirement relating to the addition of the 5th, 6th and 7th B-727-200 aircraft to its fleet, amounting to $3,314,050, by a total of $1,847,135.

A copy of a U.S. Air Carrier Certificate of Insurance on OST Form 6410, dated and signed on June 11, 2004, evidencing the issuance of a policy of liability insurance coverage to BMAC, relating to both small-aircraft and large-aircraft operations, meeting or exceeding the requirements for certificated air carriers as stated in 14 CFR Part 205.5(b) of the Department’s Economic Regulations, is set forth in Exhibit BMA-S/13-108, infra. The original of that Certificate has been filed with the Department’s Office of Aviation Analysis.

9. Verification.

A Title 18 Certification in the form specified in 14 CFR Part 204.3(v), verifying the accuracy and completeness of the information contained in this Supplement and executed by a duly authorized officer of BMAC is set forth in exhibit BMA-S/13-109, infra.

10. Request for Issuance of Expedited Additional Large-Aircraft Authority

BMAC submits that the foregoing information and attached documents constitute a complete demonstration of the fitness of BMAC to operate a total of four (4) additional B-727-200 aircraft pursuant to its current Interstate Certificate and its anticipated Foreign Certificate. Accordingly, BMAC respectfully requests the Department to issue: (1) an immediate Exemption authorizing BMAC to operate a 4th B-727-200 aircraft in its interstate scheduled (and interstate and foreign charter) operations, on or before April 12, 2005, and (2) to issue an expedited Certificate of Public Convenience and Necessity to BMAC authorizing BMAC to
provide scheduled interstate and foreign air transportation, utilizing up to seven (7) large aircraft.

WHEREFORE, BMAC requests the Department to issue: (1) a Notice of Action Taken granting an exemption to BMAC authorizing BMAC to operate a 4th B-727-200 aircraft in interstate scheduled-service operations and interstate and foreign charter operations, effective on or before April 12, 2005, and (2) a new Certificate of Public Convenience and Necessity authorizing BMAC to provide foreign air transportation of persons, property and mail, utilizing both small aircraft and up to seven (7) large aircraft, as requested in its pending concurrent application in Docket OST-03-14985.

Respectfully submitted,

[Signature]

Nathaniel P. Breed, Jr.
ZUCKERT SCOUTT & RASENBERGER L.L.P.
Attorneys for
BOSTON-MAINE AIRWAYS CORP.
CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing Supplement No. 13 to Application of Boston-Maine Airways Corp. by messenger, telecopier transmission, or United States mail, properly addressed and with postage prepaid, upon each of the persons listed in the Service List attached hereto.

Juanita S. Johnson

Washington, D.C.
April 5, 2005
<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Title of Exhibit</th>
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</thead>
<tbody>
<tr>
<td>BMA-S/13-101</td>
<td>Biographical Resumes and Fitness Questionnaires for New Operating Management Personnel</td>
</tr>
<tr>
<td>BMA-S/13-102</td>
<td>Current and Planned Aircraft Fleet and Relevant Excerpts from BMAC’s FAA Part 121 Operations Specifications</td>
</tr>
<tr>
<td>BMA-S/13-105</td>
<td>One-Year Traffic, Revenue and Expense Projections for the 4th, and 5th through 7th B-727-200 Aircraft Operations</td>
</tr>
<tr>
<td>BMA-S/13-106</td>
<td>Total Working Capital Requirement and Resources</td>
</tr>
<tr>
<td>BMA-S/13-107</td>
<td>Third-Party Verification of Working Capital as of March 31, 2005</td>
</tr>
<tr>
<td>BMA-S/13-108</td>
<td>Certificate of Insurance (OST Form 6410) dated June 11, 2004</td>
</tr>
<tr>
<td>BMA-S/13-109</td>
<td>Title 18 Certification of John R. Nadolny, Senior Vice President and General Counsel.</td>
</tr>
</tbody>
</table>
Board of Directors, Executive Management & Key Operations Personnel

Board of Directors:

Chairman
Timothy Mellon *

Director
David A. Fink *

Director
Richard S. Kelso *

Director
D. Armstrong Fink *

Executive Management & Key Operations Personnel:

President
David A. Fink *

Sr. Vice President and General Counsel
John R. Nadolny *

Treasurer
Joseph L. Carey *

Vice President of Airline Operations
Gordon R. Long *

Vice President of Maintenance
Steven Legere *

Chief Pilot
William Davidson **

Director of Safety
George Moss ***

Director of Maintenance
Mark A. Delahanty ***

Chief Inspector
John R. Butler ***

Manager of Flight Ops
Russell Q. Jester **

Fleet Manager (727)
Horst Kleinbauer **

Assistant Fleet Manager (727)
Burnell Bailey *

Training Manager
Michael Murosaki ***

* Fitness information for these individuals has previously been provided to the Department in connection with their service in the designated position at BMAC, and there have been no changes or events which would alter their status.

** Fitness information for these individuals has previously been provided to the Department in connection with their service in different positions at BMAC or its former affiliate, Pan American Airways Corp. and there have been no changes or events which would alter their status.

*** Fitness Questionnaires and Resumes for these individuals are attached.
JOHN R. BUTLER
11657 Viking Loop Windermere, Fl. 34786
A&P # 1899659
(407) 258-8451

CAREER OBJECTIVE
Seeking an opportunity in management where I can demonstrate my knowledge and abilities in
aircraft repair, inspection and personnel training/supervision.

SUMMARY OF QUALIFICATIONS
Possess over 30 years of experience in the consultation/supervision of maintenance and inspection
for aircraft including DC-8, DC-9, L-1011, B-727, B-737, B-747, and B-757. Maintain solid professional relationship and serve as liaison with the FAA officials on behalf of
the owner/operator to ensure total compliance with FAA rules/regulations. Excellent interpersonal, organizational, and verbal/written communication skills.

PROFESSIONAL EXPERIENCE

<table>
<thead>
<tr>
<th>Date</th>
<th>Company</th>
<th>Position</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>9/2003 to Present</td>
<td>Planet Airways Orlando Fl</td>
<td>Director of Quality Control/Chief Inspector</td>
<td>Supervise operations for the Inspection Dept. Records Dept., Planning Dept., and Stock Room. Implement procedures for the 121 Certificate as directed by the FAR’s. Coordinate all inspection functions with the FAA to assure all FAA, Manufacturers, and OEM’s procedures are complied with. Assist in Maintenance Training Programs and maintain the maintenance training records.</td>
</tr>
<tr>
<td>2/2000 to 9/2002</td>
<td>Commercial Jet Miami, Fl</td>
<td>Director of Quality Assurance/Chief Inspector</td>
<td>Supervised operations for the Inspection Dept., implemented procedures for the Repair Station as directed by the FAR’s. Coordinated all maintenance and inspection functions with the FAA to assure all FAA, manufactures, and customers procedures were complied with. Directed all auditing of records for the work performed to assure accuracy.</td>
</tr>
<tr>
<td>2/1999 to 2/2000</td>
<td>Freeland Consulting Service Pembroke Pines, Fl</td>
<td>Aviation Consultant</td>
<td>Coordinated maintenance programs and conducted physical surveys to closely monitor aircraft maintenance/repair for regulatory compliance. Worked closely with the FAA to start/add aircraft to operators specifications.</td>
</tr>
<tr>
<td>1/1998 to 2/1999</td>
<td>Fine Air Miami, Fl</td>
<td>Director of Special Projects</td>
<td>Coordinated the maintenance and inspection departments in obtaining procedures to operate the L-1011 aircraft into the Fine Air fleet. Worked exclusively with the FAA and Fine Air management to obtain the “OPS SPECS” for the L-1011 into the Fine Air fleet.</td>
</tr>
</tbody>
</table>
2/1993 to 3/1999  
**Guyana Airways  Georgetown, Guyana**  
Quality Control Engineer  
Ensured compliance with FAR 129 operations with the FAA and British CAA. Coordinated maintenance functions with the Leasing and the Repair facility.

