

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

Response to the Issues Raised in the)
Department of Transportation's)
September 17, 2021 Letter)
Regarding Application of:)
)
Waltzing Matilda Aviation, LLC,)
)
for Certificates of Public Convenience)
and Necessity to Engage in Interstate)
Scheduled Air Transportation and)
Foreign Scheduled Air Transportation)
_____)

**DOCKET Nos. DOT-OST-2021-0046 and
DOT-OST-2021-0078**

RESPONSE TO THE ISSUES RAISED BY THE DEPARTMENT OF TRANSPORTATION IN
ITS SEPTEMBER 17, 2021 LETTER

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Date: October 13, 2021

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**DOCKET Nos. DOT-OST-2021-0046 and
DOT-OST-2021-0078**

On September 17, 2021, Waltzing Matilda Aviation, LLC (hereafter “WMA”) received a letter from the Department of Transportation’s Office of Aviation Analysis requesting additional information regarding WMA’s Applications for Certificates of Public Convenience and Necessity to engage in interstate scheduled passenger air transportation and foreign scheduled passenger air transportation. The letter requested additional information on four topics:

1. The manner in which WMA’s applications were served and filed.
2. The citizenship of an affiliated company, Waltzing Matilda Airlines LP, and whether it was in a position to exercise actual control over WMA.
3. The qualifications and experience of several of WMA’s key personnel.
4. The adequacy of WMA’s funding plan.

As set forth in detail below, WMA has taken a number of major steps and provides additional information to address all of the Department's concerns. First, WMA has made the requested changes to the Applications and supporting exhibits and has refiled the corrected documents. In addition, the corrected documents have been served in accordance with 14 C.F.R. Part 302. Second, WMA and affiliated companies will be restructured and combined in order to address the citizenship issues and to address the issues regarding actual control of operations identified in the letter. Third, additional information is provided establishing that WMA's key technical personnel are qualified to perform their duties. Fourth, further details are provided regarding the funding to date and the fundraising process that is underway, as well as plans to ensure that there is sufficient capital available to support the proposed operations.

For your convenience, each of these issues will be addressed in the same order as set forth in the Department's September 17, 2021 letter.

I. WALTZING MATILDA AVIATION, LLC HAS CORRECTED ITS FILINGS AND SERVED ALL DOCUMENTS IN ACCORDANCE WITH 14 C.F.R. PART 201 AND 14 C.F.R. PART 302

The Applications and the supporting exhibits were corrected to conform to the requirements of 14 C.F.R. Part 201 and Part 302. The Supplement to Application of Waltzing Matilda Aviation, LLC for a Certificate of Public Convenience and Necessity to Engage in Scheduled Passenger Air Transportation was filed on Regulations.gov on September 22, 2021, and was posted on September 23, 2021. *See* Tracking Number [ktw-es7v-e1db](#). The Supplement to Application of Waltzing Matilda Aviation, LLC for a Certificate of Public Convenience and Necessity to Engage in Foreign Scheduled

Passenger Air Transportation was filed on Regulations.gov on September 22, 2021, and was posted September 24, 2021. *See* Tracking Number [kty-pf5f-71z0](#). All of the corrected filings were served on the appropriate parties. See Certificate of Service attached hereto as Exhibit “1”.

II. CHANGES HAVE BEEN MADE TO THE PROPOSED CORPORATE STRUCTURE TO ADDRESS THE CITIZENSHIP ISSUE AND TO REMOVE THE POSSIBILITY THAT A THIRD-PARTY CAN EXERCISE ACTUAL CONTROL OVER WMA’S PROPOSED OPERATIONS

The Department’s September 17, 2021 letter identified issues regarding the relationship between WMA and Waltzing Matilda Airlines, LP (hereafter “WM LP”), a Delaware limited partnership which, as a result of the citizenship of certain of its limited partners, is classified as a non-U.S. citizen. The Department was concerned that, among other things, the operating agreement and relationship between the two entities created a possibility that WM LP would be in a position to exercise actual control over WMA and the proposed part 121 operations. As set forth below, WM LP is being eliminated and will no longer have any involvement in WMA. Under the revised business structure, WMA will lease or obtain aircraft directly, and there will not be any operating agreement between WMA and WM LP. In addition, a number of steps have been taken proactively to ensure ongoing compliance with the citizenship requirement for WMA is maintained and that any foreign citizens with interests in WMA are not in a position to exercise any control over either the existing part 135 or proposed part 121 operations. As a result, the changes set forth below remedy all of the issues identified by DOT in its September 17, 2021 letter.

A. WMA's New Business Structure

Under the new business structure, WMA, the existing part 135 operator and proposed part 121 operator (hereafter "air carrier certificate holder" or "AOC holder"), will raise and provide the capital needed to support its proposed part 121 operations and will acquire, by purchase or lease, the aircraft used in its part 121 operations.¹ WM LP will be eliminated and not be involved in the purchase, ownership, or operation of the aircraft. In addition, there is no operating agreement with any third party with regard to the part 121 operations. As required by FAA regulations, WMA will be solely responsible for the operational control of its part 121 flights. Moreover, revenues from its part 121 flights will flow directly to WMA, and WMA will not be dependent on any other party to provide support services for its day-to-day operations.²

Details of the changes to WMA's ownership and structure and how it will impact WMA's proposed Part 121 operations are set out in the attached Term Sheet.³ Each of the partners of WM LP will contribute 100% of the partnership interests in WM LP to WMA in exchange for newly issued membership interests in WMA. WMA's equity and voting interests will consist of (i) a single class of voting interests, the Class A Common units, and (ii) three classes of non-voting interests, the Class B Common units, Class C Common units (incentive equity interests to be issued to employees and advisors of WMA, none of whom will own greater than 5%) and Preferred units which will be issued to investors in WMA.⁴

¹ The revised structure for WMA is depicted in the Waltzing Matilda Aviation, LLC Post-Merger Structure Chart, a copy of which is attached as Exhibit "2."

² For example, only WMA has access to its reservation platform and only WMA can schedule flights of its aircraft.

³ A copy of the Term Sheet is attached as Exhibit "3."

⁴ All such interests, referred to as "Units" and the holders of such equity interests in WMA, "Members."

After the restructuring, the ownership and voting control of WMA will be as

follows:

	Class A Voting Common	Class B Non- Voting Common	Class C Non- Voting Common	Non- Voting Preferred	% Voting Interests	Total Equity	% Equity
John F. Thomas U.S. citizen)	1,161,208				25%	1,161,208	11.61%
Paula M. Vanderhorst (U.S. citizen)	3,483,624				75%	3,483,624	34.84%
TransAir Inc.				865,385		865,385	8.65%
Malax US Inc.		973,558		288,461		1,262,019	12.62%
Future Employees & Advisors			3,227,764			3,227,764	32.28%
TOTAL	4,644,832	973,558	3,227,764	1,153,846	100%	10,000,000	100%

As a result of the restructuring, 100 percent of the voting interests will be owned by the current owners of WMA, John Thomas and Paula Vanderhorst, both of whom are United States citizens. In addition, the two foreign citizens, TransAir Inc. and Malax US Inc., will only own less than 25% of the equity in WMA.⁵ Finally, as set forth below, additional restrictions will be placed on the foreign equity owners to ensure that are not in a position to exercise actual control over the part 121 operations.

⁵ As described under “IV. WMA HAS ACCESS TO SUFFICIENT FUNDING TO CONDUCT THE PROPOSED PART 121 OPERATIONS” below, WMA does anticipate issuing additional Preferred units to investors. The issuance of such interests is expected to further reduce the economic ownership of WMA by foreign citizens.

B. Restrictions Placed on Foreign members of WMA

The business and affairs of WMA will be solely managed by its Board of Managers, John F. Thomas, and Paula M. Vanderhorst (hereafter the “Board” or “Managing Members”), and its voting equity interests will all be owned by John F. Thomas and Paula M. Vanderhorst. Members of WMA that are foreign citizens (hereafter “Foreign Members”) and the Units they hold will be subject to certain restrictions, which will be set forth in the amended and restated limited liability agreement for WMA, including:

- (i) Units held by Foreign Members will not represent more than 24.9% of WMA’s voting Units;
- (ii) Units held by Foreign Members will not represent more than 49% of the total equity interests in WMA;
- (iii) Foreign Members will be prohibited from naming a greater portion of the total managers of WMA’s Board than the ratio of their equity investment, and will not have the power to veto or control WMA’s management structure;
- (iv) Foreign Members will be prohibited from causing a reorganization of WMA;
- (v) Any agreement between WMA and its Foreign Members will not include buy-out provisions permitting Foreign Members from buying out non-Foreign Members at amounts that may be greater than fair market value, nor may such agreements require non-Foreign Members to obtain the approval of Foreign Members before the non-Foreign Members can sell their Units;
- (vi) Non-Foreign Members may not function as nominees or agents for Foreign Members (i.e., schemes in which voting Units are nominally held by non-Foreign

Members or their affiliates (including family members, employees, business partners, attorneys, etc.) for the benefit of Foreign Members, for such Foreign Members to exercise ownership or control);

- (vii) Foreign Members may not exercise undue influence over the corporate actions of WMA (and the governing documents of WMA will not include and will prohibit any ‘supermajority’ provisions which could result in Foreign Members exercising undue influence or control);
- (viii) Other than the Foreign Member’s ownership of Units, WMA and its Members will not have nor enter into any agreement in which any Foreign Member loans substantial sums of money to WMA or its Members for purposes unrelated to WMA, or employ family members of Members;
- (ix) WMA shall not obtain any loan or line of credit from any non-US citizen which could result in a non-US citizen exerting actual control over WMA (including by withholding funds or accelerating or demanding repayment should WMA fail to follow such non-US citizen’s instructions);
- (x) WMA shall not enter into any significant commercial relationship with any Foreign Member (such as agreements for aircraft, marketing, scheduling, performance of administrative functions, or which would otherwise represent a substantial amount of WMA’s revenues).

WMA will have an advisory board of up to four members. All of the members of the advisory board will be appointed by the Managing Members, who are US citizens. Even though the Advisory Board only makes non-binding suggestions to the Board of WMA, its

membership is still restricted so that in no event will a majority of the Advisory Board members be foreign citizens.

Based on the foregoing, WMA has taken the necessary steps to ensure that non-U.S. citizen investors are not in a position to exercise actual control or influence WMA's part 121 operations.

III. WMA'S KEY PERSONNEL HAVE THE SKILLS AND EXPERIENCE TO MANAGE AND OVERSEE WMA'S PROPOSED OPERATIONS

WMA's proposed key technical personnel possess the requisite managerial competency to manage and oversee WMA's proposed operations. Each of the key personnel has a formal relationship with top management of WMA that enhances accountability and performance.⁶ Three of the five Part 119 required management personnel⁷ report directly to David Marcontell, the Chief Operating Officer who, in turn, reports directly to John Thomas, the Chief Executive Officer. In addition, the Director of Safety reports directly to the Chief Executive Officer and has an additional reporting responsibility to the Chief Operating Officer; and the Chief Pilot reports directly to the Director of Operations.

As set forth below, WMA's leadership team, which includes both WMA's executive leadership team and the Part 119 required management personnel, collectively have both broad and deep experience with scheduled airlines, Part 121 operations, and operations of large aircraft. Specifically, the leadership team has 206 years of experience in Part 121 operations, 3 years in Part 135 scheduled operations, 25 years in Part 135 on-demand

⁶ See WMA's Organizational Chart attached hereto as Exhibit "4."

⁷ Personnel required by 14 C.F.R. §119.65.

operations and numerous years of experience in operating large aircraft. Turning to the experience of the Part 119 required management personnel, the group has 47 years of experience in Part 121 operations, three years of experience in Part 135 scheduled operations, and 25 years of experience in Part 135 on-demand operations.⁸

A. Background of Proposed Management Personnel

1. Director of Safety - Devan Wiebe

- Mr. Wiebe is the holder an Airline Transport Pilot Certificate.
- He has been employed by WMA as a pilot and Check airman since 2018.
- From July 2016 to July 2020, Mr. Wiebe was employed by Skyline Flight, a Part 135 air taxi operator, as pilot, instructor pilot, and check airman. In those capacities he performed flight planning functions and scheduled flights. He also provided instruction and advice on hiring and training pilots and managed the company's training files and compliance with part 135 training files recordkeeping requirements.
- Since 2015, Mr. Wiebe has served as an FAA Safety Team Representative ("FAAS") for the Greater Boston Area, dedicated to the promotion of safety. As FAAS team representative, Mr. Wiebe advises the aviation community in support of aviation safety and in creating a positive safety culture.
- From November 2014 to September 2018, Mr. Wiebe served as Chief Flight Instructor for ATPIS Aviation LLC. His duties included developing course syllabi and presentations for ground school classes, and supervising safety procedures and all instructors, pilots and students using company aircraft.

⁸ WMA submits a revised resume for each of the company's proposed 14 C.F.R. §119.65 management personnel for operations conducted under part 121 of the FAA regulations, which are attached as Exhibit "5."

2. Director of Operations - Richard W. Seifel

- Mr. Seifel is the holder of Airline Transport Pilot Certificate.
- He has served as the Director of Operations of WMA since 2018.⁹ In addition, for the last six years, Mr. Seifel has been employed as a pilot for WMA.¹⁰
- Between 2016 and 2018, Mr. Seifel served as Chief Pilot for Linear Air, a part 135 air taxi operator.¹¹ Additionally, from 2013 to 2016, he served as a pilot for Linear Air.
- Mr. Seifel also served as Manager, Retrofit Management Group, for Collins Aerospace between 2017 and 2021. In that capacity he led a team that managed product safety-related retrofits, including working with an executive level product safety board to ensure retrofits were given the proper level of attention.
- Between 2010 and 2011, Mr. Seifel served as a pilot for Cape Air, a scheduled part 135 air carrier.

3. Chief Pilot - Chris Chapman

- Mr. Chapman is the holder of an Airline Transport Pilot Certificate.
- Mr. Chapman holds a type rating in the Boeing 727. He currently is in training regarding the Q400 aircraft and anticipates getting the type rating in the Q400 no later than October 15, 2021.
- Mr. Chapman has been employed by WMA since 2021 as its Chief Pilot. He also serves as a pilot for WMA.

⁹ WMA currently is an air taxi operator.

¹⁰ WMA currently operates one Cessna CE-550-550 aircraft and one Cessna 560-560XL aircraft.

¹¹ Examples of the largest aircraft operated by Linear Air include: Gulfstream G6, Embraer Legacy 650, and Dassault Falcon 900 aircraft.

- Between 2011 and 2018, Mr. Chapman served as Director of Operations for Atlantic Jet, a part 135 air taxi operator.
- Mr. Chapman served for 14 years as Director of Operations, Chief Pilot, and check airman for Carlisle Air Corporation,¹² a part 135 air taxi operator. He also served for more than 13 years as pilot for Carlisle Air Corporation.
- Between 2000 and 2008, Mr. Chapman was employed by Pan Am Clipper Connection. For four of those years, he served as Chief Pilot. He also served for four years as Assistant Director of Operations. The company conducted operations under part 121 of the FAA regulations, using large aircraft.

4. Director of Maintenance - Jonathan DiMaggio

- Mr. DiMaggio is the holder of a Mechanic Certificate with Airframe and Powerplant ratings.
- Mr. DiMaggio has a wealth of experience supervising maintenance and returning aircraft to service. He has been employed by WMA for more than four years as Maintenance Manager. In that capacity he is responsible for supervising maintenance and return to service for Citation 550 Bravo and Citation XLS aircraft.
- Mr. DiMaggio served 10 years as Aircraft Maintenance Supervisor for Boston Air Charter, a part 135 air taxi operator. In that capacity he was responsible for maintenance and return to service for Citation 550, Citation S550, and Piper Cheyenne turbo prop aircraft.

¹² Mr. Chapman held this position from 2007 to 2021. Mr. Chapman also was the owner and President of the company. He helped transition the company from a single mid-sized jet operation into a fleet of small, medium, and heavy corporate jet aircraft.

- Mr. DiMaggio was employed for more than eight years as an aircraft mechanic for Jet Mx, LLC, a part 135 air taxi operator. In that capacity he was responsible for supervising maintenance and return to service of Challenger 300 and Hawker 800 and 800 XP aircraft.

5. Chief Inspector - Joe Spielmann

- Mr. Spielmann is the holder of a Mechanic Certificate with Airframe and Powerplant ratings¹³ and an Inspection Authorization.
- Mr. Spielmann obtained more than three years of air carrier or certificate repair station maintenance experience working on different types of large aircraft.
- Between June 2020 and May 2021 Mr. Spielmann served as Eastern Airlines' Director of Technical Services, directing engineering, the maintenance program and planning for a fleet of Boeing 767 and 777 aircraft.
- From August 2015 through March 2020, Mr. Spielmann served as Director of Maintenance & Engineering/Program Leader (91 large aircraft) for the General Electric Corporate Flight Department in New York, Boston, and Cincinnati.¹⁴ In that capacity, he was responsible for the airworthiness of the corporate flight department aircraft, led engineering and the aircraft program and planning, and also oversaw 47,000 man-hours of maintenance each year.
- Between 2008 and 2009, Mr. Spielmann served as the Director of Maintenance of Con Air Charters/Empower Aviation, a part 135 air taxi operator, maintaining a fleet of BAE 131/32 MU300, and BE 400 aircraft.

¹³ Mr. Spielmann has held his Mechanic Certificate with Airframe and Powerplant ratings for more than three years.

¹⁴ The fleet included Bombardier-Global XRS 5000 jets, Challenger 605, and Honda Jets-HA420 aircraft.

