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. 14 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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Washington, D.C. 20006-3309
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(202) 342-0683 (fax)
npbreed@zsrlaw.com

Attorneys for
BOSTON-MAINE AIRWAYS CORP.

May 2, 2005
Application of

BOSTON-MAINE AIRWAYS CORP.

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SUPPLEMENT NO. 14 TO
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FOR AMENDED CERTIFICATE AUTHORITY

Boston-Maine Airways Corp., d/b/a Pan Am Clipper Connection ("BMAC") hereby submits this Supplement No. 14 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. 14 are being adopted by reference and filed contemporaneously as Supplement No. 8 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 16, 2005, respectively. The FAA approved BMAC’s 4th B-727-200 aircraft, and added that aircraft to BMAC’s Operations Specifications on April 8, 2005, concurrently with the removal of BMAC’s 3rd B-727-200 from BMAC’s active fleet while it was out of service for the duration of “C” check maintenance between April 8, 2005 and April 22, 2005. When BMAC’s 3rd B-727 aircraft was returned to the active fleet on April 22, 2005, the FAA reinstated that aircraft on BMAC’s Operations Specifications, and simultaneously removed the 4th B-727 aircraft from BMAC’s Operations Specifications, in conformity with the Department’s current limitation of BMAC’s large-aircraft fleet to three B-727 aircraft pursuant to Order 2004-8-21. A copy of relevant excerpts from BMAC’s amended Operations Specifications, reflecting those B-727-200 aircraft additions and deletions, is attached hereto in Exhibit BMA-S/14-101, infra. BMAC will file the further amendment reflecting the permanent addition of the 4th B-727-200 aircraft to its Operations Specifications as soon as the Department has approved the addition of that 4th aircraft to BMAC’s fleet. Thereafter, BMAC 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. **Working Capital Availability.**

In conformity with Section 204.3 of the Department’s fitness-determination regulations, BMAC hereby submits copies of its investment account statement, dated April 1, 2005, which was not yet available at the time that BMAC’s Supplement No. 13 was filed on April 5, 2005. The foregoing statement is contained in Exhibit BMA-S/14-102, infra, and it confirms the availability of $6,723,130 in working capital to BMAC as of March 31, 2005.

As noted in BMAC’s previously-filed Supplement No. 13, 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 test 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/14-102, infra.

As shown in Exhibits BMA-S/13-103, BMA-S/13-105, and BMA-S/13-106, as verified by the foregoing third-party verification document in Exhibit BMA-S/14-102, infra, 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.

3. Renewed 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 operations (and interstate and foreign charter operations), on or before May 5, 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 on or before May 12, 2005.
WHEREFORE, BMAC requests the Department to issue: (1) a Notice of Action Taken granting an exemption to BMAC authorizing BMAC to operate a 4\textsuperscript{th} B-727-200 aircraft in interstate scheduled-service operations and interstate and foreign charter operations, effective on or before May 5, 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, on or before May 12, 2005.

Respectfully submitted,

\begin{flushright}
\textit{\begin{verbatim}
 Nathaniel P. Breed, Jr.
 ZUCKERT SCOUTT & RASENBERGER, L.L.P.
 Attorneys for
 BOSTON-MAINE AIRWAYS CORP.
\end{verbatim}}
\end{flushright}
CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing Supplement No. 14 to Application of Boston-Maine Airways Corp. by messenger, teletypewriter 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.
May 2, 2005
## Index To Supplement No. 14 Exhibits

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Title of Exhibit</th>
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<tr>
<td>BMA-S/14-101</td>
<td>Excerpts from BMAC’s FAA Part 121 Operations Specifications</td>
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<tr>
<td>BMA-S/14-102</td>
<td>Third-Party Verification of BMAC’s Working Capital as of March 31, 2005</td>
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</table>
a. The certificate holder is authorized to conduct operations under 14 CFR Part 121 using the aircraft identified on this operations specification.

