APPLICATION OF
BOSTON-MAINE AIRWAYS CORP.
FOR GRANT OF AN EMERGENCY EXEMPTION

Communications with respect to this document should be sent to:

John R. Nadolny
Senior Vice President and
General Counsel
BOSTON-MAINE AIRWAYS CORP.
Pease International Tradeport
14 Aviation Avenue
Portsmouth, NH 03801
(603) 766-2000 (tel.)
(603) 766-2094 (fax)
jnadolny@flypanam.com

Nathaniel P. Breed, Jr.
ZUCKERT SCOUTT &
RASENBERGER L.L.P.
888 17th Street, N.W. Suite 700
Washington, D.C. 20006-3309
(202) 973-7919 (tel.)
(202) 342-0683 (fax)
npbreed@zsrlaw.com

Attorneys for
BOSTON-MAINE AIRWAYS CORP.

NOTICE: Any person may file an Answer to this Application with the DOT's Docket Section and must serve counsel for BMAC and all persons named on the attached Service List. BMAC is requesting, pursuant to 14 CFR 302.311, that DOT action on this application be taken without awaiting expiration of the normal period for filing answers. BMAC will canvass all interested parties regarding their position regarding that expedited procedure.

March 24, 2005
BEFORE THE
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.

Application of

BOSTON-MAINE AIRWAYS CORP.

for an exemption pursuant to 49 U.S.C. §40109
(Interstate Large-Aircraft Services)

Docket OST-00-7668

March 24, 2005

APPLICATION OF
BOSTON-MAINE AIRWAYS CORP.
FOR GRANT OF AN EMERGENCY EXEMPTION

Boston-Maine Airways Corp. ("BMAC") hereby applies, pursuant to 49 U.S.C. §40109 of the Federal Aviation Statutes and Subpart C (and Section 302.311) of the Procedural Regulations (14 CFR Section 302.302, et seq.) of the Department of Transportation (the "Department"), for grant of an expedited emergency exemption from the current limitation to the operation of no more than three (3) large aircraft pursuant to BMAC’s currently-effective Interstate Certificate of Public Convenience and Necessity, so as to authorize BMAC to operate one (1) additional B-727-200 aircraft, for a total of four (4) large aircraft, pursuant to its Interstate Certificate.

BMAC hereby requests that the foregoing exemption authority be granted on an expedited basis, pursuant to the Department’s Emergency Exemption procedures set forth
in Section 302.311 of the Rules of Practice,\textsuperscript{1} to become effective on or before April 8, 2005, and continuing in effect for a period of two years, or until 90 days after final action on BMAC’s pending application in Docket OST-03-14985 for issuance of a certificate of public convenience and necessity authorizing BMAC to operate up to seven (7) large aircraft in interstate and/or foreign air transportation operations, whichever occurs first.

In accordance with Section 302.311 of the Department’s Regulations, BMAC submits the following information in support of this application:

1. BMAC is a certificated air carrier which is currently operating interstate scheduled services utilizing a fleet of small and large aircraft, including three (3) Stage 3-compliant Boeing B-727-200 aircraft (see Order 2004-8-21, served August 19, 2004). At the present time, BMAC is limited to the operation of “up to three (3) large aircraft” in its interstate operations (Order 2004-8-21, p. 7, ordering paragraph 3), and the Department has deferred action on BMAC’s application to operate up to seven (7) large aircraft until such time as the Department acts on BMAC’s concurrent application for authority to utilize large aircraft in its foreign air transportation operations (Id. p. 7).

2. The purpose of this Application is to authorize BMAC to operate one (1) additional B-727-200 aircraft, for a total of four (4) large aircraft, in operations conducted pursuant to its Interstate Certificate, beginning on April 12, 2005 and continuing for two

\textsuperscript{1} As noted above, BMAC will canvass all non-governmental interested parties regarding their position on BMAC’s request for expedited procedures, and will report the results of that canvass to the DOT’s Fitness Division.
years or until final Department action on BMAC’s pending application in Docket OST-03-14985, whichever occurs first.