- For eight years, between 2000 and 2008, Mr. Spielmann served as the Director of Quality and Engineering and Chief Inspector (large aircraft) for DHL Airways/ASTAR 121-Air Cargo. Mr. Spielmann's responsibilities included maintaining regulatory compliance, managing maintenance, training, quality control, quality assurance, technical business solutions, aircraft records, and aircraft acquisition.
- Mr. Spielman has more than one year of supervisory experience maintaining the same category¹⁵ and class¹⁶ of aircraft as WMA uses.

As discussed above, WMA's Executive Leadership Team has a wealth of broad-based experience in the air carrier industry, especially with respect to scheduled, part 121, and operation of large aircraft. As a result, we are summarizing the experience of John F. Thomas, the Chief Executive Officer, and Davis A. Marcontell, Chief Operating Officer.

1. Chief Executive Officer - John F. Thomas

- Mr. Thomas has served as Chief Executive Officer and President of WMA since February 2008.
- Between September 2016 and June 2017, Mr. Thomas served as Chief Executive Officer of Virgin Australia Airlines full-service air carrier with more than 6,000 employees.

¹⁵ A category is an overarching classification of aircraft. The following are examples of aircraft categories: airplanes, rotorcraft, powered lift, and glider.

¹⁶ Classes are a way to further distinguish between types of aircraft. Not every category has a class. For example, the airplane category can be broken down into the following classes: single-engine land, multi-engine land, single-engine sea, and multi-engine sea.

- Between 1977 and 1982, Mr. Thomas served as Chief Executive Officer of T. Thomas Air Transport Pty Ltd, , an Australian ANR Reg 203 scheduled operator, all-inclusive Australian tour and air charter operator.
- Between January 1990 and September 2016, Mr. Thomas served as Managing Director/Senior Partner of L.E.K. Consulting, working on major transformations of global airlines, such as United Airlines, Delta Airlines, Alaska Airlines, JetBlue Airways, Northwest Airlines, and Continental Airlines, including, but not limited to, Mergers and Acquisitions, restructuring/turnarounds. Immunized ATI Joint Ventures, ancillary revenues, new product development, route development, and fleet planning.
- Appointed to the Board of Icelandair in March 2020, and appointed as Chair of Board Health and Safety Committee in September 2020.
- Appointed to the Board of SkyService in November 2018, and appointed as Chair of Board Health and Safety Committee in March 2019.
- Mr. Thomas is the holder of an Australian Commercial Pilot License and an FAA Private Pilot Certificate.

2. Chief Operating Officer – David A. Marcontell

- Mr. Marcontell is the holder of a Mechanic Certificate with Airframe and Powerplant ratings, and is a former FAA designated Engineering Representative.
- Mr. Marcontell has served as the Chief Operating Officer of WMA since June 2021.
- Between July 2001 and May 2021, Mr. Marcontell served as President of TeamSAI and later, as Partner and Global Head of Oliver Wyman CAVOK, after the latter's acquisition of TeamSAI, providing technical advisory and air carrier certification

support and services to global airlines, Maintenance Repair Organizations, and Original Equipment Manufacturers.

- Between August 1999 and April 2001, Mr. Marcontell served as Vice President – Operations, for North-South Airways, a scheduled part 135 operator of large turboprop aircraft.
- Between May 1998 and August 1999, Mr. Marcontell served as Director of Engineering for ABX Air, a part 121 operator using large jet aircraft,

The attached resumes demonstrate that each individual proposed by WMA has sufficient experience managing scheduled, part 121, large aircraft operations or comparable operations. Each resume plainly states that the proposed individual holds the appropriate FAA-certificate, is a full-time employee of WMA, and has experience managing scheduled, part 121, large aircraft operations, or comparable operations. Accordingly, the resumes establish that each of WMA’s proposed part 119 required management personnel possess the managerial competency to manage and oversee WMA’s proposed operations.

Finally, it is of utmost importance to recognize that the FAA’s Certification Project Team (hereafter “CPT”) extensively vetted WMA’s part 119 required management personnel at several phases of the on-going certification process, and at each phase confirmed the qualifications and competency of the required management personnel.¹⁷

¹⁷ Attached as Exhibit “6” CPT’s letter dated March 19, 2021, initially accepting WMA’s Application for 121 Certification [WMA 60-day PAC 1 Acceptance Ltr- 03_19_2021.pdf]; and attached as Exhibit “7” is the CPT’s letter approving WMA’s formal Application for part 121 certification following interviews with each of WMA’s part 119 required management personnel [FAA – WMA Formal App Mtg results Ltr. 7 28 2021. Pdf].

The CMT's determinations were based on a multi-level decision-making process, which included:

1. Application of the qualifications/experience requirements contained in 14 C.F.R. §119.67, the guidance set forth in FAA Order 8900.1, Change 689, Vol 2, Ch. 2, Section 3, paragraphs 2-154 through 2-157.
2. Review of the proposed part 119 required management personnel's resumes and Qualification Summary Forms.¹⁸
3. Oral interviews involving the subject's knowledge of WMA's manuals and SMS, which WMA's part 119 required management personnel passed.

Significantly, WMA could not pass Phase 2 of the FAA Certification Process unless all of its proposed part 119 required management personnel were approved by the CMT. The CMT's July 28, 2021 letter approving WMA's formal Application plainly states that WMA's Formal Application, which included all of the 119 resumes and qualification summary forms, was accepted and that the individuals passed their oral interviews regarding their knowledge of WMA's manuals and SMS.¹⁹ The FAA's acceptance of WMA's part 119 required management personnel is a compelling factor in the DOT's determination, and their judgment regarding the qualifications of the required management personnel should be given great weight in this process.

¹⁸ A copy of the Sample Qualification Summary Form for each of the five-part 119 required management personnel positions is attached as Exhibit "8."

¹⁹ As set forth above, the members of WMA's executive leadership team have a wealth of experience with scheduled airlines, Part 121 operations, and operations of large aircraft, and play an important role in guiding WMA in its Part 121 operations. Accordingly, attached as Exhibit "9" are the revised resumes of four members of WMA's executive leadership team: John F. Thomas, Chief Executive Officer; David A. Marcontell, Chief Operating Officer; Tom Cooper, Vice President, Fleet, Supply Chain, and Planning; and, William A. Cranor Jr., Director, Integrated Operations Control Center; and, Brian Dougherty, Director, Inflight Services.

In view of the foregoing, WMA respectfully submits that it has shown that the company's part 119 required management personnel possess the managerial competency to manage and oversee.

IV. WMA HAS ACCESS TO SUFFICIENT FUNDING TO CONDUCT THE PROPOSED PART 121 OPERATIONS

A. WMA's Funding to Date and Fundraising Process

As set forth in Section II, *supra*, WMA will not rely on WM LP to raise or provide funds to support its proposed operations. Rather, under WMA's proposed new structure, the existing part 135 and proposed part 121 operator, WMA, is solely responsible for raising such funds. Fundraising conducted to-date has been successful (over \$8 million invested), and there is a robust effort underway to continue to raise additional capital.

The company's initial efforts to raise seed financing closed in May 2021, and raised over \$8 million. In September, WMA commenced raising another \$10 million in financing which it is on track to close before year end. WMA has reached out to many prospective investors known to the management team, their advisors and other investors who have been 'soft circled' for the closing of this round. Weekly fundraising update calls among management and its outside advisors are ongoing. Thus far, WMA has received serious indications of interest from more than 20 groups and are proceeding to provide these groups additional information regarding WMA, the investment terms for the financing, and holding meetings for prospective investors with WMA management. In addition, WMA is being informally followed by two investment banks. While WMA did not need to engage an investment banker to help raise this financing round, the two

investment banks are interested in WMA and want to be able to participate in future financing raises and/or an IPO for the company.

B. Sources of Capital to Support WMA's Proposed Operations

While WMA expects to complete the \$10 million fundraise by year end, should there be a delay or should WMA raise a lesser amount, WMA will have sufficient capital to assure that WMA will meet the Department's financial fitness criteria:

1. Moderate the growth plan: Although WMA's business plan calls for acquiring seven aircraft in 2022, WMA has the ability to defer delivery on up to five aircraft, thereby preserving cash if needed.
2. Funds from Existing Part 135 Operations: WMA's existing profitable Part 135 operations have and are expected to continue to provide capital during the Part 121 application process and the establishment of the necessary initial infrastructure for Part 121 operations. WMA's existing Part 135 operation continues to grow profitably and approximately \$1 million in additional capital is available from this source.
3. Funds from Voting Unit Members: Paula M. Vanderhorst and John F. Thomas are willing, if required, to provide up to \$10 million of additional working capital.

C. Financial Statements and Forecasts

WMA has provided a monthly cash flow statement (Exhibit "10") and monthly income statement (Exhibit "11"), each showing WMA's actual financial results for the first eight months of 2021 (January through August), as well as its projections forecasted through February 2022 and the first twelve months of operations thereafter. The

projections forecasted for operations are based upon the operational statistics (Exhibit “12”). WMA’s monthly cash flow statement shows that WMA will have cash-on-hand of approximately \$4.6 million in November 2021 prior to receipt of the \$10 million in additional capital raising projected to close on or prior to the end of November 2021. Following the closing of the current fundraising round, WMA’s cash reserves are not projected to fall below \$11 million at any time in the following year. *Id.* Thus, WMA will have more than enough funds to carry it through the pre-launch phase.

WMA’s Income Statement, attached as Exhibit “11”, and Operating Statistics, attached as Exhibit “12”, include details with respect to WMA’s projected costs and revenues for its first 12 months of Part 121 operations. The Operational Statistics indicate the following trends: projected passenger per week increases from 3,730 for months two through six, to 9,058 for months seven through twelve. While WMA is expected to operate at a loss during five out of the first six months of operation, thereafter operations are projected to remain profitable, generating an average operating income of \$950 per departure and a substantial positive net income for the year. *See* the Operational Statistics, attached as Exhibit “12.”

D. Fitness Test and Funding

WMA’s Fitness Test & Funding chart, a copy of which is attached as Exhibit “13,” shows that a total of \$16.0 million in capital is required to sustain WMA through the pre-operations phase and the first year of operations. Currently, WMA has working capital of \$13 million, and anticipates an additional \$10 million in funding by the end of November 2021. This is more than enough to carry WMA through its pre-launch period. However, it should also be noted that WMA intends to raise an additional \$30 million in the first

quarter of 2022. This will result in a total of \$53 million in funding, a sum adequate to continue robust operations and lay the groundwork for future expansion.

In view of the foregoing, WMA has sufficient capital to prudently launch and maintain Part 121 operations over the first year of service. While WMA has plans to expand its services over time, these plans are contingent on securing additional financing described above. WMA's ability to operate the initial scope of services is not dependent on the ongoing efforts to raise additional capital. In addition, while WMA has plans for continued growth and expansion, those plans are contingent on the amount of capital raised, and those plans would be moderated or suspended as warranted. Accordingly, under the new WMA corporate structure and the success of fund raising to date, the Department should find that WMA meets the financial fitness criteria.

18 U.S.C. §1001 CERTIFICATION

The contents of this Response to the Issues Raised by the DOT in its September 17, 2021 letter and the attached exhibits are true and correct to the best of my knowledge and belief. Pursuant to Title 18 United States Code Section 1001, I, John F. Thomas, WMA's Chief Executive Officer and President, in my individual capacity and as the duly authorized representative of WMA, have not in any manner knowingly and willfully falsified, concealed or failed to disclose any material fact or made any false, fictitious, or fraudulent statement or knowingly used any documents which contain such statements in connection with the preparation, filing or prosecution of the Application and Response to the Issues Raised by the DOT in its September 17, 2021 letter. I understand that an individual who is found to have violated the provisions of 18 U. S. C. § 1001 shall be fined or imprisoned not more than five years, or both.



John F. Thomas
Chief Executive Officer and President and
Duly Authorized Representative of
Waltzing Matilda Aviation, LLC

CERTIFICATE OF SERVICE

I certify that on October 13, 2021, in accordance with section 302.3 of the Department of Transportation's Rules of Practice, 14 C. F. R. §§ 302.3, I filed, in Docket DOT-OST-2021-0046 and Docket DOT-OST-2021-0078, by electronic means using the process set at <https://www.regulations.gov>, Waltzing Matilda Aviation, LLC's Response to Issues Raised in the Department of Transportation's September 17, 2021 letter.

I also certify that on October 13, 2021, I served, by electronic mail, Lauralyn Remo, Chief, Department of Transportation Air Carrier Fitness Division, at laura.remo@dot.gov, Damon Walker, staff member, Department of Transportation Air Carrier Fitness Division, at damon.walker@dot.gov, and Jerish Varghese, staff member, Department of Transportation Air Carrier Fitness Division, at jerish.varghese@dot.gov, a copy of Waltzing Matilda Aviation, LLC's Response to Issues Raised in the Department of Transportation's September 17, 2021 letter.



TABLE OF EXHIBITS

<u>Exhibit No.</u>	<u>Page No.</u>	<u>Description</u>
1	24	Certificates of Service for Supplement to Application of Waltzing Matilda Aviation, LLC for a Certificate of Public Convenience and Necessity to Engage in Scheduled Passenger Air Transportation and Supplement to Application of Waltzing Matilda Aviation, LLC for a Certificate of Public Convenience and Necessity to Engage in Foreign Scheduled Passenger Air Transportation
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CERTIFICATE OF SERVICE

I certify that on September 22, 2021, in accordance with the requirements set forth in 14 C.F.R. § 302.3(a)(1), I served Waltzing Matilda Aviation, LLC's Supplement to Application for a Certificate of Public Convenience and Necessity to engage in scheduled air transportation as an air carrier, on The Office of Dockets, U.S. Department of Transportation, by electronic means using the process set at <http://www.regulations.gov>

I also certify that on September 22, 2021, I served, by electronic mail, Lauralyn Remo, Chief, Department of Transportation Air Carrier Fitness Division, at laura.remo@dot.gov, a copy of Waltzing Matilda Aviation, LLC's Supplement to Application for a Certificate of Public Convenience and Necessity to engage in scheduled air transportation as an air carrier.

I further certify that on September 22, 2021, I served, by electronic mail, a copy of Waltzing Matilda Aviation, LLC's Supplement to Application for a Certificate of Public Convenience and Necessity to engage in scheduled air transportation as an air carrier on the following:

david.f.gillen@faa.gov , Certification Project Manager, Flight Standards Service., Safety and Analysis Promotion Division

rochelle.cameron@phl.org , CEO, Philadelphia International Airport

jamie.rhee@cityofchicago.org , Commissioner, Chicago Department of Aviation

gene.cabral@portstoronto.com , Executive Vice President, Ports Toronto

/s/ Martha W. Johns



Lauralyn J. Remo
September 22, 2021
Page 2
Application with Exhibits

CERTIFICATE OF SERVICE

I hereby certify that on September 22, 2021, in accordance with the requirements set forth in 14 C.F.R. § 302.3(a)(1), I served a copy of Counsel for Waltzing Matilda Aviation, LLC's letter to Lauralyn J. Remo, Chief, Air Carrier Fitness Division, transmitting Waltzing Matilda Aviation, LLC's Supplement to Application for a Certificate of Public Convenience and Necessity to engage in foreign scheduled air transportation as an air carrier on The Office of Dockets, U.S. Department of Transportation, by electronic means using the process set at <http://www.regulations.gov>

I further certify that on September 22, 2021, I served by electronic mail Lauralyn Remo, Chief, Department of Transportation Air Carrier Fitness Division, at laura.remo@dot.gov, a copy of Counsel for Waltzing Matilda Aviation, LLC's letter to Lauralyn J. Remo, Chief, Air Carrier Fitness Division, transmitting Waltzing Matilda Aviation, LLC's Supplement to Application for a Certificate of Public Convenience and Necessity to engage in foreign scheduled air transportation as an air carrier.