1/1996 to 1/1998  
**Million Air  Miami, Fl.**  
Director of Quality Control/Chief Inspector  
Oversaw all inspection and maintenance training/records and operations in accordance with FAR 121, reporting directly to the General Manager. Served as Liaison with the FAA, manufacturers, repair agencies to comply with all required regulations.

10/1989 to 1/1996  
**Narcan Aircraft  Miami, FL**  
Director of Quality Control/Chief Inspector  
Supervised all operations for the Inspection Department, directing details of inspection standards, methods, and procedures used by the repair station to maintain compliance with FAA and Manufacturers specifications.  
Director of Maintenance  
Supervised inspection/maintenance of client aircraft, negotiating contracts/pricing and verifying all documentation for the finished work package.

4/1987 to 10/1989  
**International Air Leases  Miami, Fl.**  
Director of Technical Administration  
Monitored maintenance of IAL's leased fleet, consisting of 65 aircraft varying from DC-9's to B747's leased to operators worldwide.  
Supervised aircraft inspections/records to determine purchase value.  
Performed quality inspections with repair agencies worldwide for the maintenance to be performed on IAL's unleased aircraft.

11/1965 to 4/1987  
**Transworld Airlines  Kansas City, Missouri**  
Manager of Maintenance Contracts  
Worked with Maintenance Customers for TWA on the work to be performed by TWA to comply with regulations and customers aircraft maintenance programs.

**EDUCATIONAL BACKGROUND**

- Kansas City Community College  Kansas City, Mo.  
  2 years in Business Administration

**Additional Training**

- Technical classroom and training seminars with Transworld Airlines,  
  Boeing Aircraft, Pratt & Whitney
NOTE: This questionnaire will be submitted to the DOT in connection with BMAC's DOT certificate application. Please answer all questions, with a more detailed explanation where requested, sign and date the form, and return it to Nat Breed at Zuckert Scout & Rasenberger via telecopier (202/342-0683) or air express service (888 17th Street, N.W., Washington, D.C. 20006). Please indicate if you desire for any part of your response to be kept confidential.

1. Please state your name and residence address:
   
   **John R. Butler**
   
   2912 Highland View Circle
   
   Clermont Fl 34711

2. Title or Position with Company:
   
   **Director of Quality Assurance (Chief Inspector)**

3. Number and type of shares of Company stock owned, or to be acquired, if any:
   
   **None**

4. Current Position, Business Address and Telephone: (complete only if you are not currently employed on a full-time basis by the Company)
   
   N/A

5. Are you a citizen of the United States? Yes X No

6. If you are not a U.S. citizen, please indicate your nationality and current immigration status
   
   N/A
7. Are you currently an officer, director or major shareholder (5 percent or more of the total stock), or do you have any other significant interest in, any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics, or person whose principal business is the ownership or control of any such transportation or aeronautic activity?  
   Yes ___ No ___

   (If your answer is "yes", please provide detailed information relating to each such relationship or interest in the space provided in Attachment A to this questionnaire).

8. Have you held, in the past, any position with any U.S. or foreign air carrier, or other aviation-related business?  
   Yes ___ No ___

   (If "yes", please provide information regarding all positions held, with dates of employment and responsibilities, and any other relevant information, on Attachment A, or attach a copy of a recent resume to this Questionnaire).

9. Are you the subject of any pending legal action, or outstanding judgment, involving a claim in excess of $5,000?  
   Yes ___ No ___

   (If "yes", please provide date and amount of each claim or judgment, and the name of each claimant or judgment creditor, in the space provided in Attachment A).

10. Are you the subject of any pending legal action, or outstanding judgment, involving a claim of less than $5,000?  
    Yes ___ No ___

    (If "yes", please supply the total number and aggregate amount of all claims and/or judgments outstanding against you in the space provided in Attachment A).

11. Have you been the subject of a formal complaint or enforcement investigation by the DOT or the FAA regarding compliance with the Federal Aviation Act of 1958, or any order, rule, regulation or other requirement issued pursuant to the Act, during the past five (5) years?  
    Yes ___ No ___

    (If "yes", describe each complaint, and indicate the current status or final disposition of each complaint in the space provided in Attachment A).

12. Have you been charged with any unfair or deceptive or anticompetitive business practices, or any fraud, felony or antitrust violation, during the past ten (10) years?  
    Yes ___ No ___

    (If "yes", please describe, and indicate the disposition or current status of each proceeding in the space provided in Attachment A).
13. Have you been involved in any aircraft accident or incident during the past year, or in the past and which remains the subject of an open investigation by the FAA, NTSB or the Company?  

Yes  _  No  x

(If “yes”, please state the date and other details, including the status of any pending investigations, in the space provided in Attachment A).

Signature  Date

Printed Name

Attachments
657282
DOT Fitness Questionnaire - Detailed Responses:

Name of Person Responding: John R. Butler

<table>
<thead>
<tr>
<th>Question No.</th>
<th>Detailed Response</th>
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<tbody>
<tr>
<td>8</td>
<td>Supplement the attached resume as follows:</td>
</tr>
<tr>
<td></td>
<td>3/2005 to Present Boston-Maine Airways Corp., Sanford, FL</td>
</tr>
<tr>
<td></td>
<td>Chief Inspector/Director of Quality Assurance</td>
</tr>
<tr>
<td></td>
<td>Duties and responsibilities consistent with the</td>
</tr>
<tr>
<td></td>
<td>requirements of applicable Federal Air Regulations</td>
</tr>
</tbody>
</table>
To utilize my experience in the aviation industry in attaining a management position with an F.A.A. certified repair station or airline.

**Objective**

**Experience**

January 10, 2005 - Present  
Boston Maine Airways  
Director of Maintenance

September 4, 2004 - Jan 10, 2005  
Boston Maine Airways  
Sanford Station Maintenance Manager  
Responsible for the daily maintenance of B727 aircraft remaining overnight in Sanford, FL. Duties include managing personnel and material for scheduled and unscheduled maintenance to ensure aircraft are operationally ready to meet scheduled and ad hoc flight operations.

April 4, 2004 - September 4, 2004  
Pan Am Airways  
Sanford Station Maintenance Manager  
Responsible for the daily maintenance of B727 aircraft remaining overnight in Sanford, FL. Duties included managing personnel and material for scheduled and unscheduled maintenance to ensure aircraft are operationally ready to meet scheduled and ad hoc flight operations.