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

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

DIGITALLY FAA SIGNED 3/16/2005 10:28:16 AM
Figueroa, Jose E.
Principal Avionics Inspector
SO35

3. Date Approval is effective: 03/15/2005
4. I hereby accept and receive the Operations Specifications in this paragraph.

DIGITALLY INDUSTRY SIGNED 3/16/2005 2:36:38 PM
Gehner, David
Chief Inspector
Date: 03/16/2005

Print Date: 3/17/2005
D085-1
Certificate No.: B16A009F
BOSTON-MAINE AIRWAYS, CORP.
D085. Aircraft Listing

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

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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

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1. The Certificate Holder applies for the Operations in this paragraph.
2. Support information reference:
3. These Operations Specifications are approved by direction of the Administrator.

DIGITALLY FAA SIGNED 4/8/2005 2:07:58 PM
Figueras, Jose E.
Principal Avionics Inspector

4. Date Approval is effective: 04/08/2005
Amendment Number: 15

5. I hereby accept and receive the Operations Specifications in this paragraph.

DIGITALLY INDUSTRY SIGNED 4/8/2005 1:36:01 PM

Gehmer, David
Chief Inspector

Date: 04/08/2005
CHAPTER FOUR

4.1 PART D

Operations Specifications

D085. Aircraft Listing

HQ Control: 09/18/01
HQ Revision: 02b

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

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1. The Certificate Holder applies for the Operations in this paragraph.
2. Support Information reference:
3. These Operations Specifications are approved by direction of the Administrator.

DIGITALLY FAA SIGNED 4/22/2005 8:06:57 PM
Figureoza, Jose E. Principal Aviation Inspector

4. Date Approval is effective: 04/22/2005
Amendment Number: 16

5. I hereby accept and receive the Operations Specifications in this paragraph.

DIGITALLY INDUSTRY SIGNED 4/22/2005 11:51:43
O'Keefe, David Chief Inspector Date: 04/22/2005

Print Date: 4/25/2005
BOSTON-MAINE AIRWAYS, CORP.

Page 4.1.9
Mellon Bank
Capital Markets Department
P.O. Box 710
Pittsburgh, Pennsylvania 15230-0710
(412) 254-1975

FUND SHARES ARE NOT DEPOSITS OR OBLIGATIONS OF, OR GUARANTEED OR INSURED BY, ANY BANK, AND ARE NOT DEPOSIT INSURANCE CORPORATION, THE FEDERAL RESERVE BOARD OR ANY OTHER AGENCY. FUND SHARES INVOLVE CERTAIN INVESTMENT RISKS, INCLUDING THE POSSIBLE LOSS OF PRINCIPAL. SHARE PRICE, YIELD AND TOTAL RETURN MAY FLUCTUATE AND ARE NOT GUARANTEED.

DR Cash MMT PLUS

Investor Name
BOSTON MAINE AIRWAYS
C/O guilford transportation inc
14 aviation avenue
fordham nh 03801

Dealer Name
MELLOO FINANCIAL MARKETS INC
ONE MELLOO BANK CENTER

Shareholder Statement

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Page 1 - last page
SHAREHOLDER COPY
SERVICE LIST (Boston-Maine Airways Interstate)

Mr. Michael C. Thomas, Manager  
Flight Standards District Office No. 29  
FEDERAL AVIATION ADMINISTRATION  
8600 NW 36th Street – Suite 201  
Miami, FL 33166

Jerry D. Anker  
Russell Bailey  
AIR LINE PILOTS ASSOCIATION  
1625 Massachusetts Avenue, N.W.  
Washington, DC 20036

Please also serve responsive pleadings on:

John R. Nadolny  
Senior Vice President and  
General Counsel  
BOSTON-MAINE AIRWAYS CORP.  
Pease International Tradeport  
14 Aviation Avenue  
Portsmouth, NH 03801

Nathaniel P. Breed, Jr.  
ZUCKERT SCOUTT & RASENBERGER LLP  
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