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david.f.gillen@faa.gov , Certification Project Manager, FAA Flight Standards Service, Safety and Analysis Promotion Division

rochelle.cameron@phl.org , CEO, Philadelphia International Airport

jamie.rhee@cityofchicago.org , Commissioner, Chicago Department of Aviation

bruce.wark@aa.com , Vice President and Deputy General Counsel, American Airlines

Chris.walker@delta.com Director Regulatory and International Affairs, Delta Airlines

howard.diamond@flyfrontier.com , Senior Vice President, General Counsel and Secretary at Frontier Airlines

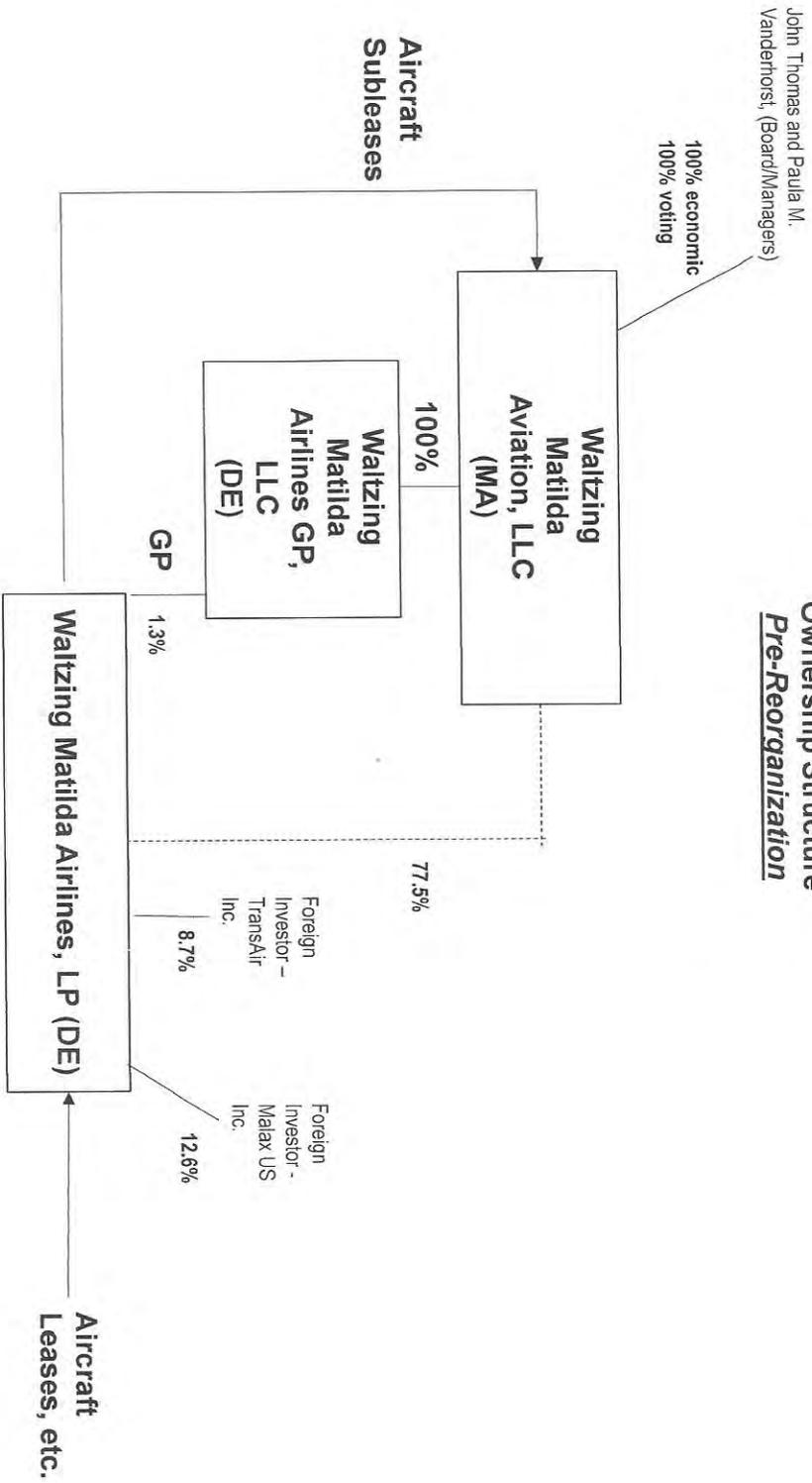
robert.rivkin@united.com , Senior Vice President and General Counsel, United Airlines. This also constitutes service on United Express.

/s/ Martha W. Johns

October 11, 2021

Waltzing Matilda Aviation, LLC

Ownership Structure Pre-Reorganization

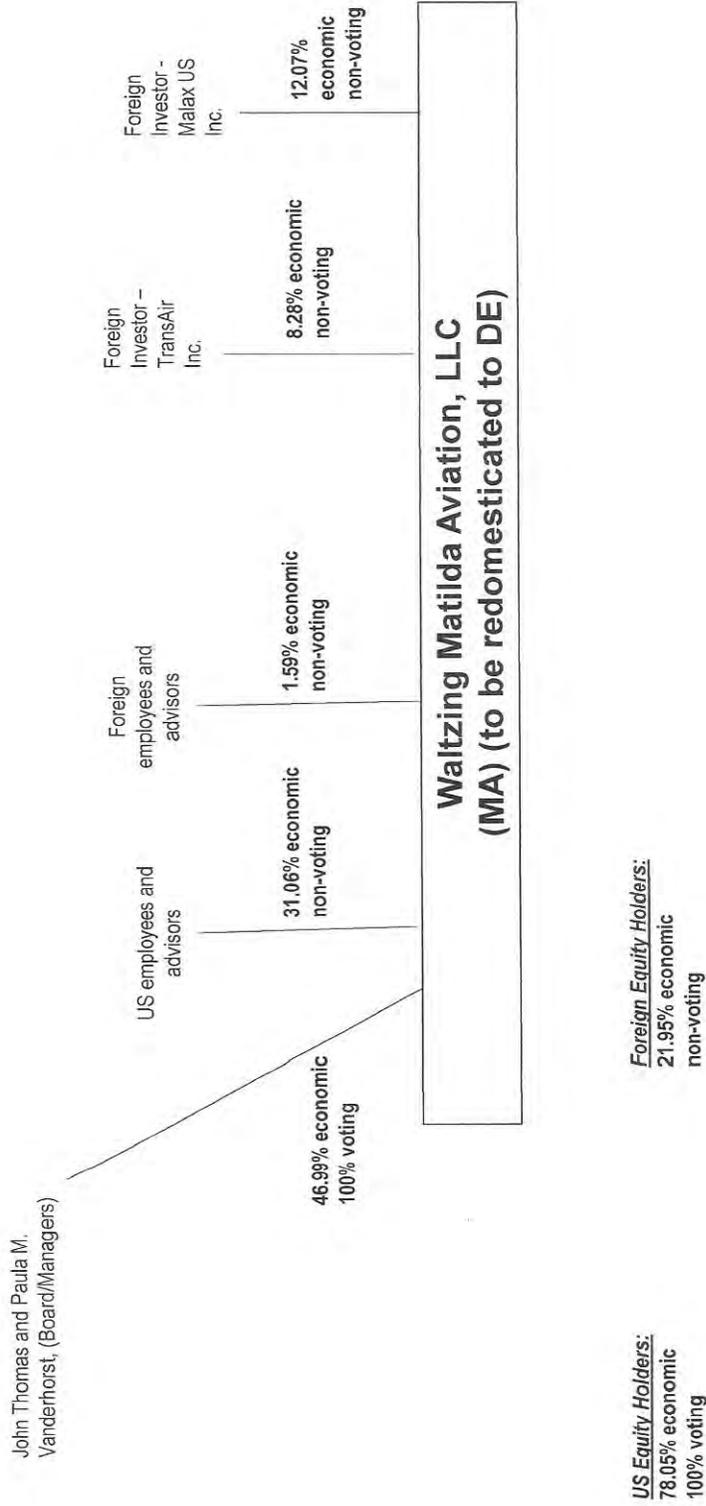


EXHIBIT

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Waltzing Matilda Aviation, LLC Structure Post-Reorganization



**SUMMARY OF KEY TERMS OF RESTRUCTURE OF
WALTZING MATILDA AVIATION LLC
October 11, 2021**

Parties Waltzing Matilda Aviation, LLC, a Massachusetts limited liability company (“Op Co”),¹ and Airlines, LP, a Delaware limited partnership (the “Partnership” and, together with the Partnership, the “Parties”).

Current Structure of the Parties Op Co was organized on February 9, 2008 as a Massachusetts limited liability company. Op Co is currently owned 75% by Paula M. Vanderhorst and 25% by John F. Thomas, who are the current members of its Board.

The Partnership was organized on March 17, 2021 as a Delaware limited partnership. The Partnership is currently owned as follows:

	Units	Common Units	Total Units	Ownership %
TransAir Inc.	400,000		400,000	8.7%
WMA		3,580,665	3,580,665	77.5%
Malax US Inc.	133,333	450,000	583,333	12.6%
General Partner		58,222	58,222	1.3%
TOTAL	533,333	4,088,887	4,622,220	100.0%

Contribution Each of the partners of the Partnership will contribute to Op Co. 100% of the partnership interests in the Partnership in exchange for newly-issued membership interests in Op Co. The limited liability company agreement of Op Co. will be amended and restated to create (i) a single class of voting Member interests, the Class A Common, and (ii) three non-voting classes of Member interests, the Class B Common, Class C Common (which will be ‘profits interests’ for tax purposes and issued to employees and advisors of Op Co)² and Preferred (which will be issued to investors in Op Co) (all such interests, referred to as “Units” and the holders of such equity interests in Op Co, “Members”):

	Class A Voting Common	Class B Non-Voting Common	Class C Non-Voting Common	Non-Voting Preferred	% Voting	Total Equity	% Equity
John F. Thomas	1,174,851				25%	1,174,851	11.75%
Paula M. Vanderhorst	3,524,553				75%	3,524,553	35.25%
TransAir Inc.				827,760		827,760	8.28%
Malax US Inc.		931,230		275,919		1,207,149	12.07%
Future Employees and Advisors			3,265,688			3,265,688	32.66%
TOTAL	4,699,404	931,230	3,265,688	1,103,679	100%	10,000,000	100.00%

Governance The business and affairs of Op Co is solely managed by its Board of Managers, John F. Thomas and Paula M. Vanderhorst (the “Board” or “Managing Members”).

Certain Regulatory Restrictions and Limitations Notwithstanding anything to the contrary herein, in order to satisfy certain regulatory requirements, the amended and restated LLC Agreement will provide that Members of Op Co that are foreign citizens (“Foreign Members”) and the Units held by them will be subject to certain restrictions (“Regulatory Restrictions”), including:

¹ Op Co may re-domesticate as a Delaware limited liability company instead of a Massachusetts limited liability company.

² The existing members of Op Co. intend to issue to certain employees and consultants (none of whom will own greater than 5%) incentive equity interests in Op Co. up to 32.7%.



- (i) Units held by Foreign Members will not represent more than 24.9% of Op Co's voting Units;
- (ii) Units held by Foreign Members will not represent more than 49% of the total equity interests in Op Co;
- (iii) Foreign Members will be prohibited from naming a greater portion of the total managers of Op Co's Board than the ratio of their equity investment, and will not have the power to veto or control Op Co's management structure;
- (iv) Foreign Members will be prohibited from causing a reorganization of Op Co;
- (v) Any agreement between Op Co and its Foreign Members will not include buy-out provisions permitting Foreign Members from buying out non-Foreign Members at amounts that may be greater than fair market value, nor may such agreements require non-Foreign Members to obtain the approval of Foreign Members before the non-Foreign Members can sell their Units;
- (vi) Non-Foreign Members may not function as nominees or agents for Foreign Members (i.e., schemes in which voting Units are nominally held by non-Foreign Members or their affiliates (including family members, employees, business partners, attorneys, etc.) for the benefit of Foreign Members, for such Foreign Members to exercise ownership or control);
- (vii) Foreign Members may not exercise undue influence over the corporate actions of Op Co (and the governing documents of Op Co will not include and will prohibit any 'supermajority' provisions which could result in Foreign Members exercising undue influence or control);
- (viii) Other than the Foreign Member's ownership of Units, Op Co and its Members will not have nor enter into any agreement in which any Foreign Member loans substantial sums of money to Op Co or its Members for purposes unrelated to Op Co, or employ family members of Members;
- (ix) Op Co shall not obtain any loan or line of credit from any non-US citizen which could result in a non-US citizen exerting actual control over Op Co (including by withholding funds or accelerating or demanding repayment should Op Co fail to follow such non-US citizen's instructions);
- (x) Op Co shall not enter into any significant commercial relationship with any Foreign Member (such as agreements for aircraft, marketing, scheduling, performance of administrative functions, or which would otherwise represent a substantial amount of Op Co's revenues).

Advisory Board

Op Co will have a board of advisors (the "Advisors") of up to four members appointed by the Managing Members, consisting of a member of the Board (Chair), and up to three representatives of the holders of Preferred Units (provided that no more than one member may be an affiliate of a Foreign Member and in no event will Advisors have a majority of its members be Foreign Members or their designees). The Advisors will (i) make recommendations to the Board with respect to distributions to Op Co's Members; (ii) consider any approvals sought by the Board under Op Co's governing documents; (iii) approve or disapprove all matters pertaining to conflicts of interest; (iv) provide oversight of Board's compliance with the terms of the Op Co governing documents, and approve any amendments proposed thereto; and (v) provide such advice and counsel as is requested by the Board in connection with any other Op Co matters. The Advisors will meet at least quarterly. Advisors will serve for a period of two years, which can be extended by mutual agreement. Op Co will reimburse each Advisor for his or her reasonable out-of-pocket expenses incurred in connection with attendance at any meetings.

Distributions

Distributions will be made to Members as and when determined by the Board based upon recommendations from the Advisors as follows:

- (i) *First*, to the Members in proportion to their Preferred Units until each Member has received an amount equal to 120% of its capital contribution;
- (ii) *Second*, a 'catch-up' distribution to the Class A Unit holders and Class B Units holders in proportion to their Common Units until such Members have received aggregate distributions per Common Unit equal to the amount per unit distributed on each Preferred Unit; and

(iii) *Thereafter*, to the Members pro rata in accordance with their Units.

The Board will, for each taxable year, use good faith efforts to cause the Op Co to distribute to each Member an amount sufficient for the Members to pay their federal, state and local income taxes, as reasonably determined by the Board, on the Op Co's net profits allocated to the Members for such taxable year. Such tax distributions shall be made at the discretion of the Board and applied against amounts otherwise distributable to the Members as described herein.

Allocations Net profits or losses of Op Co generally will be allocated among the Members to reflect their entitlement to distributions described above. Capital accounts will be maintained for each Member that will reflect, in accordance with U.S. federal income tax guidelines, all contributions made by that Member, all income, gains and losses allocated to that Member, and all distributions made to that Member.

Restriction on Transfer of Units; Rights of First Refusal and Co-Sale Except as expressly permitted in the Limited Liability Company Agreement for Op Co, a Member may not sell, assign or transfer any of its Preferred Units without the approval of the Board, not to be unreasonably withheld. In addition, subject to customary exceptions for transfers to affiliates and certain transfers for estate planning purposes, and subject to the Regulatory Restrictions, if a Member proposes to transfer its Preferred Units, first Op Co and thereafter each non-transferring holder of Preferred Units will have a right of first refusal to purchase its pro rata share of such Preferred Units on the same terms and conditions. If Op Co and the Members do not purchase all of the offered Preferred Units, each Member shall have a right to participate with the transferring Member in the transfer of a pro rata portion of its Preferred Units to the transferee on the same terms and conditions.

Additional Capital Contributions; Pre-emptive Rights No Member shall be required to make any additional capital contributions to Op Co. If Op Co proposes to offer any units for the purpose of financing its business (subject to certain customary exceptions), subject to the Regulatory Restrictions, Op Co will first offer all such Units to the holders of Preferred Units on a pro rata basis.

Leverage Op Co intends to employ leverage in connection with its acquisition of aircraft. In the event, from time to time, Op Co requires additional funds, subject to the Regulatory Restrictions, the Board may cause Op Co to borrow all or any portion of such funds, including from any of its Members or their affiliates as the Board may determine in its discretion, provided that such loan shall be on fair market, arms' length terms. Any loans made to Op Co by a Member or its affiliates shall be repaid by Op Co before distributions to Members.

Limitation of Duties; Conflicts of Interest Except for actions or omissions (i) taken by the Board in bad faith or as a result of willful misconduct or (ii) that would constitute a violation of the Board's duty of loyalty if Op Co were a corporation governed by the Delaware General Corporation Law, (a) no fiduciary duties shall apply to the Board, the Members, or any of their respective affiliates, employees, employers, agents and representatives, (b) none of the members of the Board, the Members or any of their respective affiliates, employees, employers, agents and representatives shall owe any fiduciary duty to Op Co or any Member, and (c) Op Co and each Member shall waive their right to bring any claim or cause of action against the Board or any Member and their respective affiliates, employers, employees, agents and representatives for any breach of any fiduciary or similar duty to Op Co or Members by any such person.

Indemnity Op Co shall defend and indemnify the Board and the Members and may indemnify any other person or entity, against claims, liabilities, costs and expenses (including attorneys' fees) as incurred, in connection with their activities on behalf of Op Co, to the fullest extent permitted by applicable law in effect on the date hereof and to such greater extent as applicable law may hereafter from time to time permit.

Reports Op Co will furnish to each holder of Preferred Units (i) quarterly updates on Op Co and its business, including unaudited quarter financial statements, within 45 days of the end of each quarter; (ii) audited annual financial statements within 90 days of the end of each year; and (iii) annual tax information for the completion of such Members' income tax returns.

Tax Considerations Op Co expects to be classified as a partnership and not as an association taxable as a corporation for U.S. federal income tax purposes.