May 5, 2003 - Feb. 7, 2004  
TransAfir Airlines  
Angola, Africa  
Technical Manager  
Responsible for the daily maintenance of a fleet of five Boeing 727 aircraft and eleven Lockheed L382 Hercules aircraft based in Angola, Democratic Republic of Congo, and Kenya. Duties included managing personnel and material for scheduled and unscheduled maintenance to ensure the aircraft were operationally ready to meet scheduled and ad hoc flight operations. In addition to operating for privatized companies, the customers included humanitarian aid organizations such as the United Nations Peace Keeping Operations in Democratic Republic of Congo (MONUC), and the United Nations World Food Program.

Ozark Aircraft Systems  
Rogers, AR  
Maintenance Supervisor  
Responsible for the daily maintenance of customer assigned Boeing 727 aircraft (Federal Express) in the compliance of routine and non-routine maintenance items during C checks. Supervised a crew of thirty five maintenance personnel on night shift in the performance goals set by the customer to ensure prompt delivery of the aircraft from heavy maintenance.

March 1, 2002 - Feb. 1, 2003  
Deltach Aviation Services  
Miami, FL  
President  
Self-employed as an Aircraft Technical Representative and Aviation Technical Consultant. Duties included visual inspections of B727 for purchase by customer and technical representative while aircraft are in for scheduled checks. Duties also included researching of aircraft and engine records for obtaining Export Certificates of Airworthiness.
Aug. 22, 2001 - Dec. 22, 2001  Commodore Aviation  Miami, FL  
Project Manager  
Responsible for the daily maintenance performed on customer B707, B727, and DC-8 aircraft in the compliance of routine and non-routine maintenance items during B and C checks within established time and budgetary constraints. Responsibilities included presenting technical and budgetary information to Company Directors and Senior Management on a daily basis. Duties also included obtaining approval from the customer technical representative for additional man hours.

Oct. 1, 1999 – March 16, 2001  TransAfrik Airlines  Angola, Africa  
Technical Manager  
Responsible for the daily maintenance operations of a fleet of nine Boeing 727 and seven Lockheed L382 Hercules aircraft based in Angola, Democratic Republic of Congo, and Kenya. Duties included managing personnel and material for scheduled and unscheduled maintenance to ensure the aircraft were mechanically prepared to meet scheduled and ad hoc flight schedules. In addition to operating aircraft for privatized companies, the customers included humanitarian aid organizations such as the United Nations Peacekeeping Operation in Democratic Republic of Congo (MONUC), United Nations World Food Program, and the International Committee of Red Cross.

Manager of Heavy Maintenance  
Responsible for coordinating heavy maintenance on Pan Am Boeing 727 aircraft in the compliance of routine and non-routine maintenance items during acceptance, B, and C checks within established time and budgetary constraints.

Maintenance Supervisor  
Responsible for the daily maintenance operations of a fleet of six Boeing 727 and two Lockheed L382 aircraft based in Angola. Duties included supervising maintenance to insure the aircraft were mechanically prepared to meet scheduled and ad hoc flight schedules.

May 27, 1997 – Dec. 10, 1997  Fine Air Repair Center  Miami, FL  
Director of Heavy Maintenance  
Responsible for coordinating heavy maintenance on Fine Air DC-8 aircraft in the compliance of routine and non-routine maintenance items during B and C checks. Monitored and coordinated compliance of applicable Airworthiness Directives, Service Bulletins, and Corrosion Prevention and Control Program cards during maintenance checks.

Feb. 1, 1997 – May 20, 1997  Aviallantic Airlines  Ft. Lauderdale, FL  
Director of Maintenance  
Responsible for the daily maintenance operations of a fleet of seven Boeing 727 aircraft in the competitive passenger charter business. Duties included directing personnel and material for maintenance to ensure the aircraft were mechanically prepared to meet scheduled and ad hoc flight schedules.
mechanically prepared to meet scheduled and ad hoc flight schedules.

Aircraft Maintenance Technical Manager
Responsible for coordinating maintenance on Arrow Air DC-8 aircraft while in F.A.A. certified repair stations for Acceptance, A, and B checks. Approved non-routine items for work by the repair station. Assisted in the procurement of parts and material need to provide for the scheduled completion and delivery of each aircraft from maintenance.

Maintenance Supervisor
Coordinated flight line maintenance on assigned DC-8 Aircraft and transient L-1011 aircraft at the Philadelphia station to include #2 service and A check inspections. Supervised maintenance personnel in the performance of routine and non-routine maintenance. Traveled with the DC-8 aircraft as a flight mechanic to destinations where there was a lack of support personnel.

Heavy Maintenance Supervisor
Responsible for coordinating maintenance on customer DC-8 aircraft in the compliance of routine and non-routine maintenance items during A, B, and C checks. Estimated man-hours and acquired approval from the customer technical representative. Monitored and coordinated compliance of applicable Airworthiness Directives, Service Bulletins and Corrosion Prevention and Control Program cards during maintenance checks.

May 27, 1995 – Aug. 27, 1996 Global Aerospace Limited Miami, FL
Check Aircraft Project Manager
Responsible for coordinating maintenance on customer B707, B727, and DC-8 aircraft in the compliance of routine and non-routine maintenance items during A, B, and C checks. Provided the customer with a daily schedule of maintenance progress and updates of maintenance flow plans. Monitored and coordinated compliance of applicable Airworthiness Directives, Service Bulletins, and Corrosion Prevention and Control Program cards during maintenance checks.

Nov. 11, 1994– March 11, 1995 Omega Air Dublin, Ireland
Aircraft Maintenance Technical Manager
Responsible for scheduling and supervising maintenance on Omega Air owned Boeing 707 aircraft on lease to Aero-Brasil Airlines and Brasair Airlines in Sao Paulo, Brasil to ensure the assigned aircraft were mechanically prepared to meet cargo flight schedules. Monitored progress of components routed to support shops in Brasil and the United States for repair and overhaul. Purchased material and components when necessary.

Engine Disk Manager
Researched JT3D/JT8D engine disk records for compatibility and interchangeability. Responsible for compiling and maintaining "back to birth"
records of life limited engine disks/shafts and presenting records to the
customer service representative for approval. Routed engine disks/shafts for
overhaul to stock availability for future work orders. Researched JT3D/JT8D
engine records for traceability prior to purchase by Greenwich Air Services.

Aircraft Maintenance Technical Manager
Responsible for overseeing scheduled and non-scheduled maintenance on
Omega Air owned Boeing 707 aircraft on lease to Aero-Brasil Airlines in Sao
Paulo, Brasil. Responsibilities included meeting with Aero-Brasil maintenance
engineers to ensure the assigned aircraft were mechanically prepared to meet
cargo flight schedules. Monitored the progress of components routed to support
shops in Brasil and the United States for repair/overhaul. Purchased material
and components when necessary.

March 1, 1990- April 22, 1993 Florida West Airlines Miami, FL
Accessory Shop Supervisor/ Heavy Maintenance Manager
Responsible for supervising a crew of accessory shop mechanics and hangar
A&P mechanics in the troubleshooting, repair, and correction of Boeing 707,
727, and DC-8 aircraft and components. Responsible for maintaining shop and
hangar records, procedures, and assets as per F.A.R. Part 145. Coordinated
maintenance of assigned aircraft and customer aircraft during A, B, and C
checks. Responsible for coordinating the landing gear overhaul program for a
fleets of ten Florida West Boeing 707 assigned aircraft. Responsible for
marketing shop maintenance sales.