3. BMAC requires authority to operate a fourth large aircraft in the immediate near-term future in order to respond to recently-confirmed public service commitments which will exceed the capabilities of BMAC’s current three large-aircraft fleet. Specifically, in addition to two lines of scheduled service operations, BMAC has been retained by a major cruise line company to serve as the direct air carrier in performing a series of weekly Public Charter flights commencing on April 14, 2005. Subject to favorable Department action on this application (and FAA approval of the addition of the fourth B-727 to BMAC’s Part 121 Operations Specifications) on or before April 12, 2005, BMAC has agreed to provide the required Public Charter flights commencing on April 14, 2005 (with a prior aircraft-positioning ferry flight to be flown on April 13, 2005 as necessary). If Department (and FAA) approval of BMAC’s operation of a fourth large aircraft is not received by April 12th, BMAC will be obliged to procure sub-service arrangements to be performed by a fully-qualified U.S. air carrier for the period prior to BMAC’s receipt of necessary authorizations from the Department and the FAA. The necessity for procuring a sub-service arrangement would entail an adverse financial impact on BMAC.

4. BMAC has presented its fourth B-727-200 aircraft to the FAA for approval of the addition of that aircraft to BMAC’s Part 121 Operations Specifications. This aircraft has completed its FAA conformity check with the exception of one item, which is
expected to be completed, and the aircraft added to the Operations Specifications, on or about April 12, 2005.

5. BMAC has fully demonstrated, and the Department has clearly found, that BMAC is wholly fit to conduct its scheduled and charter operations utilizing large aircraft (Order 2004-8-21, supra). Based on the substantial evidence of BMAC’s fitness in every applicable category of fitness inquiry in the record of BMAC’s interstate certificate application in this docket (all of which evidence has been incorporated by reference in the record of BMAC’s concurrent foreign certificate application in Docket OST-03-14985), and BMAC’s successful operation of safe, reliable and lawfully-compliant large-aircraft operations for the past nine months, BMAC submits that it has indisputably demonstrated that it is fully fit to operate a fourth large aircraft, as requested in this application.

Indeed, BMAC is fully confident that the Department would have long since granted its pending application for foreign large-aircraft authority, and for authority to operate up to seven (7) large aircraft, were it not for the delay of action on that application caused (BMAC believes inappropriately caused) by certain unrelated litigation pursued in the federal courts by the Air Line Pilots Association (“ALPA”), and by ALPA’s opposition to BMAC’s pending certificate applications before the Department, all arising out of certain labor disputes between ALPA and BMAC’s affiliated sibling carrier, Pan American Airways Corp. (“Pan Am”). ALPA has never
alleged, and the Department has never found, that any of ALPA's complaints involve alleged misconduct by BMAC.

6. Because of the tight time constraints affecting this application and BMAC's urgent need for grant of the requested authority in the near future, BMAC requests that the Department act on this application pursuant to the expedited procedures established by the Department's emergency exemption procedure. Specifically, BMAC requests that the Department act to grant the limited relief requested in this application on or before April 12, 2005.

WHEREFORE, BMAC requests the Department to issue an Order or Notice of Action Taken granting it an exemption authorizing BMAC to operate one (1) additional large aircraft, for a total of four (4) large aircraft, in its performance air transportation of persons, property and mail pursuant to its Interstate Certificate of Public Convenience and Necessity.

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 Application of BMAC by messenger, telex, teletype, or telegraph transmission, or United States mail, properly addressed and with postage prepaid, upon each of the persons listed in the Service List attached hereto.

[Signature]
Joyce S. Allen

Washington, D.C.
March 24, 2005
SERVICE LIST (Interstate Large Aircraft Service)

Jerry D. Anker
Russell Bailey
AIR LINE PILOTS ASSOCIATION, INT'L
1625 Massachusetts Ave., N.W.
Washington, DC 20036

Mr. Anthony Liguori, Manager
Flight Standards District Office 5
FEDERAL AVIATION ADMINISTRATION
2 Al McKay Avenue
Portland, ME 04102

Please also serve responsive pleadings on:

John R. Nadolny
Senior V. P. and General Counsel
BOSTON-MAINE AIRWAYS CORP.
14 Aviation Avenue
Portsmouth, NH 03801

Nathaniel P. Breed, Jr.
ZUCKERT SCOUTT & RASEMBERGER LLP
888 17TH Street NW, Suite 700
Washington, DC 20006-3309