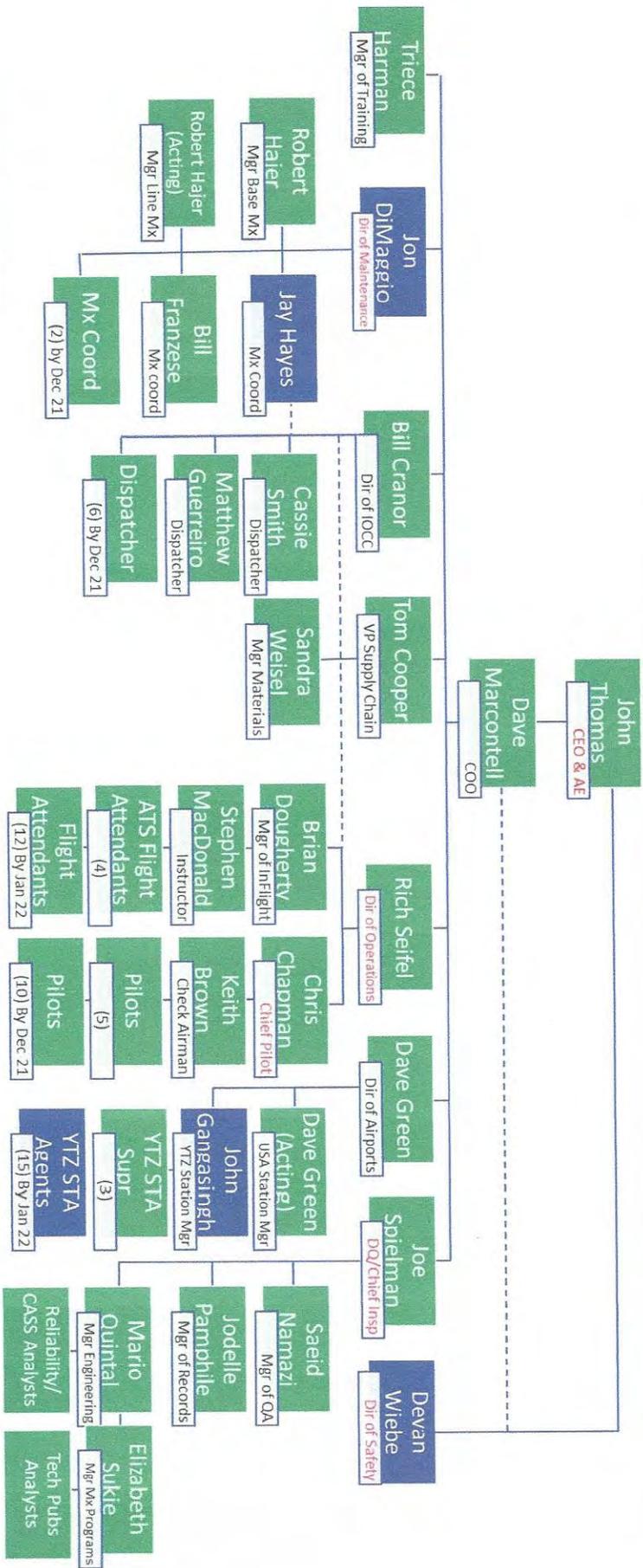
Amendments to LLC Agreement

The LLC Agreement will provide that its terms cannot be amended without the consent of each of the Class A Members and the holders of a majority of the Preferred Units.

Dissolution

The LLC Agreement will provide that Op Co cannot be dissolved without the approval of Members holding no less than 75% of the Units.

Prior 121 experience



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EXHIBIT
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Devan P. Wiebe

39F Markham Circle
Ayer, MA 01432
Mobile: 617-763-7309

flyerwiebe@yahoo.com

October, 2020

PROFESSIONAL OBJECTIVES

Professional pilot with the goal of working contract and full time as a charter/corporate pilot in 91/135 operations.

QUALIFICATIONS

- ❖ Airline Transport Pilot - Airplane Multi Engine Land, Airplane Single Engine Land
- ❖ Commercial Pilot - Airplane Single Engine Sea, Glider
- ❖ Certified Flight Instructor
- ❖ Multi Engine Instructor
- ❖ Certified Flight Instructor - Instrument (CFI-I)
- ❖ Certified Flight Instructor - Glider
- ❖ Type Ratings: CE-500 Citation
- ❖ Part 135 PIC, SIC, Instructor Pilot, Check Airman
- ❖ FAA Gold Seal Flight Instructor, Advanced Ground Instructor
- ❖ FAA Safety Team Member at Boston FSDO (FAAST Team)

EXPERIENCE

8000 total hours of flight time. 600 hours Multi Engine. 580 hours Turbine. 680 hours Instrument. 3500 hours of Cross Country. 600 hours night. 1200 hours Complex. 75 hours Glider.

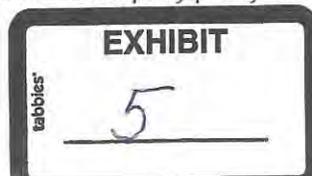
More than 2500 hours Part 135 single pilot. Experience in crew environments and flying charters in both piston and turbine operations. Experience teaching professional pilots as part of part 135 training program requirements. Company Check Airman, performing FAR part 135 check rides for line pilots. New England charter pilot with extensive single pilot IFR flight time. Teaching experience and direction to a wide range of pilot experience, from beginners to advanced training. Committed to each job tasked with and willing to take initiative above and beyond what is expected. Loyal to employers and able to publicly represent the company professionally and reliably.

PIC/SIC, CHECK AIRMAN WALTZING MATILDA AVIATION; BEDFORD, MA — SEPTEMBER, 2018-PRESENT
Part 135 Captain (PIC) and First Officer for Waltzing Matilda Aviation. Citation CE-550 Bravo. Duties include customer interfacing, Pilot flying, pilot monitoring, care of aircraft and readiness for passenger carrying, and Jeppesen chart updates for the aircraft. Check Airman for 135.299 line checks.

PIC, INSTRUCTOR PILOT, CHECK AIRMAN, SKYLINE FLIGHT; STOW, MA — JULY, 2016-JULY, 2020
Part 135 pilot for Skyline Flight. Flying single pilot PIC charter in New England and surrounding area in Cirrus aircraft. Experience in various weather conditions, flight planning and scheduling flights. Departing and arriving at large airports (BOS, JFK, LGA, EWR, etc. . .) as well as smaller regional and short field airports. Experience with both Avidyne and Garmin Perspective systems installed in Cirrus aircraft as well as FIKI (Flight into known icing systems). Instruction and advice on hiring and training new pilots. Recurrent training and check rides for all line pilots. Management of training files and compliance with 135 regulations pertaining to record keeping.

FAA SAFETY TEAM REPRESENTATIVE (FAAST); GREATER BOSTON AREA — 2015-PRESENT
Served as a FAAS Team Representative, dedicated to the promotion of aviation safety. Functions include voluntarily serving as assistant to the FAAS Team Program Manager and FAAS Team organization. Providing the community with advice, counsel, technical knowledge, aviation experience, and a communication link with the local FAA facility. Acting as an advisor to the aviation community in support of aviation safety, doing so without designated regulatory authority. Serving the aviation community by sharing time, knowledge, and professional experience in order to create a positive safety culture. Organized and participated in FAAS Team events, initiated action to correct conditions that may be hazardous to persons or aircraft in flight or on the ground, and counseled airmen.

CHIEF FLIGHT INSTRUCTOR, ATPIS AVIATION LLC; STOW, MA — NOVEMBER, 2014-SEPTEMBER 2018
Chief Flight Instructor at Aptis Aviation LLC in Stow, MA. Instructing in Cessna aircraft as well as aircraft privately owned by other pilots. Overseeing other instructors and company policy on flight instruction. Developing course



syllabi and presentations for ground school classes. Supervising safety procedures and all instructors, pilots, and students using company aircraft. Obtained FAA Gold Seal on CFI certificate due to high volume of applicants recommended for test with an >80% pass rate.

CFI, NOBLE AIRVENTURES; STOW, MA — 2012-NOVEMBER 2014

Full time Flight Instructor at Noble AirVentures LLC in Stow, MA. Instructed in DiamondStar and Cessna aircraft as well as aircraft privately owned by other pilots. 1500 hours of flight instruction given. More than 15 Students trained through their Private and/or Instrument ratings. Many other rated pilots given flight reviews and advanced training.

- CFI, TENLE AVIATION; STOW, MA — 2011

Part time Flight instructor at Tenle Aviation in Stow, MA. Instructed in C172s and C150s as well as aircraft privately owned by other pilots. 325 hours of dual given in 2011.

- PILOT, WAY UP SKYDIVING; DANIELSON, CT — 2010

Full time skydiving pilot for Way Up Skydiving in Danielson, CT. Flew Cessna 182s with jumpers. Accumulated high performance time.

- TOW PILOT, GREATER BOSTON SOARING CLUB; STERLING, MA — 2010-2014

Tow pilot for the Greater Boston Soaring Club. Volunteered weekends flying Piper Pawnees and a Cessna L-19 "Bird Dog."

- PRIVATE, COMMERCIAL, CFI, AND ATP PILOT, 2008-2019

Began single engine airplane training in early 2008. Soloed with 4 hours of SEL flight time. Obtained private pilot SEL rating on 17th birthday in 2008. Added Instrument (IFR) rating in 2009, passing IFR written test with a score of 90%. Obtained tail wheel endorsement in 2009. Began training for commercial rating at Air Direct Airways in Nashua, NH, passing commercial written test with a score of 91% and obtaining commercial rating in March of 2010. Obtained CFI rating at the end of 2010. Provided 4500 hours of dual given from 2011-2018, also obtaining MEI rating in 2018. Passed the ATP written test in 2014 and completed the practical test for ATP single engine land in 2016. Flew charter for a Cirrus 135 operation starting in 2016 and accumulated over 2000 hours of single pilot charter through 2019. Obtained CE-500 PIC type rating at FSI in September, 2018, and flew as First Officer for charter operations over the next year. Took the ATP-CTP course in 2019 and passed the ATP written and practical tests for the ATP multi-engine rating during the PIC upgrade training in the CE-500. 8000 hours accumulated.

- GLIDER PILOT, GREATER BOSTON SOARING CLUB; STERLING, MA — 2006-2010

70 total hours aggregated as student pilot, private pilot, and commercial pilot. Soloed at age 14 after 22 instructional flights. Performed on-field labor and assistance as part of the GBSC Juniors program, also earning flight time as a result. Passed Private Pilot written test with a score of 97%. Obtained Private Pilot rating on 16th birthday in 2007. Obtained Commercial rating in April 2010, Flight Instructor add-on in 2011.

ADMINISTRATOR, THE STUBBLEBINE COMPANY; LEXINGTON, MA — 2009-2010

Worked part time as an administrator at a corporate real estate company. Supplied computer technical support to employees. Photographed buildings for advertisement, in addition to answering company telephones and working on mailings.

PIANO TEACHER, SELF EMPLOYED; MAYNARD, MA — 2005-2012

Experience as a piano teacher. Teaching students ages 5-20 at home and at students' residences.

OTHER SKILLS

Microsoft Power Point and Microsoft Word. Good with Computers. Technical experience as lighting director/designer for a non profit theater group. Firearms owner and enthusiast, with state required training as well as additional training for furthering of safety and responsibility. Firearms Instructor Certification obtained from MA State Police in 2015.

EDUCATION

Home Schooled through high school. Afterward furthering education through aircraft training.

REFERENCES Available on request.

RICHARD W. SEIFEL

Experience

Waltzing Matilda Aviation - Director Of Operations (Part 135 small jet) (*Norwood, MA*) 2018-Present

- Provide direction to assure flight operations and inflight achieves company goals and objectives associated with safety, security, reliability, operational efficiency, productivity, and customer satisfaction.
- Provide leadership to ensure best practices in standard operating procedures and technical/regulatory compliance
- Responsible for the duties and responsibilities of DO as described in FAR part 119.65
- Develop, distribute and maintain the Company's General Operations Manual (GOM) and recommend additional policies and procedures as they relate to safety and maintenance.
- Develops and maintain the Operations Specifications for Part 135 Operations and coordinates with the FAA for approval.
- Ensure WMA flight operations comply with applicable FAR's, other federal and state requirements, and company policies and procedures.
- Collaborate with the Director of Maintenance (DOM) to review all major aircraft repairs or modifications to and ensure coordination with FAA as required.
- Coordinate with DOM and Chief Pilot to ensure maintenance and flight operations are fully coordinated and provide planning and execution support for training, ferry flights, and operational checks.

Waltzing Matilda Aviation - Pilot (FAR part 135 small jet) (*Bedford, MA*) 2015-Present

Act as Pilot in Command of a Cessna Citation working in an FAR part 135 small jet, charter operation.

Responsibilities include:

- Flight planning, fuel loading, and passenger loading
- Collaborating with colleagues to provide a safe travel experience

Collins Aerospace - Manager, Retrofit Management Group (*Windsor Locks, CT*) 2017-2021

Lead a dedicated team of professionals managing product safety related retrofits for a large multi-national corporation.

- Updated the current process to include all business units
- Cultivated an excellent working relationship with all stakeholders in the retrofit process
- Working with executive level product safety board to ensure retrofits are given the proper level of attention
- Improving tracking and reporting of daily retrofit activities

UTC Aerospace Systems - Senior Logistics Coordinator (*Windsor Locks, CT*) 2013 - 2017

Respond to customer requests for aftermarket aircraft parts for grounded airplanes.

Responsibilities Include:

- Working in a team environment to process and ship a large variety of aircraft parts around the world
- Collaborating with the team to meet the industry standard 4 hour response time for aircraft on ground
- Providing superior customer service for a diverse customer base including major airlines and original equipment manufacturers

Linear Air - Chief Pilot (FAR part 135 light jet) (*Bedford, MA*) 2016-2018

Assists the Director of Operations in formulating operations policies, coordinate those policies, and coordinates operations and training. Supervises flight crew personnel

Responsibilities include:

- Supervising all training activities of flight crew personnel.
- Advises the Director of Operations and other company personnel as to the training status of flight crew personnel
- Ensures that all aircraft are properly equipped for applicable operations.

RICHARD W. SEIFEL

- Disseminates information to all crewmembers about routes, airports, NOTAMS, NAVAIDS, company policies, and ^[17]regulations.
- Supervises the scheduling of flight crewmembers, including assigning PIC duties, in coordination with the Operations Manager and Flight Followers.

Linear Air – Pilot (FAR part 135 light jet) (Bedford, MA) 2013 - 2018
Worked as PIC in a crew environment to provide world-class service to a diverse client base operating a FAR part 135 light jet.

RJM Aviation - Pilot (FAR part 91 light jet) (Hartford, CT) 2011 - 2013
Acted as co-pilot for a privately owned and operated FAR Part 91, light jet.

Cape Air- Pilot (Scheduled FAR part 135 small aircraft) (Hyannis, MA) 2010 - 2011
Served as a professional pilot for a FAR part 135 small aircraft, scheduled air carrier.

NetJets, Inc. – Pilot (FAR part 135, 91K small jet) (Columbus, OH) 2006 – 2010
Served as a professional pilot for an FAR Part 135, Part 91K small aircraft, exclusive executive airline owned by Berkshire Hathaway.

CommutAir – Pilot (FAR part 121 large turboprop) (Plattsburgh, NY) 2003 - 2006
Managed flight deck operations as a professional pilot and crew team leader in a demanding, FAR Part 121 small aircraft, schedule-driven air carrier operation.

Education

Daniel Webster College B.S., Aviation Operations
University of Hartford Masters, Business Administration

Pilot Certificates ATP (3312906), Commercial (SEL, Glider) Flight Instructor
(CFII, MEI, Glider)

Type Ratings BE-1900, CE500, EA50

Flight Hours Total: 7200, PIC 3900, SIC 3300, Turbine 5500, CE-500 1400

Rseifel@gmail.com West Hartford, CT 06107 860.680.0000

CHRISTOPHER S. CHAPMAN

14 Leighton Road
Dover, New Hampshire 03820
(603) 674 - 6484

**Certificates/
Ratings**

Airline transport pilot:	Airplane MEL
Commercial privileges:	Airplane MEL / SEL
Instrument flight instructor:	Airplane MEL / SEL
Type ratings:	B727, CA-212, CE500, BA3100, G550, GIV, CE525 CL604, CE650, EA500S, G-IV, DA50/900EX, CL30.
FAA medical certificate:	First class
FCC operator permit:	Restricted radiotelephone
USCG licensed master:	100 ton with Sail / Towing endorsements

Flight Experience as of 2021	Total Hours	12257	PIC	10812
	Multi Engine	10755	Flight Instructor	1782
	Turbine	8025	SIC	1842
	Instrument	1575	Night	1425

Education

Daniel Webster College - Nashua, New Hampshire
B.S. Aviation Management / Flight Operations: Graduated May 1992

New England Maritime - Hyannis, Massachusetts
United States Coast Guard Master training: Graduated December 1998

Employment

Waltzing Matilda Aviation – Needham, Massachusetts - (135 light jet aircraft)
Chief Pilot / Captain
International, Domestic and Supplemental operation.
June 2021 - Present

Worldwide Jet - Phoenix, Arizona - (135 light jet aircraft)
GIVsp Captain
Part 135 charter company operating heavy corporate jet aircraft globally. ARG/US Platinum, IS-BAO stage III, Wyvern. (91 small aircraft)
August 2019 - Present

Aspamia, LLC - Manchester, New Hampshire - (91 small aircraft)
G550 Captain / Company Safety Officer.
ISBAO stage II corporate flight department operating globally.
November 2013 – Present

Atlantic Jet - Portsmouth, New Hampshire - (135 light jet aircraft)
Founder / Director of Operations / Falcon 50 Captain
Part 135 charter company utilizing light and midsize jet aircraft. In addition to operational duties under part 135, I am the lead pilot for a part 91 Falcon 50 based in Westfield, Massachusetts.
June 2011 - October 2018

Carlisle Air Corporation - Portsmouth, New Hampshire - (135 small aircraft)
Owner / President / Director of Operations / Chief Pilot / Check Airman / Captain
Part 135 charter company operating globally. Transitioned company from a single midsize jet operation to a fleet of small, medium and heavy corporate jet aircraft. Created all new operational manuals which resulted in being awarded an ARG/US Platinum safety rating. Throughout this process I held a full time line flying position as PIC on a CL604 and CE650.
August 2007 - April 2021

Pan Am Clipper Connection - Portsmouth, New Hampshire - (121 large aircraft)
Assistant Director of Operations (4 years) / Chief Pilot (4 years) / FAA designated Check Airman/ Captain / Sim, Flight, Ground and maintenance training instructor / IOE Captain / Manual Writer
Helped transition company from an on demand part 135-charter operation into a part 121 scheduled airline utilizing turbo-prop aircraft under the supervision of CSET and the FAA. Transitioned company a second time under CSET and the FAA to incorporate large transport Boeing 727 aircraft. Team leader and proving run Captain.
As Chief Pilot, I was the supervisor of all flight crews for a fleet consisting of Boeing 727 and BA-3100 Jetstream passenger aircraft as well as Casa 212 freight aircraft.
Company operations included Part 121 Domestic, International and Supplemental service.
March 2000 - March 2008

Cape Air / Nantucket Airlines - Hyannis, Massachusetts - (135 schedule turboprop aircraft)
Asst. Director of Training / Captain / Line Check Airman / Ground, Sim, Flight instructor / IOE
Part 135 scheduled commuter airline. Helped open scheduled service in the Caribbean market
February 1998 - March 2000

Personal

Black belt in Gojo Rhu Karate, Open water diver, Classic Sailboat restoration, sailboat racing, Performance powerboating, Golf, Skiing, Biking, Musician. Proud Father of two boys.