Military
Military Experience
March 1981- March 1990 United States Air Force
Homestead AFB, FL
RAF Bentwaters, England
Edwards AFB, Ca.
Tactical Aircraft Maintenance Specialist
Responsible for scheduled and unscheduled maintenance and inspection of
flight line assigned aircraft to include T-38A, A-10A, F-4D, and F-16A/B aircraft.
Often assigned to a supervisory role of Assistant Flight Chief which included
assigning and prioritizing maintenance tasks.
NOTE: This questionnaire will be submitted to the DOT in connection with BMAC's DOT certificate application. Please answer all questions, with a more detailed explanation where requested, sign and date the form, and return it to Nat Breed at Zuckert Scoult & Rasenberger via teletypewriter (202/342-0683) or air express service (888 17th Street, N.W., Washington, D.C. 20006). Please indicate if you desire for any part of your response to be kept confidential.

1. Please state your name and residence address:
   
   MARK A. DELAHANTY
   
   766 HADDONSTONE CIR #23-206
   
   HEATHROW, FL 32746

2. Title or Position with Company:
   
   DIRECTOR OF MAINTENANCE

3. Number and type of shares of Company stock owned, or to be acquired, if any:
   
   N/A

4. Current Position, Business Address and Telephone: (complete only if you are not currently employed on a full-time basis by the Company)
   
   N/A

5. Are you a citizen of the United States? Yes X No

6. If you are not a U.S. citizen, please indicate your nationality and current immigration status
   
   N/A
7. Are you currently an officer, director or major shareholder (5 percent or more of the total stock), or do you have any other significant interest in, any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics, or person whose principal business is the ownership or control of any such transportation or aeronautic activity? Yes ☒ No ☐

(If your answer is "yes", please provide detailed information relating to each such relationship or interest in the space provided in Attachment A to this questionnaire).

8. Have you held, in the past, any position with any U.S. or foreign air carrier, or other aviation-related business? Yes ☒ No ☐

(If "yes", please provide information regarding all positions held, with dates of employment and responsibilities, and any other relevant information, on Attachment A, or attach a copy of a recent resume to this Questionnaire).

9. Are you the subject of any pending legal action, or outstanding judgment, involving a claim in excess of $5,000? Yes ☐ No ☒

(If "yes", please provide date and amount of each claim or judgment, and the name of each claimant or judgment creditor, in the space provided in Attachment A).

10. Are you the subject of any pending legal action, or outstanding judgment, involving a claim of less than $5,000? Yes ☐ No ☒

(If "yes", please supply the total number and aggregate amount of all claims and/or judgments outstanding against you in the space provided in Attachment A).

11. Have you been the subject of a formal complaint or enforcement investigation by the DOT or the FAA regarding compliance with the Federal Aviation Act of 1958, or any order, rule, regulation or other requirement issued pursuant to the Act, during the past five (5) years? Yes ☐ No ☒

(If "Yes", describe each complaint, and indicate the current status or final disposition of each complaint in the space provided in Attachment A).

12. Have you been charged with any unfair or deceptive or anticompetitive business practices, or any fraud, felony or antitrust violation, during the past ten (10) years? Yes ☐ No ☒

(If "yes", please describe, and indicate the disposition or current status of each proceeding in the space provided in Attachment A).
13. Have you been involved in any aircraft accident or incident during the past year, or in the past and which remains the subject of an open investigation by the FAA, NTSB or the Company?  
Yes [ ]  No [X]  
(If "yes," please state the date and other details, including the status of any pending investigations, in the space provided in Attachment A).

Signature: Mark A. Delahanty
Date: 02/19/05

Mark A. Delahanty
Printed Name

Attachments
67262
Michael A. Muroski

155 Maddex Farm Drive,
Shepherdstown, WV 25443

JOB OBJECTIVE: Training Program Manager

CERTIFICATES:
- Type Ratings: CV-240/340/440; BA-3100
- Airline Transport Pilot Rating
- Flight Engineer Turbojet Powered: Boeing 727
- Certificated Flight Instructor: Airplane Single Engine Land and Sea, Multi Engine, Instrument
- Medical Certificate: First Class
- Pennsylvania Department of Education Professional Teaching Certificate – Pennsylvania State University

FLIGHT HOURS:
- Total: 13,800
- Pilot in Command: 6,023
- Second in Command: 3,744
- Flight Engineer: 3,245
- Transport Category: 5,643
- Turbine: 7,435
- Multi Engine: 10,998
- Night: 4,071
- Cross Country: 11,448
- Actual IFR: 1,098
- Instruction Given: 2,376

EDUCATION:
- Bachelor of Science, Secondary Education English and Reading, Pennsylvania State University, University Park, Pennsylvania.

MILITARY SERVICE:

EMPLOYMENT:

October 1998 to October 2001: Reflectone Training Center and Pan Am International Flight Academy, Dulles, Virginia. BA-3100 Program ground and simulator instructor, course programming.


Outsourced as Anatomy and Physiology instructor at a community college level.


COURSE DEVELOPMENT:

Experience in training program development for National and Foreign Air Carriers including proficiency in Microsoft Power Point Presentation.
BOSTON-MAINE AIRWAYS CORP.
DOT Fitness Information Questionnaire

NOTE: This questionnaire will be submitted to the DOT in connection with
BMAC's DOT certificate application. Please answer all questions, with a
more detailed explanation where requested, sign and date the form, and
return it to Nat Breed at Zuckert Scout & Rasenberger via telex or
(202/342-0683) or air express service (888 17th Street, N.W., Washington,
D.C. 20006). Please indicate if you desire for any part of your response to
be kept confidential.

1. Please state your name and residence address:
   Michael A. Mursh
   155 Maddex Farm Dr.
   Shepherdstown, WV 26443

2. Title or Position with Company:
   Manager of Training

3. Number and type of shares of Company stock owned, or to be acquired, if any:
   Zero

4. Current Position, Business Address and Telephone: (complete only if you are not
currently employed on a full-time basis by the Company)
   ____________________________________________________________
   ____________________________________________________________

5. Are you a citizen of the United States? Yes X No __

6. If you are not a U.S. citizen, please indicate your nationality and current
   immigration status
   ___

Yes X No _
7. Are you currently an officer, director or major shareholder (5 percent or more of the total stock), or do you have any other significant interest in, any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics, or person whose principal business is the ownership or control of any such transportation or aeronautic activity?  
   Yes  No  
   (If your answer is "yes", please provide detailed information relating to each such relationship or interest in the space provided in Attachment A to this questionnaire).

8. Have you held, in the past, any position with any U.S. or foreign air carrier, or other aviation-related business?  
   Yes  No  
   (If "yes", please provide information regarding all positions held, with dates of employment and responsibilities, and any other relevant information, on Attachment A, or attach a copy of a recent resume to this Questionnaire).

9. Are you the subject of any pending legal action, or outstanding judgment, involving a claim in excess of $5,000?  
   Yes  No  
   (If "yes", please provide date and amount of each claim or judgment, and the name of each claimant or judgment creditor, in the space provided in Attachment A).

