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 -71

ANSWER OF
BOSTON-MAINE AIRWAYS CORP. TO AIR LINE PILOTS
ASSOCIATION'S SUPPLEMENT TO MOTION TO REVOKE CERTIFICATION
FOR LACK OF FITNESS AND MOTION FOR LEAVE TO FILE
AN OTHERWISE UNAUTHORIZED DOCUMENT

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) 766-2002 (tel)
(603) 766-2094 (fax)

Nathaniel P. Breed, Jr.
ZUCKERT SCOUTT &
RASENBERGER L.L.P.
888 17TH Street NW  Suite 700
Washington, D.C. 20006-3309
(202) 973-7919 (tel)
(202) 342-0683 (fax)

Attorneys for
BOSTON-MAINE AIRWAYS CORP.

June 3, 2005
BEFORE THE
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.

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Boston-Maine Airways Corp. d/b/a Pan Am Clipper Connection ("BMAC")

hereby submits this Answer, with an included Motion for leave to file an otherwise
unauthorized document\(^1\) to the Air Line Pilots Association's ("ALPA") Supplement to
Motion to Revoke Certificate for Lack of Fitness (the "Supplement"), filed on June 1,
2005.

BMAC believes that ALPA's Supplement is yet another in their series of personal
attacks upon BMAC's management based on matters unrelated to BMAC, intended to

\(^1\) Motion for Leave To File. Pursuant to Rule 6(c) of the Rules of Practice, BMAC hereby moves for leave to file
this Answer as an otherwise unauthorized document in the event that the Department decides to consider the
assertions in ALPA's Supplement. Receipt and consideration of BMAC's Answer is warranted by considerations of
fairness and will assist the Department in reaching a sound decision in this proceeding.
cause harm to BMAC by hindering the expansion of the large-aircraft business operations for which it has demonstrated it is well-qualified, and to distract the Department from the lack of any substantive basis upon which to grant ALPA’s Motion.

The WARN Act litigation referred to in the Supplement was between ALPA and Pan American Airways Corp. (“Pan Am”). BMAC was not involved in the litigation, and was not a party to the settlement agreement, which resulted in its resolution. Pan Am completed all of the required payments to all of the ALPA members who were entitled to receive payment thereunder. ALPA acknowledged that Pan Am has satisfied its payment obligations. In short, that matter was put to rest many months ago.

ALPA now seeks to ignore more than two years of unblemished fitness evidence presented in BMAC’s sworn filings. ALPA has not shown that a single matter filed by BMAC before the Department is false or untrue. Instead, based upon conclusions (by ALPA) about BMAC’s General Counsel, John R. Nadolny, ALPA raises an *ad hominem* attack based on a collateral matter in an unrelated proceeding. Mr. Nadolny takes exception to the allegations in ALPA’s Supplement and in particular to those inferences, conclusions and asserted “facts” which ALPA asks the Department to adopt in support of ALPA’s Motion.

Mr. Nadolny acknowledges that Great American Insurance Company (“Great American”) has initiated an inquiry into the subject bond. At the time of its delivery to ALPA, Mr. Nadolny had a reasonable and good faith belief that Great American was prepared to authorize the issuance of a surety bond in favor of ALPA (as it had done in a prior ALPA case). Mr. Nadolny acknowledges that Great American did not issue the
bond and that the execution of the document has now been called into question. As a result of Great American's inquiry, Mr. Nadolny has communicated on several occasions with Great American regarding the matter and offered to meet with them to resolve any issues they may have. The timing and eventual disposition, if any, of this matter are as yet undetermined.

BMAC respectfully represents that once this matter is fully reviewed and resolved in the appropriate forum, the Department will be advised of the outcome. However, in the meantime, BMAC strongly believes that the Department should move forward with its decisions on ALPA's Motion and BMAC's pending applications for authority to operate additional large aircraft and to conduct scheduled international service with large aircraft.

WHEREFORE, BMAC urges the Department once again to reject ALPA's Motion requesting the Department to revoke BMAC's certificate authority and to approve its pending applications.

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 Answer 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.

[Signature]

Washington, D.C.
June 3, 2005
SERVICE LIST (Boston-Maine Airways Large Aircraft)

Mr. Michael C. Thomas, Manager
Flight Standards District Office 29
Federal Aviation Administration
8600 NW 36th Street, Suite 201
Miami, FL 33166

Jerry D. Anker
Russell Bailey
AIL LINE PILOTS ASSOCIATION
1625 Massachusetts Avenue, NW
Washington DC 20036