ADDITIONAL EMPLOYMENT HISTORY

Employment

Contract Pilot - Newfields, New Hampshire
Ocean Properties – CL350 First officer, ground instructor.
GE Capital - Aircraft Repo Pilot - Falcon, Gulfstream, Challenger and Citation series aircraft.
July 2004 – September 2016

Linear Air – Lexington, Massachusetts – (135 small aircraft)
Captain / Director of Training
Part 135 Operation – Eclipse Jet EA500
September 2006 – March 2015

Wilton Investment Group - Nashua, New Hampshire – (91 small aircraft)
First Officer
Part 91 Operation - NA-265-60 Sabreliner
October 1997 - February 1998

Air Transport, Inc. - Nashua, New Hampshire – (135 small aircraft)
Captain / Flight instructor / IOE Check airman
Part 135 non-scheduled charter operation - PA-31-310/350 Navajo.
August 1995 - April 1998

Fitchburg Colonial Aviation - Fitchburg, Massachusetts
Multi engine instructor
Provided complete multi-engine training packages from private-multi certification through airline transport pilot ratings.
Part 141 flight school - PA-23/250 Aztec
March 1995 - June 1997

Wings – Manchester, New Hampshire
Primary and instrument flight instructor
Part 61 flight school
September 1994 - August 1995

Northeast Pilot Training Center - Nashua, New Hampshire
Assistant Chief Flight Instructor
Part 141 flight school
April 1994 - August 1995

Jonathan DiMaggio

60 Joseph Road, Framingham, MA 01701 | C: (508) 330-6117 | Jond116@yahoo.com

Summary

Professional A&P and IA certificated Aircraft Mechanic with over 19 years of experience in maintaining, repairing, inspecting, and managing aircraft maintenance.

Highlights

- FAA certificated (A&P and IA)
- Experience with FAA Parts 91, 135, and 145
- Experience with all aspects of aircraft maintenance and repair
- Efficient cost and time management skills
- Detail oriented, self-motivated, dependable team player
- Experience with Challenger 300, 604, and 605, Citation, Falcon, Hawker and King Air aircraft

Experience

2016- Present Maintenance Manager

Waltzing Matilda Aviation, LLC – Bedford, MA

- Responsible for supervising maintenance and return to service functions for Citation 550 Bravo and Citation XLS aircraft
- Ensures all required entries into the aircraft logbooks and permanent records are accurate and preserved in accordance with company and FAA requirements
- Input all maintenance records into Cesium system
- Coordinate maintenance activities with Director of Maintenance
- Monitor and inspect work performed by outside maintenance facilities with Director of Maintenance
- Review and approve all maintenance expenditures

2012-Present Aircraft Mechanic

Jet Mx, LLC – Bedford, MA

- Responsible for supervising maintenance and return to service on Challenger 300 and Hawker 800 and 800XP
- Responsible for maintaining large airplanes with 10 or more passenger seats including Challenger 604 and 605
- Perform return to service functions
- Ensures all required entries into the aircraft logbooks and permanent records are accurate and preserved in accordance with company and FAA requirements
- Input all maintenance records into CAMP system

2006-2016 Aircraft Maintenance Supervisor

Boston Air Charter – Norwood, MA

- Responsible for maintenance and return to service for fleet of charter aircraft including Citation 550, S550 and Piper Cheyenne turbo prop aircraft.
- Perform maintenance scheduling and oversight of inspections, repairs, and modifications
- Responsible for ensuring airworthiness as defined within 14 CFR by researching permanent records, maintenance tracking program, FAA Airworthiness Directives and Manufacturer's Service Bulletin
- Ensures all required entries into the aircraft logbooks and permanent records are accurate and preserved in accordance with company and FAA requirements
- Responsible for acquisition of parts and obtain vendor proposals for upcoming maintenance

2001-2006 Aircraft Mechanic

Eastern Air Center – Norwood, MA

- Responsible for maintenance on fleet of turbine charter aircraft and reciprocating engine aircraft
- Experience with Part 145 avionics repair station
- Performed 91.411 and 91.413 and RVSM inspections
- Performed annual and progressive inspections

Education

2001

FAA Airframe and Powerplant (A&P) Certificate
East Coast Aero Tech – Bedford, MA

Joe Spielmann

(513)-476-3566 | jspielmann@wmaviation.org

Director of Quality/Chief Inspector

A Leader for Waltzing Matilda Aviation whose ability to transform operations, lead teams, and form strategic partnerships and has delivered consistent success for the company. Connector, trust builder, and customer ambassador with a reputation for challenging the status quo while generating growth progress.

Leadership Success Highlights

Strategic Business Growth – Drove growth opportunities for the business by tapping new markets, showcasing solutions & operations within the market segment, and working with officials across all business units. Bringing to fruition toll gate process acceptance for aircraft readiness. Maintain metrics at 10% variance or better.

Corporate Development (Kaizen) – Transformed continuous improvements strategy where employees of all levels of a company work together proactively to achieve regular, incremental improvements to manufacturing and service processes. Achieving and maintain 98% aircraft availability rate.

Technology Initiatives – Transformed staff & customer by executing capacity planning driving innovative technology initiatives, improving on-time performance, reduce inventory, cost out, increased availability, and enhanced customer experience.

Human Resources – Revitalized the core team by champion exceptional talent in business development, supplier management, and project management; visualized results and executed plans. Humble, respectful, agile eager to learn.

Presenter – Chosen to present a business jet aviation and facilitate Honda Jet & GE Honda Aero engine application discussions on cutting-edge and emerging topics in the aviation industry.

Executive Assets

- Business Strategy
- Quality Lean/Process Improvement
- Budgeting & Finance
- Cost out reduction plans
- Shop/Hangar floor practical experience
- Customer Relationship Building
- Engineering processes
- NPI, New Product Introduction
- Public Speaker/Educator
- Training & Assessments
- Project/Program Leadership
- Technology Implementation

Professional Experience

Waltzing Matilda Aviation, Bedford, MA. (121 large aircraft)

May 2021-Current

Director of Quality and Technical Services

Recruited to provide professional technical expertise in creating a startup airline utilizing DH Q400s.

- Direct engineering, Maintenance Program and Planning for a fleet De Havilland Dash 8-400
- Lead Airline Continuous Improvements, Surveillance & Reliability programs, Certification development
- Lead and direct design teams to provide successful outcomes to master business processes
- Direct oversight for MRO 14CFR Part 145 activities, performance and contract review.

Eastern Airlines, Wayne PA. (121 large aircraft)

Jun 2020- May 2021

Director of Technical Services

Brought on board to provide professional Maintenance & Engineering (M&E) services in the Aerospace and Aviation Industry

- Direct engineering, Maintenance Program and Planning for a fleet Boeing 767 & 777 jets.
- Lead Airline Certification, Supply Chain logistics, Maintenance Program & Planning- 121, 145 MRO Ops.
- Lead and direct teams to provide successful outcomes to master continues improvement processes

Professional Experience

General Electric, Corporate Flight Department-New York, Boston, Cincinnati Aug 2015–Mar 2020

Director of Maintenance & Engineering/ Program Leader (91 large aircraft)

Recruited by the Corporate office to direct global business operations for a fleet of Bombardier- Global- XRS, 5000 jets/Challengers 605, Honda Jets-HA420, and Helicopters (AW139), lead people in aircraft maintenance and engineering providing technology solutions for the corporate flight operations. To include a \$25 million budget

- Led maintenance operation and personnel to achieve 99% aircraft dispatch availability rate
- Manage Warranty, Support Agreements, Direct and lead oversight of Customer Service Agreements, Request for Quote process from inception, relationship building, and proposal process to contract negotiation and administration. Managed the 14 CFR 145 MRO maintenance business work.
- Responsible for the Airworthiness of the corporate flight department aircraft. Led engineering, aircraft program & planning and conducted 47,000-man hours of maintenance a year. Returned to service large transport jets.
- Led negotiations for vendor partners, clients, and employees' projects. Sale of \$30 million-dollars of aircraft and related assets.

General Electric, Aviation- Cincinnati, OH. Apr 2012–Aug 2015

Senior Quality Engineer – New Product Initiative and Customer Quality

Recruited by the company to maintain & development process initiatives that creates, manufacturing and assembly that delivers and supports quality product line to GENx, GE90, CF6, CF34, & CFM all within the company Quality System.

- Manufacturing, Repairs & Sourcing Supplier processes- Company, industry and government standards
- Led and directed New Product Initiative (NPI) shops for new quality business development for the company through building strategic partnerships with shop leaders to successfully achieving production hardware.
- Performed MRB operational reviews, assessments, plant investigation at plant sites.
- Approved QS/ISO Internal Auditor, Approved Root Cause Corrective Action (RCCA) Practitioner, Green belt
- Quality Customer metrics/ QMI for commercial jet engines

Aerospace Consultant- Business and Commercial Aviation- International (large aircraft) 2008–2012

Project Manager- Erickson Av, AAR, Baltia Airlines, Avantair

Recruited by Manufactures, MROs and Airlines for business continuity in project management and delivery on goods and services. Baltia Airline 747 proposed 121 Carrier, Air Carrier Certification project. Erickson MD87 Fire Tanker project consultant.

- Profit & Loss responsibility, project management, manufacturing and repair engineering process Boeing 747.
- Maintenance Program and Engineering consultant airframe and engines
- Business development for engineering and technical operations, FAA Point of Contact (POC) for Certification projects

Executive Jet Management- Cincinnati, OH. (135 large aircraft) 2009-2010

Director of Aircraft Data and Inspections

- Responsible for aircraft maintenance programs: Airframe and Jet Engines fleet or various business jets.
- Oversight of quality engineering and aircraft modifications, Managed Quality Metrics and Continue Analyst Surveillance System (CASS) program

Professional Experience

Con Air Charters/ Empower Aviation FAA 135 Charter -Cincinnati, OH 2008-2009
Director of Maintenance (135 large aircraft)

FAR 119.67(c), Director of Maintenance, Maintained a fleet of BAE J31/32, MU300, BE400

- Responsible for Airworthiness of aircraft maintenance. Required Inspection Item (RII) Authorized and Return to Service
- Accountable for the budget and new business development within aircraft maintenance operations
- Successfully integrated a \$500,000 Maintenance Repair Organization (MRO) into the Flight operations.

DHL Airways/ ASTAR 121-Air Cargo-Cincinnati, Wilmington OH. April 2000 – Feb 2008
Director of Quality & Engineering and Chief Inspector (121 large aircraft)

FAR 119.67 (d). - Chief Inspector, Responsible for fleet of SA227, 727, DC8, A300 aircraft airworthiness & regulatory compliance

- Managed agreements and contracts with MROs & OEMs to maintain essential maintenance providers
- Assumed full responsibility of the budget and 60 fulltime personnel.
- Maintain regulatory compliance & legal fitness for the airline. Liaison with all branches of the FAA,
- Implemented FAA’s Air Carrier Oversight System (ATOS) and maintain CASS processes
- Manage Maintenance Training, Quality Control, Quality Assurance, Technical Business Solutions, Aircraft Records and Aircraft Acquisition.
- Held over 95% on-time completion rate for project milestones (Project Chairman- Europe Ops, 3 million dollar a day revenue).

Aircraft Systems Instructor, Flight Crew Training 1998-2000

DHL Airways- 727, A300 (121 large aircraft)
 Instructed pilots and on systems and simulator training

Systems Engineer 1996-1998

DHL Airways-727, DC8, A300 (121 large aircraft)
 Managed and modified configuration control, germane hardware airframe and engines

Quality Assurance Auditor 1993-1996

DHL Airways (121 large aircraft)
 Managed quality compliance to manufacturing and services industry standards
 Coordinator Agency Supplier Evaluation Auditor (CASE)

Lead Aircraft Mechanic/Designated Inspector, Required Inspection Item (RII) 1986-1993

DHL Airways (121 large aircraft)
 Inspected, repaired jets & helicopters aircraft and its engines.
 SA227,727, DC8, A300, Bell 407. RII and Airworthy Release Authority

Early Career Profile

Director of Quality & Engineering | DHL Airways | 22 years
Vice President/Co-Founder | ASAP Aviation, Cincinnati, OH | 5 years
CF34 Adjunct Instructor (JETS) | General Electric

Professional Accolades

FAA Certified- A&P/IA, Flight Engineer, Commercial Multiengine Instrument Pilot,
Safety System- SMS Certify

Professional Experience

Quality Systems Certified - C.A.S.E Auditor, GE QS-ISO Auditor, GE Assessor and RCCA Practitioner
Board Member- Airbus, Bombardier, Honda Jet Owner, Airlines for America- Co-Chairman Airworthiness
GE Crotonville- Enhancing Leadership Performance, BELs
Ombudsman
Military- Army Helicopter Crew Chief/Door Gunner Honorably Discharged

Education

Bachelor of Science – Professional Aeronautics
Embry Riddle University – Cincinnati, OH

Associate Applied Science- Engineering
Cincinnati Technical College

Certify in Safety Management
University of Southern California

Master Business Administration- Candidate
University of Dayton



ELECTRONIC DELIVERY

April 7, 2021

David A. Marcontell
Chief Operating Officer
Waltzing Matilda Aviation LLC
25 Burr Drive Needham MA 02492

Dear Mr. Marcontell,

We have completed a review of Waltzing Matilda Aviation 14 CFR Part 121 Initial Certification Formal Application letter dated March 3, 2021 and the associated documents required for the Phase 1, 60-Day Preapplication submission for initial certification. The review was conducted using FAA Order 8900.1, Volume 2, Chapter 3, Certification Process Document (CPD) dated March 2, 2021 and its associated Preapplication Checklist (PAC) for the PAC 60-Day submission.

The review was to determine the completeness and accuracy of the submission and to evaluate the qualifications and experience of the management personnel required by 14 CFR Part 119.65. Our review revealed that the submission is complete and includes sufficient detail and quality to allow the FAA to accept the submission. For these reasons, we are pleased to inform you that we have accepted the submission.

If you have any questions or comments concerning this matter, feel free to contact me at your convenience.

Sincerely,

**DAVID F
GILLEN**

Digitally signed by DAVID
F GILLEN
Date: 2021.04.07 10:20:53
-04'00'

David F. Gillen
Certification Project Manager
FAA Flight Standards Service
Safety and Analysis Promotion Division
Certification and Evaluation Program Office
WMA 60 Day PAC 1 Acceptance Ltr_04_07_2021





U.S. Department
of Transportation
**Federal Aviation
Administration**

Aviation Safety

Safety and Analysis Promotion Division
13873 Park Center Road, Suite 160
Herndon, VA 20171

ELECTRONIC DELIVERY

July 28, 2021

David A. Marcontell
Chief Operating Officer
Waltzing Matilda Aviation LLC
25 Burr Drive Needham MA 02492

Dear Mr. Marcontell,

On July 26, 2021, The FAA Certification Project Team (CPT) conducted the Formal Application Meeting with Waltzing Matilda Aviation's 14 CFR Part 5.25 and 119.65 required management personnel. The meeting was conducted using FAA Order 8900.1, Certification Process Document (CPD) and its associated guidance for conducting a Formal Application Meeting.

Since that time, the CPT has assessed the outcome of the meeting based on a determination that the required management personnel are knowledgeable of their operating systems, Safety Management System (SMS), applicable rules, and guidance.

This letter is to inform you that the CPT assessment of the results of the meeting has determined that your required management personnel successfully demonstrated the required knowledge of their operating systems, Safety Management System (SMS), applicable rules, and guidance.

For these reasons, the FAA CPT is preparing to begin the CPD Phase 3 Design Assessment for Waltzing Matilda Aviation's 14 CFR Part 121 initial certification.

If you have any questions or comments concerning this matter, feel free to contact me at your convenience.

Sincerely,

DAVID F GILLEN Digitally signed by DAVID F GILLEN
Date: 2021.07.28 12:38:57 -04'00'

David F. Gillen
Certification Project Manager
FAA Flight Standards Service
Safety and Analysis Promotion Division
Certification and Evaluation Program Office
WMA Formal App Mtg Results Ltr 07_28_2021



**DIRECTOR OF MAINTENANCE
QUALIFICATION SUMMARY**

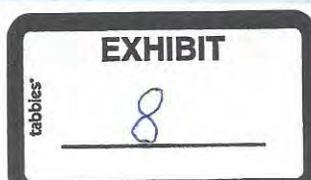
The Director of Maintenance completes this form and attaches his/her resume. The Qualification Summary Form and supporting documentation is submitted along with all other items listed in the Preapplication Checklist (PAC).

Name:	Click or tap here to enter text.
Address:	Click or tap here to enter text.
Telephone number:	Click or tap here to enter text.
Present Position/Company:	Click or tap here to enter text.
Air Carrier or Repair Station Certificate Number:	Click or tap here to enter text.
Proposed type of airplane:	Click or tap here to enter text.