10. Are you the subject of any pending legal action, or outstanding judgment, involving a claim of less than $5,000?  
    Yes  No  
    (If "yes", please supply the total number and aggregate amount of all claims and/or judgments outstanding against you in the space provided in Attachment A).

11. Have you been the subject of a formal complaint or enforcement investigation by the DOT or the FAA regarding compliance with the Federal Aviation Act of 1938, or any order, rule, regulation or other requirement issued pursuant to the Act, during the past five (5) years?  
    Yes  No  
    (If "Yes", describe each complaint, and indicate the current status or final disposition of each complaint in the space provided in Attachment A).

12. Have you been charged with any unfair or deceptive or anticompetitive business practices, or any fraud, felony or antitrust violation, during the past ten (10) years?  
    Yes  No  
    (If "yes", please describe, and indicate the disposition or current status of each proceeding in the space provided in Attachment A).
-3- DOT Fitness Questionnaire

13. Have you been involved in any aircraft accident or incident during the past year, or in the past and which remains the subject of an open investigation by the FAA, NTSB or the Company? 

   Yes [ ] No [X]

(If "yes", please state the date and other details, including the status of any pending investigations, in the space provided in Attachment A).

__________________________
Signature

__________________________
Date

Michael A. Muraski
Printed Name

Attachments
657283
OBJECTIVE: Career pilot employment in flight operations, management, and/or training

CERTIFICATES AND RATINGS:
Airline Transport Pilot
B747-400, B737, B727, CE-500
Commercial Privileges: Multi Engine Land, Single Engine Land
Flight Engineer - Turbojet, Turbopropeller
Radio Telephone Operator Permit - Restricted
FAA First Class Medical

TOTAL TIME 18,733

<table>
<thead>
<tr>
<th>Flight Time</th>
<th>Multi Engine</th>
<th>Instrument</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Flight Time</td>
<td>11351</td>
<td>2651</td>
</tr>
<tr>
<td>Pilot-In-Command</td>
<td>5155</td>
<td>1315</td>
</tr>
<tr>
<td>Night Flight Time</td>
<td>11361</td>
<td>3631</td>
</tr>
<tr>
<td>Multi Engine Land</td>
<td>12104</td>
<td></td>
</tr>
<tr>
<td>Single Engine Land</td>
<td>9101</td>
<td></td>
</tr>
<tr>
<td>Flight Engineer</td>
<td>7372</td>
<td>14387</td>
</tr>
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</table>

FLIGHT TIMES:

WORK HISTORY:

<table>
<thead>
<tr>
<th>Date</th>
<th>Location</th>
<th>Role</th>
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<tbody>
<tr>
<td>01/05 - 03/05</td>
<td>Boston-Maine Airways</td>
<td>Director of Safety</td>
</tr>
<tr>
<td>09/04 - 12/04</td>
<td>Boston-Maine Airways</td>
<td>Captain/Instructor</td>
</tr>
<tr>
<td>09/01 - 09/04</td>
<td>Pan American Airways</td>
<td>Captain/Instructor</td>
</tr>
<tr>
<td>08/99 - 05/01</td>
<td>Atlas Air, Inc. Purchase, NY 10577</td>
<td>Captain/First Officer</td>
</tr>
<tr>
<td>04/99 - 08/99</td>
<td>Eastwind Airlines, Inc. Greensboro, NC 27409</td>
<td>Captain</td>
</tr>
<tr>
<td>10/97 - 03/99</td>
<td>Kiwi International Air Lines Newark, NJ 07114</td>
<td>Captain</td>
</tr>
<tr>
<td>11/96 - 09/97</td>
<td>Air South, Inc. Columbia, SC 29170</td>
<td>First Officer</td>
</tr>
<tr>
<td>05/94 - 10/96</td>
<td>Kiwi International Air Lines Newark, NJ 07114</td>
<td>First Officer</td>
</tr>
<tr>
<td>09/70 - 03/89</td>
<td>Eastern Air Lines, Inc. Miami, FL</td>
<td>First Officer</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Second Officer</td>
</tr>
</tbody>
</table>

Airplane Models:
- B747-400
- B737
- B727
- CE-500
- Multi Engine Land
- Single Engine Land
- Flight Engineer - Turbojet, Turbopropeller
- Radio Telephone Operator Permit - Restricted
- FAA First Class Medical

TOTAL TIME 18,733

<table>
<thead>
<tr>
<th>Time</th>
<th>18,733</th>
</tr>
</thead>
<tbody>
<tr>
<td>Flight</td>
<td>...</td>
</tr>
<tr>
<td>Night</td>
<td>...</td>
</tr>
<tr>
<td>Multi</td>
<td>...</td>
</tr>
<tr>
<td>Single</td>
<td>...</td>
</tr>
</tbody>
</table>

A300, B727
DC9, L188
DC8, DC10
L188
George M. Moss Jr.

WORK HISTORY:

10/89 - 05/94 Canyon College  
Salisbury, NC 28144

SAFETY

02/68 - 03/68 Aviation Safety Officer Course, NAS Norfolk, Virginia

03/68 - 10/69 Detachment Aviation Safety Officer, both ashore and at sea, VAW-121, NAS Norfolk, Virginia

08/78 - 07/79 Graduate of the Aviation Safety Officers Course, The Naval Post Graduate School, Monterey, California

08/78 - 10/80 Squadron Aviation Safety Officer, VR-46  
NAS Atlantic, Georgia

06/89 - 07/89 Active Duty for Training as Assistant to CNO NAVAIRLANT  
Safety Officer, NAS Norfolk, Virginia

UNITED STATES NAVY

06/64 - 10/69 Active Duty  
Carrier Airborne Early Warning Pilot  
VAW-12, VAW-121

11/69 - 06/74 Reserves  
Captain – USNR Retired

EDUCATION:

POST GRADUATE

Armed Forces Staff College  
National Defense University  
Naval Post Graduate School  
Naval War College

Joint Forces Exercises  
National Security Course  
Aviation Safety Officer Course  
Defense Economics

BACHELOR OF ARTS DEGREE

Catawba College  
Salisbury, NC  
Business Administration

PERSONAL DATA:

SSN: 243-62-5270  
Height: 70"  
Excellent Health  
Weight: 185 lbs.  
Non-smoker
BOSTON-MAINE AIRWAYS CORP.
DQT Fitness Information Questionnaire

NOTE: This questionnaire will be submitted to the DOT in connection with BMAC's DOT certificate application. Please answer all questions, with a more detailed explanation where requested, sign and date the form, and return it to Nat Breed at Zuckert Scout & Rasenberger via telexciper (202/342-0683) or air express service (888 17th Street, N.W., Washington, D.C. 20006). Please indicate if you desire for any part of your response to be kept confidential.

1. Please state your name and residence address:
   George Moss
   109 BUTTERNUT LANE
   LONGWOOD, FL 32779

2. Title or Position with Company:
   DIRECTOR OF SAFETY

3. Number and type of shares of Company stock owned, or to be acquired, if any:
   NONE

4. Current Position, Business Address and Telephone: (complete only if you are not currently employed on a full-time basis by the Company)
   N/A

5. Are you a citizen of the United States?  Yes [x]  No __

6. If you are not a U.S. citizen, please indicate your nationality and current immigration status
   N/A
7. Are you currently an officer, director or major shareholder (5 percent or more of the total stock), or do you have any other significant interest in, any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics, or person whose principal business is the ownership or control of any such transportation or aeronautic activity? **Yes [X]**

(If your answer is "yes", please provide detailed information relating to each such relationship or interest in the space provided in Attachment A to this questionnaire).