14 CFR §119.67(c)

To serve as Director of Maintenance under §119.65(a) a person must—

(1) Hold a mechanic certificate with airframe and powerplant ratings;		
Certificate number:	Click or tap here to enter text.	
Original date of issuance:	Click or tap here to enter text.	
(2) Have 1 year of experience in a position responsible for returning airplanes to service;		
Type of large airplane:	Click or tap here to enter text.	
Time period RTS (>1 year):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
Employer(s):	Click or tap here to enter text.	
Address:	Click or tap here to enter text.	
Telephone number:	Click or tap here to enter text.	
Position held:	Click or tap here to enter text.	
(3) Have at least 1 year of experience in a supervisory capacity under either paragraph (c)(4)(i) or (c)(4)(ii) of this section maintaining the same category and class of airplane as the certificate holder uses; <i>Note: Categories include things like airplanes, gliders, helicopters, etc. A Class is a subdivision within a category, such as land, sea, multiengine, etc.</i>		
Type of large airplane:	Click or tap here to enter text.	
Supervisory time period (>1 year):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
Employer(s):	Click or tap here to enter text.	
Address:	Click or tap here to enter text.	
Telephone number:	Click or tap here to enter text.	
Supervisory position held:	Click or tap here to enter text.	
(4) Have 3 years of experience within the past 6 years in one or a combination of the following—		



**DIRECTOR OF MAINTENANCE
QUALIFICATION SUMMARY**

(1)	Hold a mechanic certificate with airframe and powerplant ratings;		
(i)	Maintaining large airplanes with 10 or more passenger seats, including at the time of appointment as Director of Maintenance, experience in maintaining the same category and class of airplane as the certificate holder uses;		
	Type of large airplane:	Click or tap here to enter text.	
	3 of 6 year time period:	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	
OR			
(ii)	Repairing airplanes in a certificated airframe repair station that is rated to maintain airplanes in the same category and class of airplane as the certificate holder uses.		
	Type of large airplane:	Click or tap here to enter text.	
	3 of 6 year time period:	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	

In addition to the items listed above, the person selected for this position must provide documentation to satisfy the following requirements:

DIRECTOR OF MAINTENANCE
QUALIFICATION SUMMARY

14 CFR §119.65(d)

The individuals who serve in the positions required or approved under paragraph (a) or (b) of this section and anyone in a position to exercise control over operations conducted under the operating certificate must—

- (1) Be qualified through training, experience, and expertise;
- (2) To the extent of their responsibilities, have a full understanding of the following materials with respect to the certificate holder's operation—
 - (i) Aviation safety standards and safe operating practices;
 - (ii) 14 CFR Chapter I (Federal Aviation Regulations);
 - (iii) The certificate holder's operations specifications;
 - (iv) All appropriate maintenance and airworthiness requirements of this chapter (e.g., parts 1, 21, 23, 25, 43, 45, 47, 65, 91, and 121 of this chapter); and
 - (v) The manual required by §121.133 of this chapter; and
- (3) Discharge their duties to meet applicable legal requirements and to maintain safe operations.

14 CFR §119.39(b)

An application for a certificate may be denied if the Administrator finds that—

- (1) The applicant is not properly or adequately equipped or is not able to conduct safe operations under this subchapter;
- (2) The applicant previously held an Air Carrier Certificate or Operating Certificate which was revoked;
- (3) The applicant intends to or fills a key management position listed in §119.65(a) or §119.69(a), as applicable, with an individual who exercised control over or who held the same or a similar position with a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process;
- (4) An individual who will have control over or have a substantial ownership interest in the applicant had the same or similar control or interest in a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process.

CHIEF PILOT QUALIFICATION SUMMARY

The Chief Pilot completes this form and attaches his/her resume. The Qualification Summary Form and supporting documentation is submitted along with all other items listed in the Preapplication Checklist (PAC).

Name:	Click or tap here to enter text.
Address:	Click or tap here to enter text.
Telephone number:	Click or tap here to enter text.
Present Position/Company:	Click or tap here to enter text.
Air Carrier Certificate Number:	Click or tap here to enter text.
Proposed type of airplane:	Click or tap here to enter text.

14 CFR §119.67(b)

To serve as Chief Pilot under §119.65(a) a person must—

(b)	Hold an airline transport pilot certificate with appropriate ratings for at least one of the airplanes used in the certificate holder's operation and;	
	Certificate number:	Click or tap here to enter text.
	Ratings:	Click or tap here to enter text.
	Original date of issuance:	Click or tap here to enter text.
(1)	<u>In the case of a person becoming a Chief Pilot for the first time ever, have at least 3 years of experience, within the past 6 years, as pilot in command of a large airplane operated under part 121 or part 135 of this chapter, if the certificate holder operates large airplanes. If the certificate holder uses only small airplanes in its operation, the experience may be obtained in either large or small airplanes.</u>	
	Type of airplane(s):	Click or tap here to enter text.
	Time period (PIC for 3 of last 6 years):	From: Click or tap here to enter text. To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.
	Air Carrier Certificate Number:	Click or tap here to enter text.
	Address:	Click or tap here to enter text.
	Telephone number:	Click or tap here to enter text.
	Position held:	Click or tap here to enter text.
(2)	<u>In the case of a person with previous experience as a Chief Pilot, have at least 3 years of experience, as pilot in command of a large airplane operated under part 121 or part 135 of this chapter, if the certificate holder operates large airplanes. If the certificate holder uses only small airplanes</u>	

**CHIEF PILOT
QUALIFICATION SUMMARY**

(b)	Hold an airline transport pilot certificate with appropriate ratings for at least one of the airplanes used in the certificate holder's operation and; in its operation, the experience may be obtained in either large or small airplanes.		
	Type of airplane(s):	Click or tap here to enter text.	
	Time period (PIC for 3 years):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Air Carrier Certificate Number:	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	

In addition to the items listed above, the person selected for this position must provide documentation to satisfy the following requirements:

14 CFR §119.65(d)

The individuals who serve in the positions required or approved under paragraph (a) or (b) of this section and anyone in a position to exercise control over operations conducted under the operating certificate must—

- (1) Be qualified through training, experience, and expertise;
- (2) To the extent of their responsibilities, have a full understanding of the following materials with respect to the certificate holder's operation—
 - (i) Aviation safety standards and safe operating practices;
 - (ii) 14 CFR Chapter I (Federal Aviation Regulations);
 - (iii) The certificate holder's operations specifications;
 - (iv) All appropriate maintenance and airworthiness requirements of this chapter (e.g., parts 1, 21, 23, 25, 43, 45, 47, 65, 91, and 121 of this chapter); and
 - (v) The manual required by §121.133 of this chapter; and
- (3) Discharge their duties to meet applicable legal requirements and to maintain safe operations.

14 CFR §119.39(b)

An application for a certificate may be denied if the Administrator finds that—

**CHIEF PILOT
QUALIFICATION SUMMARY**

- (1) The applicant is not properly or adequately equipped or is not able to conduct safe operations under this subchapter;
- (2) The applicant previously held an Air Carrier Certificate or Operating Certificate which was revoked;
- (3) The applicant intends to or fills a key management position listed in §119.65(a) or §119.69(a), as applicable, with an individual who exercised control over or who held the same or a similar position with a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process;
- (4) An individual who will have control over or have a substantial ownership interest in the applicant had the same or similar control or interest in a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process.

DIRECTOR OF OPERATIONS QUALIFICATION SUMMARY

The Director of Operations completes this form and attaches his/her resume. The Qualification Summary Form and supporting documentation is submitted along with all other items listed in the Preapplication Checklist (PAC).

Name:	Click or tap here to enter text.
Address:	Click or tap here to enter text.
Telephone number:	Click or tap here to enter text.
Present Position/Company:	Click or tap here to enter text.
Air Carrier Certificate Number:	Click or tap here to enter text.
Proposed type of airplane:	Click or tap here to enter text.

14 CFR §119.67(a)

To serve as Director of Operations under §119.65(a) a person must—

(1)	Hold an airline transport pilot certificate;		
	Certificate number:	Click or tap here to enter text.	
	Ratings:	Click or tap here to enter text.	
	Original date of issuance:	Click or tap here to enter text.	
(2)	Have at least 3 years supervisory or managerial experience within the last 6 years in a position that exercised operational control over any operations conducted with large airplanes under part 121 or part 135 of this chapter, or if the certificate holder uses only small airplanes in its operations, the experience may be obtained in large or small airplanes;		
	Type of airplane(s):	Click or tap here to enter text.	
	Time period (supervisory or managerial experience that include operational control for 3 of the last 6 years):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Air Carrier Certificate Number:		
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	
(3)(i)	<u>In the case of a person becoming a Director of Operations for the first time ever</u>, have at least 3 years experience, within the past 6 years, as pilot in command of a large airplane operated under part 121 or part 135 of this chapter, if the certificate holder operates large airplanes. If the certificate holder uses only small airplanes in its operation, the experience may be obtained in either large or small airplanes.		
	Type of airplane(s):	Click or tap here to enter text.	

**DIRECTOR OF OPERATIONS
QUALIFICATION SUMMARY**

(1)	Hold an airline transport pilot certificate;		
	Time period (PIC for 3 of the last 6 years):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Air Carrier Certificate Number:	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	
OR			
3(ii)	<u>In the case of a person with previous experience as a Director of Operations, have at least 3 years experience as pilot in command of a large airplane operated under part 121 or part 135 of this chapter, if the certificate holder operates large airplanes. If the certificate holder uses only small airplanes in its operation, the experience may be obtained in either large or small airplanes.</u>		
	Type of airplane(s):	Click or tap here to enter text.	
	Time period (PIC for 3 years):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Air Carrier Certificate Number:	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	

In addition to the items listed above, the person selected for this position must provide documentation to satisfy the following requirements:

14 CFR §119.65(d)

The individuals who serve in the positions required or approved under paragraph (a) or (b) of this section and anyone in a position to exercise control over operations conducted under the operating certificate must—

(1) Be qualified through training, experience, and expertise;

(2) To the extent of their responsibilities, have a full understanding of the following materials with respect to the certificate holder's operation—

- (i) Aviation safety standards and safe operating practices;
- (ii) 14 CFR Chapter I (Federal Aviation Regulations);
- (iii) The certificate holder's operations specifications;
- (iv) All appropriate maintenance and airworthiness requirements of this chapter (e.g., parts 1, 21, 23, 25, 43, 45, 47, 65, 91, and 121 of this chapter); and

DIRECTOR OF OPERATIONS
QUALIFICATION SUMMARY

(v) The manual required by §121.133 of this chapter; and

(3) Discharge their duties to meet applicable legal requirements and to maintain safe operations.

14 CFR §119.39(b)

An application for a certificate may be denied if the Administrator finds that—

(1) The applicant is not properly or adequately equipped or is not able to conduct safe operations under this subchapter;

(2) The applicant previously held an Air Carrier Certificate or Operating Certificate which was revoked;

(3) The applicant intends to or fills a key management position listed in §119.65(a) or §119.69(a), as applicable, with an individual who exercised control over or who held the same or a similar position with a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process;

(4) An individual who will have control over or have a substantial ownership interest in the applicant had the same or similar control or interest in a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process.

**DIRECTOR OF SAFETY
QUALIFICATION SUMMARY**

The Director of Safety completes this form and attaches his/her resume. The Qualification Summary Form and supporting documentation is submitted along with all other items listed in the Preapplication Checklist (PAC).

Name:	Click or tap here to enter text.
Address:	Click or tap here to enter text.
Telephone number:	Click or tap here to enter text.
Present Position/Company:	Click or tap here to enter text.
Air Carrier Certificate Number:	Click or tap here to enter text.
Proposed type of airplane:	Click or tap here to enter text.

To serve as Director of Safety under §119.65(a) it is highly desirable—

(1) The Director of Safety should have extensive operational experience and professional qualifications in aviation. This would include the knowledge and understanding of the following:

- (a) Aviation safety programs
- (b) Aviation safety standards
- (c) Safe aviation operating practices

(2)		The Director of Safety should have established professional credentials. These credentials may be any of the following:
		(a) An FAA commercial pilot or airline transport pilot certificate
		(b) An FAA mechanic certificate
		(c) An FAA aircraft dispatcher certificate
	Certificate number(s):	Click or tap here to enter text.
	Ratings (if applicable):	Click or tap here to enter text.
	Type of airplane(s):	Click or tap here to enter text.
(3)		The Director of Safety should have established professional qualifications. Such experience may include any combination of the following, providing the total experience is greater than or equal to 3 years:
		(a) Experience in a supervisory position with a part 121 or a scheduled part 135 certificate holder.
		(b) Experience in a position comparable to a) above in U.S. military aviation operations.
		(c) Experience in a supervisory position with a government department, board, or agency that deals directly with aviation matters.
		(d) Experience in a supervisory position with a part 91 or 125 operations/aviation department.

**DIRECTOR OF SAFETY
QUALIFICATION SUMMARY**

(2)	The Director of Safety should have established professional credentials. These credentials may be any of the following:		
	(a) An FAA commercial pilot or airline transport pilot certificate		
	(b) An FAA mechanic certificate		
	(c) An FAA aircraft dispatcher certificate		
	(e) One year of experience may be listed if the candidate has completed a degree in higher education relating to aviation safety.		
	Type of airplane(s):	Click or tap here to enter text.	
	Time period (supervisory experience):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Military branch (if applicable):	Click or tap here to enter text.	
	Air Carrier Certificate Number:	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	

In addition to the items listed above, the person selected for this position must provide documentation to satisfy the following requirements:

14 CFR §119.65(d)

The individuals who serve in the positions required or approved under paragraph (a) or (b) of this section and anyone in a position to exercise control over operations conducted under the operating certificate must—

- (1) Be qualified through training, experience, and expertise;

- (2) To the extent of their responsibilities, have a full understanding of the following materials with respect to the certificate holder's operation—
 - (i) Aviation safety standards and safe operating practices;
 - (ii) 14 CFR Chapter I (Federal Aviation Regulations);
 - (iii) The certificate holder's operations specifications;
 - (iv) All appropriate maintenance and airworthiness requirements of this chapter (e.g., parts 1, 21, 23, 25, 43, 45, 47, 65, 91, and 121 of this chapter); and
 - (v) The manual required by §121.133 of this chapter; and

- (3) Discharge their duties to meet applicable legal requirements and to maintain safe operations.

DIRECTOR OF SAFETY
QUALIFICATION SUMMARY

14 CFR §119.39(b)

An application for a certificate may be denied if the Administrator finds that—

- (1) The applicant is not properly or adequately equipped or is not able to conduct safe operations under this subchapter;
- (2) The applicant previously held an Air Carrier Certificate or Operating Certificate which was revoked;
- (3) The applicant intends to or fills a key management position listed in §119.65(a) or §119.69(a), as applicable, with an individual who exercised control over or who held the same or a similar position with a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process;
- (4) An individual who will have control over or have a substantial ownership interest in the applicant had the same or similar control or interest in a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process.

CHIEF INSPECTOR QUALIFICATION SUMMARY

The Chief Inspector completes this form and attaches his/her resume. The Qualification Summary Form and supporting documentation is submitted along with all other items listed in the Preapplication Checklist (PAC).

Name:	Click or tap here to enter text.
Address:	Click or tap here to enter text.
Telephone number:	Click or tap here to enter text.
Present Position/Company:	Click or tap here to enter text.
Air Carrier or Repair Station Certificate Number:	Click or tap here to enter text.
Proposed type of airplane:	Click or tap here to enter text.

14 CFR §119.67(d)

To serve as Chief Inspector under §119.65(a) a person must—

(1)	Hold a mechanic certificate with both airframe and powerplant ratings, and have held these ratings for at least 3 years;		
	Certificate number:	Click or tap here to enter text.	
	Original date of issuance:	Click or tap here to enter text.	
(2)	Have at least 3 years of maintenance experience on different types of large airplanes with 10 or more passenger seats with an air carrier or certificated repair station, 1 year of which must have been as maintenance inspector;		
	Type of large airplane:	Click or tap here to enter text.	
	Time period (>3 years of maintenance experience):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	
	Air Carrier Certificate Number:	Click or tap here to enter text.	
	Address:	Click or tap here to enter text.	
	Telephone number:	Click or tap here to enter text.	
	Position held:	Click or tap here to enter text.	
(3)	Have at least 1 year of experience in a supervisory capacity maintaining the same category and class of aircraft as the certificate holder uses. <i>Note: Categories include things like airplanes, gliders, helicopters, etc. A Class is a subdivision within a category, such as land, sea, multiengine, etc.</i>		
	Type of large airplane:	Click or tap here to enter text.	
	Time period (>1 year as a maintenance inspector):	From: Click or tap here to enter text.	To: Click or tap here to enter text.
	Employer(s):	Click or tap here to enter text.	

**CHIEF INSPECTOR
QUALIFICATION SUMMARY**

(1)	Hold a mechanic certificate with both airframe and powerplant ratings, and have held these ratings for at least 3 years;	
	Air Carrier Certificate Number:	Click or tap here to enter text.
	Address:	Click or tap here to enter text.
	Telephone number:	Click or tap here to enter text.
	Position held:	Click or tap here to enter text.

In addition to the items listed above, the person selected for this position must provide documentation to satisfy the following requirements:

14 CFR §119.65(d)

The individuals who serve in the positions required or approved under paragraph (a) or (b) of this section and anyone in a position to exercise control over operations conducted under the operating certificate must—

- (1) Be qualified through training, experience, and expertise;
- (2) To the extent of their responsibilities, have a full understanding of the following materials with respect to the certificate holder's operation—
 - (i) Aviation safety standards and safe operating practices;
 - (ii) 14 CFR Chapter I (Federal Aviation Regulations);
 - (iii) The certificate holder's operations specifications;
 - (iv) All appropriate maintenance and airworthiness requirements of this chapter (e.g., parts 1, 21, 23, 25, 43, 45, 47, 65, 91, and 121 of this chapter); and
 - (v) The manual required by §121.133 of this chapter; and
- (3) Discharge their duties to meet applicable legal requirements and to maintain safe operations.

14 CFR §119.39(b)

An application for a certificate may be denied if the Administrator finds that—

- (1) The applicant is not properly or adequately equipped or is not able to conduct safe operations under this subchapter;
- (2) The applicant previously held an Air Carrier Certificate or Operating Certificate which was revoked;
- (3) The applicant intends to or fills a key management position listed in §119.65(a) or §119.69(a), as applicable, with an individual who exercised control over or who held the

**CHIEF INSPECTOR
QUALIFICATION SUMMARY**

same or a similar position with a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process;

(4) An individual who will have control over or have a substantial ownership interest in the applicant had the same or similar control or interest in a certificate holder whose certificate was revoked, or is in the process of being revoked, and that individual materially contributed to the circumstances causing revocation or causing the revocation process.

John F Thomas

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Linked In: https://www.linkedin.com/profile/view?id=3584833&trk=nav_responsive_tab_profile

Summary

- High profile, international strategy consultant turned senior executive in the global aviation industry who spearheaded major structural changes transforming the financial viability of the airline industry
- Successfully ran an AU\$4.0bn 6,000+ employee full service carrier with 125 aircraft fleet
- Lived and worked in the US for the past 25 years active and advising across a range of industries including (but not limited to) airlines, aerospace, private equity, heavy building materials, building products, publishing, direct marketing, mining, industrials, manufacturing and consumer products
- Functional focus: strategic and business planning; industry restructuring; Ch11 restructuring; M&A; Post Acquisition Integration; new business/product development; financial planning, analysis and reporting (including Board and investor relations); value based management /Shareholder Value; organizational design, efficiency and effectiveness; sales force effectiveness; capital allocation (especially in capital intensive industries); operational improvements; commercial partnerships & alliances (including JVs); consumer research; consumer and industrial pricing.
- Extensive business and consulting experience throughout North America, Asia, Latin America and Europe
- Lead advisor in consolidation of the US airline industry, introduction of ancillary revenues, major structural changes in US Frequent Flyer programs and negotiation of highly successful immunized airline Joint Ventures.

Work Experience

Advisor, Spike Aerospace, Inc.	July 2020 - Present
Board Member, Icelandair Group hf (Chair Health & Safety Committee of Board)	Mar 2020 – Present
Senior Advisor, McKinsey & Company	Mar 2019 - Present
Board Member, Skyservice Investments Inc. (Chair Health & Safety Committee of Board)	Sept 2018 – Present
Senior Advisor, Plusgrade	June 2018 – Present
Senior Advisor, Speaker, CAPA Centre for Aviation CEO,	March 2018 - Present
Waltzing Matilda Aviation LLC (Part 135 light jet) Own and operate an FAA Pt 135 jet charter operation that has expanded into aircraft management, managing other jets in addition to our own aircraft. Have also operated pilot training school (ab initio to advanced for 10 years) utilizing own Diamond DA-40 aircraft	Feb 2008 - Present



- Senior Advisor,
Nieuport Aviation Infrastructure Partners GP** **Feb 2019 – Sept 2020**
- Member of the Advisory Board,
Nieuport Aviation Infrastructure Partners GP** **Nov 2018 – Feb 2019**
Terminal Operator for Billy Bishop Airport in Toronto. Retired from Board on change of ownership
- Executive Vice Chairman - Board of Directors,
PASSUR Aerospace, Inc., (appointed to the Board as
Vice Chairman, November 2018)** **Aug 2019 – May 2020**
Provider of leading-edge operational software to the aviation industry (airlines, airports and B&GA) that improves key operational metrics such as OTP, Completion Factor, airport turn times, and aircraft utilization.
- Group Executive, Virgin Australia Airlines (121 large aircraft)** **Sept 2016 - June 2017**
- CEO of AU\$4.0bn full service carrier with over 6,000 employees
 - CASA Approved Accountable Executive/AOC holder for major Australian airline with regulatory responsibility covering fleet of 125 aircraft including 75 B737-700/800s, 6 A330-200s, 5 B777-300ERs, E190s and ATR72-500/600s
 - Re-engineered a financial turnaround involving changes in the airlines' network and fleet
 - Developed a senior leadership team of 12 direct reports into a high performing coordinated team with clear common purpose and goals
 - Exceeded cost reduction targets that had previously been set for the business
 - Exceeded financial targets that had been set for the business
 - Introduced successful new products (the first one exceeded targets by >170%)
 - Made substantial changes to fleet composition, activating retirement schedule for entire E190 fleet and half of ATR72 fleet with associated flight crew re-assignments
 - Took the airlines' Purpose (mission) statement and developed a set of credible values, inspiring vision and practical strategy that I used to re-energize and engage with staff
 - Overhauled management reporting to provide more timely revenue data by channel, more relevant operations data, greater clarity around Senior Leadership Team KPIs
- Managing Director/Senior Partner, L.E.K. Consulting** **Jan 1990 - Sept 2016**
- Created and led Global Aviation practice (~60 professionals) for over 15+ years where undertook major transformations of global airlines (including but not limited to M&A, restructuring/turnarounds, Ch 11 restructuring, cost out programs, new businesses (e.g. ancillary revenues, JVs with ATL) and overall revenue enhancement strategies
 - Member of Global Leadership Team (L.E.K.'s Board of Directors made up of 9 Partners out of 140+ globally)
 - Regional Head Asia Pacific responsible for nine offices and roughly 300+ staff
 - Lead selling and execution role across majority of L.E.K.'s global airline clients with extensive on the ground execution involvement with Delta, United, JetBlue, Alaska, Air Canada, Copa, Gol, AeroMexico, LATAM, Virgin Atlantic, British Airways, Emirates, Qantas, Virgin Australia, Singapore Airlines, Philippine Airlines, Thai Airways and Star Alliance
 - Lead selling and execution role across other aviation clients including Boeing, FAA, B/E Aerospace, Signature Flight Support, BBA Aviation, Standard Aero, Bombardier FlexJet, Flight Options, Landmark Aviation, Delta Comair Flight School, Dallas Fort Worth Airport, Chicago Midway Airport, New York's JFK Airport and Western Sydney Airport
 - Lead selling and execution role across the firm's private equity clients interested in aviation assets including Carlyle, Greenbriar Equity, Berkshire Capital, and Macquarie
-

- Lead selling and execution role across a wide range of industries including heavy building materials, building products, publishing, direct marketing, mining, industrials, manufacturing and consumer products

Senior Associate, Booz Allen & Hamilton **1987-1990**

- First recruit to its Sydney office
- Undertook strategy consulting assignments across financial services, consumer products, industrial products, and business services

CAO/CFO, Concept Partners Pty Ltd **1983-1986**

- Responsible for all financing, accounting, IT and administrative tasks for direct marketing/promotions import company

State Accountant, AMPOL Limited **1982-1983**

- Responsible for all accounting functions for the 2nd largest region for one of Australia's largest downstream petroleum marketing companies as well as new Group wide HR system

CFO, Milton Bradley Australia Pty Ltd **1982**

- Responsible for all finance, accounting and IT functions for Australian subsidiary of US toy company

CEO, T. Thomas Air Transport Systems Pty Ltd **1977-1982**

- Founded and managed a commuter (ANR Reg 203 operator), all-inclusive tour and air charter operator in Australia offering scheduled services utilizing Piper Navajo PA-31/310 and 350 aircraft (Sydney-Goulburn, Sydney-Hay-Balranald-Swan Hill-Mildura) as well as promoting and operating all-inclusive tour programs to inbound tourists to Australia in collaboration with Australian Tourist Commission (predecessor to Tourism Australia)

Education

Masters of Business Administration **1985-1987**

Macquarie University, Graduate School of Business, Sydney Australia.
Offered and completed full time MBA program (6 of 9 months) at INSEAD including 3 months post MBA at INSEAD writing case studies for three core MBA courses.

Bachelor of Commerce **1977-1979**

University of New South Wales, Sydney Australia
Majors in Accounting and Financial Management
Years 2 and 3 completed at Honours level

Australian Commercial Pilot's License **1978**

Holder of Australian Commercial Pilot's License and have held Class 1 Instrument Rating for twin engine aircraft. Endorsed on multiengine complex aircraft

Other

US FAA Private Pilot's License. Martial Arts Black Belt.

National Youth Advisory Group **1980-1983**

Member of Australian Federal Government (eight member) Advisory Group advising the Federal Minister for Employment and Youth Affairs (Hon. Neil Brown QC) on all matters affecting Australian youth under the Fraser Government

Professional associations (dormant):

Securities Institute of Australia (formal securities trading certification),

Australian Society of Certified Public Accountants,

Institute of Chartered Secretaries and Administrators (formal company secretarial certification)

Married 30+ years with 3 adult children.

US citizen.

DAVID A. MARCONTELL
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m: (404) 427-3079, apengr@mindspring.com

EDUCATION

M.S. Engineering Management
Mercer University, 1990

B.S. Aerospace Engineering
University of Virginia, 1987

LICENSES

FAA Designated Engineering Representative
Structures Classification, SO-957 (Inactive)

Airframe and Powerplant Mechanic
Private Pilot - Single Engine Land

EMPLOYMENT HISTORY

Waltzing Matilda Aviation (121 light jet) (Jun 2021 to Present)

Chief Operating Officer of New England's premier jet charter operation with responsibility for all flight and ground operations, as well as certification and regulatory approval of a new 121 air carrier certificate operating De Havilland Dash 8 Q400 aircraft

Oliver Wyman CAVOK (Feb 2015 to May 2021)

Partner and Global Head of the world's largest independent aviation technical advisory and services firm serving commercial airlines, MROs, and OEMs across the globe. With a staff of 140+ professionals and annual revenues of \$35 million, significant accomplishments include:

- Responsible for 50% of all business development and sales through a network of long and deep relationships with companies and executives around the world
- Grew revenue and net income by 16% and 10%, respectively, over historical results after taking the helm as General Manager in mid-2016
- Recognized by Airlines For America (A4A) with annual Nuts & Bolts award in 2018 for a lifetime of contribution to the airline engineering and maintenance community

TeamSAI (formerly Strand Associates) (Aug 2004 to Feb 2015)

Returned to the former Strand Associates as an equity partner, ultimately becoming *President & Chief Operating Officer* before the firm was sold to Oliver Wyman. Significant achievements included:

- Leading contributor to TeamSAI's ascension from barely recognized Strand Associates to industry leading technical consulting and advisory firm with staff of 30+ and revenues over \$10 million annually
- Conceived and developed the aviation industry's leading commercial aircraft and MRO forecast and monetized it into a successful subscription product used by hundreds of leading MRO firms today
- Originated and led the rapid growth of TeamSAI M&E Solutions, the first independent commercial aviation technical services firm serving major airlines and low cost carriers throughout North America
- Over 200 engagements resulting in more than \$100 million of improvements in operations, planning, supply-chain and production performance for airline, MRO, and financial sector clients

Metropolitan Atlanta Rapid Transit Authority (MARTA) (Feb 2003 to Aug 2004)

Director – Rail Car Maintenance with responsibilities for service levels, rail-worthiness, reliability, and passenger comfort of 326 rapid transit vehicles. Led an organization of 248 union represented mechanics, electronic technicians, engineers, planners and analysts working in three separate facilities. Significant accomplishments include:

- Implemented industry ground breaking reliability control and monitoring programs which resulted in a 57% improvement in mean distance between service interruptions
- Successfully maintained service availability at historical levels while simultaneously having 13% of the fleet removed from service for major rehabilitation
- Successfully negotiated with nominal financial impact several long outstanding collective grievances filed by the ATU through effective communication and restoring trust in departmental management

Strand Associates (April 2001 to February 2003)

Vice President and Principal with responsibilities for leading a group of experienced aviation personnel providing technical and business consulting services to commercial airlines and other associated aerospace businesses. Significant assignments include:

- For Hawaiian Airlines, designed and secured the first ever accelerated 180 minute ETOPS certification
- Modeled and forecast the eventual closure of the United Airlines IND maintenance facility for the City of Indianapolis and the State of Indiana

DAVID A. MARCONTELL

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North-South Airways (135 scheduled large turboprop) (August 1999 to April 2001)

Vice President – Operations with OpSpec and P&L responsibility for all aspects of flight, maintenance and ground operations of a Part 135 air carrier in freight and passenger service for UPS, Eagle, and several NASCAR race teams. Responsibilities included operations, maintenance and training

- Oversaw all air carrier certification activities and served as primary focal point with the FAA. Achieved air carrier certification nine months after decision to proceed
- During pre-operations phase, performed aircraft pre-purchase inspections, bridge maintenance reviews, and coordinated all maintenance activities, including workscope, contractor performance and issuance of Certificates of Airworthiness for aircraft
- One of three founding officers; authored initial business plan and worked intimately with CFO and President to obtain initial operating capital investment

Airborne Express (121 large jet) (May 1998 to August 1999)

Director of Engineering with full operational and fiscal responsibility of 80+ engineers and technicians for all engineering support and configuration control aspects of Airborne's 112 DC-8, DC-9, and B767-200 aircraft. Direct report to the SVP of Maintenance and Engineering. Significant accomplishments include:

- Chairman of A4A's Aging Systems Task Force. Led team of engineers and mechanics from over 30 companies in the inspection, analysis, and airworthiness assessment of aircraft electrical and mechanical system degradation in older aircraft. Presented results to Congressionally appointed national panel
- Oversaw the introduction of the new 767 freighter into scheduled service. Coordinated all technical requirements to pertinent departments. Obtained 98.6% dispatch reliability in the first two months
- As a catalyst for change in a stagnant organization, implemented performance metrics, budget planning, and quality assurance measures to the department resulting in a reversal of sagging customer satisfaction reviews, a near cessation of personnel attrition, and a 24% increase in engineer productivity rates

The Boeing Company (OEM of large jets) (January 1997 to May 1998)

As *Structures Service Engineering Manager*, had responsibility for providing repairs and permanent solutions to airframe structural problems encountered in the service of over 3,000 747, 767, and 777 airplanes worldwide. With a staff of over 50 engineers, provided day-to-day workload management and guidance regarding repair philosophy, flyable limits and conditions, logistical concerns, and airline operations. Worked directly with airline customers and suppliers to resolve in-service problems and to support airplane sales efforts. Significant accomplishments include:

- Developed common practices and accepted policies for the integration of the Service Engineering organizations of legacy Boeing and McDonnell Douglas companies in support of the merger
- Key team member in the development of revised airplane safety programs which monitor in-service events of 6,000 commercial aircraft and determine if design, maintenance, operational, or notification changes are required. Co-authored the company's *Airworthiness Concerns Process* standard operating procedure

Delta Air Lines (121 light jet) (August 1991 to January 1997)

Held several engineering and management positions of increasing responsibility over a six-year career including *Liaison Engineer*, *Chief Structures Engineer*, *757/767 Fleet Manager* and *Airframe Purchasing Senior Manager*. In these various roles managed engineers, mechanics, logisticians, and buyers with responsibility for mechanical reliability, structural integrity, maintenance programs, configuration control, regulatory compliance, and cost effective procurement of Delta's 545+ fleet of narrow and wide body aircraft. Significant achievements include:

- Successfully implemented strategic purchasing concepts, resulting in a significant reduction in the number of suppliers, while simultaneously achieving a 1% *de-escalation* of unit airframe material costs
- Created an industry trend setting maintenance program for 757 and 767 aircraft which resulted in 15% year over year heavy maintenance savings while simultaneously introducing regulatory Corrosion Prevention and Control Programs. This program philosophy was later adopted by Boeing

United States Air Force (military large jets) (January 1988 to August 1991)

C-130 Maintenance and Engineering Officer at Warner Robins Air Logistic Center where heavy maintenance and program management offices are located. Initially served as a Stress and Damage Tolerance analyst, then moved to the C-130 program office to manage the Special Operations Forces C-130 Center Wing Replacement program valued at over \$100M

Tom Cooper

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Napa, CA 94559
Mobile: 707-287-8644
tcooper@wmaviation.org

Profile Proven leader with exceptional technical and business skills. Extensive experience in airline operations, planning, forecasting, engineering, project management, supplier management, quality, and regulatory compliance.

Experience

July 2021 - Present **Vice President, Fleet, Supply Chain, and Planning, *Waltzing Matilda Aviation (FAR121 Domestic/Flag -Large Aircraft Operator), Needham, MA***
Leader of Fleet, Supply Chain, and Planning functions for new start airline under 14 CFR Part 121.

2008 - 2021 **Vice President, *CAVOK division of Oliver Wyman (technical advice to FAR121 Domestic/Flag -Large Aircraft Operators), Atlanta, GA***
Executive Vice President & Principal, *TeamSAI, Atlanta, GA*
Equity partner in TeamSAI (purchased by Oliver Wyman in 2015). Engagement leader for large consulting projects across all firm practices.

Sample Engagements for Airlines/MROs

- Maintenance Planning – Assessment of maintenance planning organizations and processes against industry best practice, implementation of organization and process improvements
- Materials and Supply Chain – Identification of inventory reduction opportunities and improvements to material management & supplier management processes
- Single Operating Certificate (SOC) – Planning and execution of program to achieve SOC for merging airlines
- Extended Operations (ETOPS) – Program development and certification
- New Fleet Entry Into Service (EIS) – Certification of new fleet EIS under FAA Major Change Process including revision to company manuals and development of initial maintenance program
- Maintenance Program Escalation – Analysis, substantiation, and approval of maintenance program escalations
- Safety & Compliance - Assessment of culture in flight operations and technical operations to relative to safety and compliance

- Market Analysis & Strategic Planning – Market studies and strategic planning reviews for MROs in mature and emerging markets

2005 - 2008 **Project Director, *Foster's Wine Estates, Napa, CA***

Project lead and site manager for design, build, and start-up of \$30M wine bottling facility with annual production capacity of 17M cases. Leader of 120 production & support personnel and multiple contractors.