8. Have you held, in the past, any position with any U.S. or foreign air carrier, or other aviation-related business? **Yes [X]**

(If "yes", please provide information regarding all positions held, with dates of employment and responsibilities, and any other relevant information, on Attachment A, or attach a copy of a recent resume to this Questionnaire).

9. Are you the subject of any pending legal action, or outstanding judgment, involving a claim in excess of $5,000? **Yes [X]**

(If "yes", please provide date and amount of each claim or judgment, and the name of each claimant or judgment creditor, in the space provided in Attachment A).

10. Are you the subject of any pending legal action, or outstanding judgment, involving a claim of less than $5,000? **Yes [X]**

(If "yes", please supply the total number and aggregate amount of all claims and/or judgments outstanding against you in the space provided in Attachment A).

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(If "Yes", describe each complaint, and indicate the current status or final disposition of each complaint in the space provided in Attachment A).

12. Have you been charged with any unfair or deceptive or anticompetitive business practices, or any fraud, felony or antitrust violation, during the past ten (10) years? **Yes [X]**

(If "yes", please describe, and indicate the disposition or current status of each proceeding in the space provided in Attachment A).
13. Have you been involved in any aircraft accident or incident during the past year, or in the past and which remains the subject of an open investigation by the FAA, NTSB or the Company?  
   Yes  No  

(If "yes", please state the date and other details, including the status of any pending investigations, in the space provided in Attachment A).

   [Signature]  3/29/05  
   Date

   [Printed Name]

Attachments
   657282
**Schedule of Equipment**

<table>
<thead>
<tr>
<th>Aircraft Type</th>
<th>Tail No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>B-727</td>
<td>N342PA</td>
</tr>
<tr>
<td></td>
<td>N348PA</td>
</tr>
<tr>
<td></td>
<td>N349PA</td>
</tr>
<tr>
<td></td>
<td>N343PA (pending)</td>
</tr>
<tr>
<td>CASA-212</td>
<td>N203PA</td>
</tr>
<tr>
<td></td>
<td>N204PA</td>
</tr>
<tr>
<td>BAe Jetstream 31</td>
<td>N508PA</td>
</tr>
<tr>
<td></td>
<td>N521PA</td>
</tr>
<tr>
<td></td>
<td>N525PA</td>
</tr>
<tr>
<td></td>
<td>N528PA</td>
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<tr>
<td></td>
<td>N529PA</td>
</tr>
<tr>
<td></td>
<td>N530PA</td>
</tr>
<tr>
<td></td>
<td>N531PA</td>
</tr>
<tr>
<td></td>
<td>N535PA</td>
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<tr>
<td></td>
<td>N536PA</td>
</tr>
<tr>
<td></td>
<td>N538PA</td>
</tr>
</tbody>
</table>
CHAPTER FOUR

4.1 PART D

Operations Specifications

a. The certificate holder is authorized to conduct operations under 14 CFR Part 121 using the aircraft identified on this operations specification.

Table 1. FAR 121 Aircraft

<table>
<thead>
<tr>
<th>Registration No.</th>
<th>Serial No.</th>
<th>Nose Number, M Available</th>
<th>Aircraft M/M/S</th>
</tr>
</thead>
<tbody>
<tr>
<td>N34PA</td>
<td>21693</td>
<td>348</td>
<td>B-727-222</td>
</tr>
<tr>
<td>N142PA</td>
<td>21621</td>
<td>348</td>
<td>B-727-222</td>
</tr>
<tr>
<td>NS9PA</td>
<td>21897</td>
<td>349</td>
<td>B-727-222</td>
</tr>
<tr>
<td>550PA</td>
<td>674</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>525PA</td>
<td>666</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>522PA</td>
<td>670</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>529PA</td>
<td>771</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>550PA</td>
<td>732</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>51PA</td>
<td>746</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>513PA</td>
<td>687</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>551PA</td>
<td>751</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
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<tr>
<td>522PA</td>
<td>742</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
<tr>
<td>NS9PA</td>
<td>688</td>
<td>NA</td>
<td>BA-737ST/8-3101</td>
</tr>
</tbody>
</table>

b. The certificate holder is authorized to conduct operations under 14 CFR Part 135 using the aircraft identified on this operations specification.

Table 2. FAR 135 Aircraft

<table>
<thead>
<tr>
<th>Registration No.</th>
<th>Serial No.</th>
<th>Aircraft M/M/S</th>
</tr>
</thead>
<tbody>
<tr>
<td>220PA</td>
<td>304</td>
<td>C-212-CQ</td>
</tr>
<tr>
<td>226PA</td>
<td>309</td>
<td>C-212-CQ</td>
</tr>
</tbody>
</table>

1. Issued by the Federal Aviation Administration.
2. These Operations Specifications are approved by direction of the Administrator.

Figueras, Jose E.
Principal Aviation Inspector

3. Date Approval is effective: 03/15/2005
Amendment Number: 14

DIGITALLY INDUSTRY SIGNED 3/16/2005 2:36:38 PM
Gehner, David
Chief Inspector

Print Date: 3/17/2005
D085-1
Certificate No.: B16A0091

BOSTON-MAINE AIRWAYS, CORP.

Rev: 46
Rev. Date: 03/17/05
Page 4.1.9
BOSTON-MAINE AIRWAYS CORP.  
Balance Sheet  
March 31, 2005

<table>
<thead>
<tr>
<th>CURRENT ASSETS</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CASH</strong></td>
<td>$6,822,400</td>
</tr>
<tr>
<td><strong>ACCOUNTS RECEIVABLE</strong></td>
<td>395,460</td>
</tr>
<tr>
<td><strong>SPARE PARTS AND SUPPLIES</strong></td>
<td>417,050</td>
</tr>
<tr>
<td><strong>ASSETS HELD FOR DISPOSITION</strong></td>
<td>103,650</td>
</tr>
<tr>
<td><strong>PREPAID ITEMS</strong></td>
<td>508,300</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>OTHER ASSETS</th>
<th></th>
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<tbody>
<tr>
<td><strong>Property and Equipment</strong></td>
<td></td>
</tr>
<tr>
<td>Aircraft (Improvements to Leased Property)</td>
<td>3,695,590</td>
</tr>
<tr>
<td>Flight Equipment Rotable Parts</td>
<td>768,440</td>
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<tr>
<td>Ground Equipment &amp; Vehicles</td>
<td>135,750</td>
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<tr>
<td>Test Equipment &amp; Tooling</td>
<td>210,000</td>
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<tr>
<td>Office Furniture &amp; Equipment</td>
<td>136,120</td>
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<tr>
<td>Accumulated Depreciation</td>
<td>(1,055,770)</td>
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<tr>
<td><strong>Net</strong></td>
<td>3,890,130</td>
</tr>
<tr>
<td><strong>Intellectual Property/Goodwill</strong></td>
<td>50,000</td>
</tr>
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</table>

| TOTAL ASSETS                   | $12,186,990 |

<table>
<thead>
<tr>
<th>CURRENT LIABILITIES</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Trade Accounts Payable</strong></td>
<td>$809,350</td>
</tr>
<tr>
<td><strong>Accrued Salaries &amp; Wages</strong></td>
<td>330,810</td>
</tr>
<tr>
<td><strong>Accrued Taxes</strong></td>
<td>248,100</td>
</tr>
<tr>
<td><strong>Accrued Lease Obligations</strong></td>
<td>190,200</td>
</tr>
<tr>
<td><strong>Other Current Liabilities</strong></td>
<td>48,420</td>
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</table>

**TOTAL CURRENT LIABILITIES**  
$1,626,880

<table>
<thead>
<tr>
<th>STOCKHOLDERS EQUITY</th>
<th></th>
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</thead>
<tbody>
<tr>
<td><strong>Common Stock</strong></td>
<td>100,000</td>
</tr>
<tr>
<td><strong>Additional Paid-in Capital</strong></td>
<td>27,181,000</td>
</tr>
<tr>
<td><strong>Retained Earnings</strong></td>
<td>(16,720,890)</td>
</tr>
</tbody>
</table>

**TOTAL LIABILITIES AND EQUITY**  
$12,186,990
### BOSTON-MAINE AIRWAYS CORP.
**Profit & Loss Statement**
**January 1 - December 31, 2004**

#### Operating Revenues:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Passenger (Scheduled)</td>
<td>2,152,248</td>
</tr>
<tr>
<td>Passenger (Charter)</td>
<td>2,107,957</td>
</tr>
<tr>
<td>Property (Charter)</td>
<td>34,902</td>
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<tr>
<td>Misc. Operating Revenue</td>
<td>86,100</td>
</tr>
<tr>
<td><strong>Total Operating Revenue</strong></td>
<td><strong>4,381,207</strong></td>
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</tbody>
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#### Operating Expenses:

<table>
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<tr>
<th>Category</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Flying Operations</td>
<td>4,931,273</td>
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<tr>
<td>Maintenance</td>
<td>3,470,976</td>
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<tr>
<td>Passenger Service</td>
<td>591,716</td>
</tr>
<tr>
<td>Aircraft &amp; Traffic Servicing</td>
<td>1,658,387</td>
</tr>
<tr>
<td>Promotion &amp; Sales</td>
<td>325,785</td>
</tr>
<tr>
<td>General &amp; Administrative</td>
<td>1,344,624</td>
</tr>
<tr>
<td>Depreciation</td>
<td>846,368</td>
</tr>
<tr>
<td><strong>Total Operating Expense</strong></td>
<td><strong>13,169,129</strong></td>
</tr>
</tbody>
</table>

#### Non-Operating Income & Expense:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest on Long-Term Debt</td>
<td>-0-</td>
</tr>
<tr>
<td>Other Interest Expense</td>
<td>-0-</td>
</tr>
<tr>
<td><strong>Income Before Income Taxes</strong></td>
<td>-(8,787,921)</td>
</tr>
</tbody>
</table>

#### Income Taxes

-0-

#### Net Income (Loss)

-(8,787,921)
Boston-Maine Airways Corp.
Traffic, Revenue and Expense Projections
April 1, 2005 – March 31, 2006

<table>
<thead>
<tr>
<th></th>
<th>Current Fleet</th>
<th>1st Additional B727 Aircraft</th>
<th>2nd-4th Additional B727 Aircraft</th>
</tr>
</thead>
</table>

### Large Aircraft Traffic/Revenue:

#### Scheduled Service:
- **Flights**: 1,512 | 416 | 1,248
- **Load Factor**: 60% | 60% | 60%
- **Passengers**: 127,915 | 35,194 | 105,580
- **Avg. Fare (One Way)**: $109 | $109 | $109
- **Total Sched. Rev.**: $13,942,735 | $3,835,150 | $11,508,220

#### Charter Service:
- **Flights**: 238 | 240 | 300
- **Avg. Block Hrs/Flight**: 3.1 | 3.1 | 3.1
- **Rate/Block Hour**: $5,800 | $5,800 | $5,800
- **Total Char. Rev.**: $4,279,240 | $4,315,200 | $5,394,000

**Total Revenue**: $18,221,975 | $8,150,350 | $16,902,220

### Expenses:

#### Operations
- **Total Expenses**: $18,007,170 | $5,835,180 | $13,256,200

**Profit/Loss**: $214,805 | $2,315,170 | $3,646,000

### Small Aircraft Traffic/Revenue:

- **Flights**: 5,730
- **Load Factor**: 40%
- **Passengers**: 43,472
- **Avg. Fare (One Way)**: $130
- **Total Revenue**: $5,651,360

### Expenses:

#### Operations
- **Total Expenses**: $4,040,660

**Profit/Loss**: $1,610,770
BOSTON-MAINE AIRWAYS CORP.
Total Working Capital Requirement and Resources
(Addition of Four (4) B-727-200 Aircraft to the Fleet)

Working Capital Requirement

- 25% of Full-Year Operating Expense (4th B-727 Aircraft) $1,458,795
- 25% of Full-Year Operating Expense (5th, 6th and 7th B-727 Aircraft) 3,314,050
- Projected Unpaid Pre-Operating Expense

Total Working Capital Requirement $4,772,845

Working Capital

- Net Working Capital on Hand (3/31/05) $6,619,980

Total Working Capital $6,619,980

Working Capital Surplus $1,847,135
**U.S. AIR CARRIERS**

**CERTIFICATE OF INSURANCE**

**POLICIES OF INSURANCE FOR AIRCRAFT ACCIDENT BODILY INJURY AND PROPERTY DAMAGE LIABILITY**

FILING INSTRUCTIONS: File an original of this form with the FAA, Air Transportation Div., AFS-200, 800 Independence Ave., SW., Washington, DC 20591. NOTE: If Block 25 on the reverse is filled in because the insured is an air taxi operator conducting scheduled passenger service (i.e., a commuter air carrier), file an original of this form with the Air Carrier Fitness Div., X-56, Office of Aviation Analysis, Dept. of Transportation, 400 7th St., SW., Washington, DC 20590.

(Please type information, except signatures.)

THIS CERTIFIES THAT: ________________________________

(Name of Insurer) Boston–Maine Airways Corporation

14 Aviation Avenue, Pease International Trade Port FAA Certificate Number Portsmouth, NH 03801 (Name, address and FAA Certificate number of insured U.S. Air Carrier)

effective from 6/14/04 until ten (10) days after written notice from the insurer or carrier of the intent to terminate coverage is received by the Department of Transportation.

NOTE: Part 205 of the Department's Regulations does not allow for a predetermined termination date, and a certificate showing such a date is unacceptable.

1. The Insurer (Check One):

- ☐ is licensed to issue aircraft insurance policies in the United States;
- ☐ is licensed or approved by the government of _______________ to issue aircraft insurance policies; or
- ☐ is an approved surplus line insurer in the State(s) of _______________

2. The insurer assumes, under the policy or policies listed below, aircraft accident liability insured to minimums at least equal to the following during operation, maintenance, or use of aircraft in "air transportation" as that term is defined in 49 U.S.C. 40102. (Complete applicable section(s) below):

A. U.S. AIR TAXI OPERATORS WITH PART 238 AUTHORITY ONLY

The aircraft covered by this policy are SMALL AIRCRAFT (i.e., with 60 or fewer passenger seats or with a maximum payload capacity of 18,000 pounds or less). (Check separate or combined coverage as appropriate):

- ☐ Separate Coverages: Minimum Limit

<table>
<thead>
<tr>
<th>Policy No.</th>
<th>Type of Liability</th>
<th>Each Person</th>
<th>Each Occurrence</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Bodily Injury Liability</td>
<td>$75,000</td>
<td>$300,000</td>
</tr>
<tr>
<td></td>
<td>(Excluding Passengers)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Passenger Bodily Injury</td>
<td>$75,000</td>
<td>$75,000 x 75% of total number of passenger seats installed in aircraft</td>
</tr>
<tr>
<td></td>
<td>Property Damage</td>
<td></td>
<td>$100,000</td>
</tr>
</tbody>
</table>

- ☐ Combined Coverage: This combined coverage is a single limit of liability for each occurrence at least equal to the required minimums stated above for bodily injury (excluding passengers), property damaged, and passenger bodily injury.

<table>
<thead>
<tr>
<th>Policy No.</th>
<th>Amount of Coverage</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

☐ This policy covers CARGO operations only and excludes passenger liability insurance.

OST Form 6410

Page 07

GULFPORT TRANSPORT

04/01/2009 10:42 6037620694
B. U.S. COMMUTER AND CERTIFICATED AIR CARRIERS OPERATING SMALL AIRCRAFT

The aircraft covered by this policy are SMALL AIRCRAFT (i.e., with 60 or fewer passenger seats or with a maximum payload capacity of 18,000 pounds or less). (Check separate or combined coverage as appropriate):

- Separate Coverages:
  - Policy No. ____________________________ Type of Liability
  - ____________________________________ Combined Bodily Injury (Excluding Passengers other than cargo attendants) and Property Damage Liability
  - ____________________________________ Passenger Bodily Injury
  - Minimum Limit
    - Each person $300,000
    - Each Occurrence $2,000,000
  - Policy No. ____________________________ Type of Liability
  - ____________________________________ Combined Coverage
    - Minimum Limit
      - Each person $300,000
      - Each Occurrence $2,000,000

- Combined Coverage: This combined coverage is a single limit of liability for each occurrence at least equal to the required minimums stated above for bodily injury (excluding passengers), property damaged, and passenger bodily injury.
  - Policy No. ____________________________ Amount of Coverage
  - See Attached $750,000,000

- This policy covers CARGO operations only and excludes passenger liability insurance.

C. U.S. CERTIFICATED AIR CARRIERS OPERATING LARGE AIRCRAFT

The aircraft covered by this policy are LARGE AIRCRAFT (i.e., with more than 60 passenger seats or with a maximum payload capacity of more than 18,000 pounds). (Check separate or combined coverage as appropriate):

- Separate Coverages:
  - Policy No. ____________________________ Type of Liability
  - ____________________________________ Combined Bodily Injury (Excluding Passengers other than cargo attendants) and Property Damage Liability
  - ____________________________________ Passenger Bodily Injury
  - Minimum Limit
    - Each person $300,000
    - Each Occurrence $2,000,000
  - Policy No. ____________________________ Type of Liability
  - ____________________________________ Combined Coverage
    - Minimum Limit
      - Each person $300,000
      - Each Occurrence $2,000,000

- Combined Coverage: This combined coverage is a single limit of liability for each occurrence at least equal to the required minimums stated above for bodily injury (excluding passengers), property damaged, and passenger bodily injury.
  - Policy No. ____________________________ Amount of Coverage
  - See Attached $750,000,000

- This policy covers CARGO operations only and excludes passenger liability insurance.

3. The policy or policies listed in this certificate insure(s) (Check One):

- Operations conducted with all aircraft operated by the insured
- Operations conducted with the following types of aircraft:
- Operations with the following aircraft: (Use additional page if necessary)

4. Each policy listed in this certificate meets or exceeds the requirements in 14 CFR Part 205.

See Attached

Thomas Gregory Associates Insurance Agency, Inc.

601 Edgewater Drive Suite 235 P.O. Box 555
Wakefield, MA 01880-4555

Thomas Gregory, LLC

Contact (person who can verify the effectiveness of the coverage)

(Name of Broker, if applicable)

(Area Code, Phone Number)

(Area Code, Fax Number)

(Signature, if applicable)

(Date)

Address

City, State, Zip Code

Name of Insurer

Address

City, State, Zip Code

781-914-1088

June 11, 2004

Signature

(Date)
SECURITY (the "Insurers")

As respects Liability Insurance:

<table>
<thead>
<tr>
<th>Insurer</th>
<th>Policy Number</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>American Home Assurance Company</td>
<td>AI 3387401-07</td>
<td>15 Percent</td>
</tr>
<tr>
<td>Through American International Aviation Agency</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Atlanta, GA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Underwriters at Lloyd's &amp; Various Companies</td>
<td>L 50437469</td>
<td>85 Percent</td>
</tr>
<tr>
<td>Through JLT Risk Solutions Limited</td>
<td></td>
<td></td>
</tr>
<tr>
<td>London, England</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Several Liability Notice

The subscribing insurers' obligations under contracts of insurance to which they subscribe are several and not joint and are limited solely to the extent of their individual subscriptions. The subscribing insurers are not responsible for the subscription of any co-subscribing insurer who for any reason does not satisfy all or part of its obligations. LSW 1001 (insurance)
BEFORE THE
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.

Application of

BOSTON-MAINE AIRWAYS CORP. Docket No. OST-00-7768

for the issuance of a certificate of public convenience and necessity pursuant to 49 U.S.C. Sec. 41102 (Interstate Large Aircraft Operations)

CERTIFICATION

Pursuant to Title 18 United States Code Section 1001, I, John R. Nadolny, in my individual capacity and as Senior Vice President, General Counsel and Secretary of the applicant, 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 this application. I understand that an individual who is found to have violated the provisions of 18 U.S.C. 1001 may be fined not more than $10,000 or imprisoned not more than five years, or both.

John R. Nadolny

State of New Hampshire )
County of Rockingham )

Subscribed and sworn to before me this 5th day of April, 2005.

Notary Public

SONJA E.M. McBRIDE, Notary Public
My Commission Expires September 25, 2007
SERVICE LIST (Boston-Maine Airways Interstate)

Mr. Michael C. Thomas, Manager  Jerry D. Anker
Flight Standards District Office No. 29  Russell Bailey
FEDERAL AVIATION ADMINISTRATION  AIR LINE PILOTS ASSOCIATION
8600 NW 36th Street – Suite 201  1625 Massachusetts Avenue, N.W.
Miami, FL  33166  Washington, DC  20036

Please also serve responsive pleadings on:

John R. Nadolny  Nathaniel P. Breed, Jr.
Senior Vice President and  ZUCKERT SCOUTT & RASENBERGER LLP
General Counsel  888 17th Street NW  Suite 700
BOSTON-MAINE AIRWAYS CORP.  Washington DC  20006-3309
Pease International Tradeport
14 Aviation Avenue
Portsmouth, NH  03801