- Completed construction with 50% less capital investment than comparable facilities
- Accomplished start-up and commissioning of facility and production lines within six months
- Established new environment of trust, teamwork, and engagement for employees
- Achieved efficiency targets faster than comparable facilities

1985 - 2004 ***Delta Air Lines (FAR121 Domestic/Flag -Large Aircraft Operator), Atlanta, GA***

Director - Aircraft Engineering (2003 – 2004)

Responsible for technical configuration of 500+ aircraft and production support including cabin interiors, avionics, systems, structures, process specifications, and liaison engineering functions. Leader of 140 technical personnel.

- Developed and implemented comprehensive program to improve cabin condition including configuration upgrades and enhanced maintenance programs
- Increased departmental contribution to operating cost reductions by 400% while maintaining fleet mechanical reliability
- Developed and implemented comprehensive plan to improve Aircraft Engineering organization, deployed six sigma methods to improve key process, increase production, and reduce backlog while reducing staff 15%

Director – Programs & Planning (1997-2003)

Responsible for maintenance planning, fleet projects, maintenance programs and technical publications. Division lead for fleet and schedule planning. Leader of 200+ technical and planning personnel.

- Achieved industry leading fleet asset availability through coordinated management of fleet maintenance programs and hangar production schedule
- Delivered \$30-\$40M of annual cost reductions from maintenance program improvements
- Developed and implemented central planning function for Technical Operations including comprehensive long range forecasting processes

- Deployed new IT system for hangar planning decision analysis
- Established project management function responsible for major fleet projects, consistently delivered complex projects on time and on budget
- Led cross-functional teams for new fleet introductions (B737NG, B767-400, and B777)
- Implemented web distribution of technical manuals and six sigma methods for process improvement in Technical Publications, reduced backlog from one year to zero while reducing staff 25%
- Served as operations team lead for launch of Song (low fare product)

Manager – Regulatory Programs (1991 – 1998)

Responsible for FAA liaison, operations specifications (all sections), and compliance processes.

- Designed and implemented new, comprehensive program for Airworthiness Directive compliance
- Integrated Pan Am and Delta operations specifications
- Developed and implemented numerous processes to improve regulatory compliance across Technical Operations

Various positions in Engineering and Quality (1985 – 1991)

Education **Bachelor of Mechanical Engineering, *Georgia Institute of Technology***
Master of Business Administration, *Georgia State University*
Safety Management System and Aviation Safety Program Management Program, *U.S. Department of Transportation*

Personal Married and enjoy golf, cooking, wine, and travel. Volunteer with Napa Humane Society. President of homeowners association.

William A. Cranor Jr.

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Email wcranor@gmail.com

LinkedIn: <https://www.linkedin.com/in/bill-cranor-b6b8713>

A results-driven and forward-thinking senior aviation operations leader with vast accomplishments in airline operational control, dispatch, airport operations, air traffic control, flight management, meteorology, airspace troubleshooting, strategic flight planning, airport and airspace infrastructure planning, program management, and committee leadership and liaising. Leverages progressive flight operations background to administer recommendations and insights for strategic plans domestically and globally. Extensive experience serving on committees, including RTCA, ATA, and IATA, as well as liaising/interacting with the FAA on various initiatives and issues. Recognized industry-wide as a highly strategic and safety-oriented airline resource and SME

Professional experience

01/2021- Present

Waltzing Matilda Aviation (FAR121 Domestic/Flag -Large Aircraft Operator)

Bedford, MA

Director Integrated Operations Control Center (IOCC)

Dispatch/Operations Control/Meteorology SME to support design of a FAR 121 Domestic/Flag dispatch center operating the DHC Q400. Developed procedures and SOP for the IOCC including defining position responsibilities. Developed dispatcher training program and curriculum, Qualified as ATGI by FAA CPT. Utilizing top-tier automation suite led the acceptance and user testing of flight planning, aircraft performance, weight & balance, crew tracking and aircraft routing software programs.

04/2017-06/2021

Passur Aerospace (Airline Operations Control SME)

Stamford, CT

Vice President – Airline Dispatch Systems

Provided consultation services for airlines and evaluating the airlines interface with the air traffic control providers in their operational environment. Recommendations and actions greatly improved operational safety and reliability at major North American, European, and Latin American airlines. Trained customer dispatch staff in best practices in utilizing Passur solutions. Played key role in product development and concept design for new capabilities to reduce airline delay and improve operational performance.

02/14-02/17

United Airlines (Major US carrier, FAR 121 Domestic/Flag/Supplemental -Global Large Aircraft Operations)

Chicago, IL

Managing Director Network Operations - Air Traffic Strategy and Meteorology

United Network Operations Center responsible for 4 different functions in and out of the NOC. Responsible for all facets of air traffic, routing, operational oversight, and delay mitigation related to airspace, airfield, and traffic flow management operational activities. Managed the meteorological program to include acquisition and contract oversight, onsite contract weather forecasters, and oversight of the United EWINS program. The ATC team consists of 3 groups covering worldwide air traffic coordination with US and international ANSP's. Maintained full budget authority for department and shared with NOC division.

The functions in my department included:

- Worldwide dispatch tactical air traffic coordination
- International industry affairs including key ICAO and FAA NextGen programs and administrator level interactions
- FAA Flight Standards, Corporate Safety and Airport Affairs coordination, network schedule planning support regarding all facets of dispatcher and meteorologist training and qualifications
- United expanded ramp control operations at major United hubs certified with FAA & airport operator controller procedures
- Oversaw coordination of all network airfield construction projects and development of ramp control virtual facilities
- Cross functionally coordinated special events such as Super bowl, Summer and Winter Olympics and POTUS inauguration. Supported United airline landing slot management and coordination
- Redesigned and focused processes for managing DOT chronically delayed flights
- Managed a department with 2 directors and 3 senior managers, 8 operational managers, 30 dispatchers, 2 dispatch ATC specialists - training & standards, 45 ramp controllers, and 3 International ATC managers located in China, Europe, and Pacific rim.

01/09 – 02/14

JetBlue Airways (Major US Carrier, FAR121 Domestic/Flag/Supplemental -Large aircraft)

Forest Hills, NY

Director Air Traffic Systems & Meteorology- System Operations Control Center

Dispatcher (A320, EMB190)

ATC Coordinator

Responsible for coordination and interactions with FAA, airport operators, to mitigate air traffic related impacts in the US, Caribbean, and Latin America. Managed a team of 7 Dispatchers, ATC System Controllers, ATC Manager, Technical Pilot, and Manager of Meteorology. Responsible for FAA approved EWINS and meteorology programs

- Managed the companies PBN and airspace programs including PBN procedure development and FAA airspace redesign initiatives in LGB, FLL, MCO, NY Metro and BOS areas.
- Led the airspace and procedure development for the companies “BOS 100” growth campaign
- Air traffic and airspace issues and developing a strategic plan to mitigate ATC impacts.
- Participated or lead industry activities at RTCA, ATA and IATA committees along with regionally focused FAA working groups.
- Proposed a dedicated department within the SOC for ATC coordination and enhanced weather forecasting following a large-scale operational disruption.
- Developed and deployed an Air Traffic coordination function within the Dispatch/System Operations Control center.
- Developed enhanced procedures and training for Dispatch and System Operations.
- Lead strategic initiatives teams in IT Refresh, JFK Bay Runway Closure, Surface management at JFK and irregular operations recovery processes.

9/07 – 1/09

International Air Transport Association (IATA) (Worldwide Airline and industry trade association with over 200 airline members – small & large aircraft FAR121 and FAR129)

Miami, FL

Assistant Director Safety, Operations & Infrastructure, North America/North Atlantic Regions

Responsible for the strategic vision and developed the plan for IATA in the US, Canada and Trans-Atlantic environments. Represented IATA Members within the ICAO North Atlantic Systems Planning Steering Committee. Represented division with RTCA Requirements and Planning, Airspace Redesign, FAA OEP, JPDO/NexGen activities.

- Focused on addressing ATC system deficiencies and assisting members in improving the operational performance within the areas of responsibility.
- Coordinated and facilitated international dispatch working group to address issues with Dispatch, ATC and weather-related issues for trans-Atlantic airline operations.

05/05 – 9/07

Continental Airlines (US Carrier, FAR121 Domestic/Flag/Supplemental -Small, Large Aircraft)

Houston, TX

Director Systems Operations Control

Responsible for all Operations in the Eastern US, Canada, Latin America, and NAT/Europe. Managed the Expanded Ramp Control function at Newark, NJ hub, which includes control of certain taxiways and non-movement areas along with all local air traffic and airside construction activities.

- Supervised 16 Dispatch Coordinators, 4 ATC Managers, 10 Ramp Controllers, 1 Training dispatcher
- Responsible for all New York area operations.

- Participated on RTCA, ATA and IATA committees along with regionally focused FAA working groups.

6/98 – 5/05

Air Transport Association of America (US airlines trade association representing all major US carriers - Small & Large Aircraft)

Washington, DC

Airline Operations Coordination

Principal liaison for ATA Member Airlines working inside the FAA ATC System Command Center (Herndon) regarding all national airspace operations and traffic flow management decisions.

- Conduct orientation to ATC Traffic Management Specialists in the procedures and operating philosophies of air carriers. With particular emphasis on pilot and dispatcher roles and responsibilities. Provide operational control instruction for FAR121 and FAR135 operations
- Represent ATA Member Airlines interests at FAA or Industry sponsored initiatives.
- Aid member airlines in dispatch/operational control issues.
- Respond to member airline concerns and complaints.
- Provide research and data to assist member airlines in evaluating the FAA Air Traffic Control system.
- Participate and provide support on ATA standing and ad hoc committees involving FAA, DOT, Congressional Staff, and Industry. Managed staff of 4.
- Led both the ATA Meteorology and Dispatcher Training committees

9/00 – 10/04

US Airways Inc., (Major US Carrier, FAR121 Domestic/Flag/Supplemental -Small & Large Aircraft)

Pittsburgh, PA

Manager, Air Traffic Control & Airfield Operations – Operations Control Center

Chief Dispatcher - Training & Standards – MidAtlantic Airways Subsidiary (EMB170)

Chief Dispatcher – Trump Shuttle d.b.a. US Airways Shuttle (B727-200A, A320)

Dispatcher-Metrojet (B737-200A)

Dispatcher (B727-200, B737-200/300/400, B757-200, B767-200, F28, F100)

- Responsible for coordinating industry/FAA Air Traffic Control matters to improve capacity, efficiency, and safety in the National Airspace System for US Airways.
- Act as primary liaison with FAA in traffic management initiatives.
- Principal liaison for Industry traffic flow management activities to include the Air Transport Association and other industry groups.

- Maintain consistent coordination with the Operations Control Center/Dispatch to ensure that tools, policies, procedures, and practices are optimized to improve network performance.
- Planned and coordinated with internal and external customers the airline's fleet commitment to US Air Force Civil Reserve Air Fleet and Military Charters in support of Operations "Enduring Freedom", "Iraqi Freedom", and Baltic Region.
- Oversee the companies' interaction with Latin American, Eurocontrol and European Air traffic providers.
- Transitioned Shuttle from Trump Certificate to USAirways
- Dispatched proving runs for MidAtlantic subsidiary and EMB170

3/96-6/98

Midwest Express / Skyway Airlines, US

Milwaukee, WI

Chief Dispatcher

Dispatcher (DC9, MD88, BE1900)

Managed Dispatch, Load Planning and Charter Operations Planning functions for a National Airline operating a fleet of MD80, DC-9, and Beech 1900D aircraft. Developed and implemented a centralized System Operations Control Center. Managed a staff of 4 Department Managers, 15 Dispatchers and Supervisors, 8 Load Planners, 4 Customer Service Coordinators, and 2 Charter Planners. Coordinated Midwest Express issues and concerns with the FAA Air Traffic Division and Nav. Canada. Represented company on the Air Transport Association operational and government Committees. Initiated participation into Collaborative Decision Making. Instituted ATC Coordination procedures into the MEA System Operations Center. Developed and implemented a dispatch system, crew scheduling and hub ramp operations function for Midwest Express's wholly owned subsidiary Skyway Airlines. Developed and implemented required dispatch procedures, training program and manual system. Coordinated certification from FAR 135 to FAR 121 standards.

5/92-3/96

KIWI International Air Lines, (US Air Carrier, FAR121 Domestic -Large Aircraft)

Newark, NJ

Manager of System Control / Dispatch

Chief Dispatcher

Dispatcher (B727-200A, BAC111, MD81)

Managed the Flight Dispatch, Charter and Load Planning functions for a National Airline operating Boeing 727 aircraft. Assisted in the certification and approval of the airline's initial certification. Developed and implemented the departmental training program. Developed and implemented departmental and cross-departmental company procedures. Managed a staff of 3 Shift Managers, 10 Dispatchers, 4 Load Agents, and 2 Charter Coordinators. Coordinated KIWI Air Lines issues and concerns with the FAA and ATA.

7/90-5/92

Business Express Airlines, (US Air Carrier FAR121,135 Domestic Group 1 & Group 2 small & large aircraft)

Windsor Locks, CT

Flight Dispatcher (F27,F28, SF34, BE1900, SH360, BAE146-200)

Dispatched a fleet of BAE 146, F-28, F-27, Saab 340, Shorts 360, and Beech 190 aircraft under FAR 121 and in compliance with company policies. The route network was focused on the US Northeast and included Eastern Canada, Mountain West and the Southeast US

6/88-7/90

AMR Services Flight Control

Fort Worth, TX

Dispatcher (B767, A300, DC10, B727, CV580, IL62)

Contract dispatcher for American Airlines subsidiary using Sabre FOS for International carriers and US Supplemental airlines.

ETOP and redispach for Lot Polish and Britannia Airways B767

Education/PROFFESIONAL ASSOCIATIONS

- Sheffield School of Aeronautics, Fort Lauderdale, FL
- 1980 - 1982 Moorpark College, Moorpark, CA

Technical Certifications

- Air Traffic Management Specialist Training, FAA ATCSCC Training Center
- FAA Issued Aircraft Dispatchers Certificate
- Air Transport Supervisor
- Air Transportation Ground Instructor
- Go-team member for Operational Control and Meteorology (ADF, JetBlue and United)
- RNAV Procedure Development - TARGETS
- **Industry Activities**

- Airline Dispatchers Federation, Director and VP 1993-94, Executive VP 1994-97, President 1997-98)
- Airline Dispatcher's Federation - Air Carrier Inspector's order 8400.10/8900.1 team
- Industry Chairman, Collaborative Decision-Making Steering Group 2000-2004, 2012-2016
- Chairman, RTCA Select Committee Southeast Airspace Working Group and New York, New Jersey, Philadelphia ATC working group 2001-2004 New York ARC – Operations Committee 2007
- A4A Air Traffic, Meteorology, Airline operations committees
- LAX Technical Operations Surface ConOps Team

BRIAN DOUGHERTY

PROFESSIONAL ACHIEVEMENTS

FLIGHT ATTENDANT TRAINING

Manager, Inflight Training
Flight Attendant Training Instructor
Senior Check Flight Attendant/Air Transportation Supervisor
Conduct initial, recurrent, and transition training including IOE
Develop flight attendant training curricula and materials
Recruit and train flight attendant instructors and Check Flight Attendants

FLIGHT ATTENDANT MANAGEMENT

Director of Inflight Services
Flight Attendant Manager; Lead Flight Attendant
Provide leadership and direction to flight attendants, on and off the aircraft
Evaluate crew member performance through checkrides and other means
Counsel employees regarding performance, grooming, and attendance
Recruit, interview, and hire flight attendants
Administer corrective discipline as needed, up to and including termination

PROJECT MANAGEMENT AND CONSULTING

Exit row seating and carry-on baggage program
Project manager for integration of Part 135 and 121 certificates (Merger)
Develop and administer Crew Resource Management training
Project manager for emergency equipment installation and compliance
Develop Cabin Maintenance Log procedures for inflight department

PART 121 AIRLINE STARTUP EXPERIENCE

Develop flight attendant, instructor, and ATS training programs
Interface with FAA, TSA, and other regulatory agencies to ensure compliance
Work closely with other departments to ensure highest level of safety
Conduct successful mini-evacuation demonstration and proving flights

FLIGHT ATTENDANT CREWMEMBER

Safety and service duties aboard both jet and turboprop equipment
Provide outstanding, personalized customer service
Solo-flight attendant and multi-crew experience
Work as a team to meet all goals related to customer service and safety

SKILLS Highly professional flight attendant, manager, and training instructor
Manual-writing experience; Policy and procedure development
Thoroughly knowledgeable in all areas related to cabin safety regulations
Speak, read, and write Spanish with the ability to translate
Easygoing personality, good sense of humor
At my best when working as part of a professional team

WORK EXPERIENCE

DIRECTOR, INFLIGHT SERVICES, WALTZING MATILDA AVIATION

April 2021-Present (Part 121, Large Aircraft)

FLIGHT ATTENDANT, PSA AIRLINES, DAYTON OHIO

February 2021-April 2021 (Part 121, Large Aircraft)

CABIN SAFETY CONSULTANT, MULTIPLE AVIATION COMPANIES, FREELANCE

January 1999-April 2019 (Parts 121 and 135, Large and Small Aircraft)

FLIGHT ATTENDANT/GROUND SECURITY COORDINATOR, VIA AIR, DENVER COLORADO

February 2017-January 2018 (Part 121, Large Aircraft)

MANAGER, INFLIGHT TRAINING, LYNX AVIATION, DENVER COLORADO

February 2007-September 2007 (Part 121, Large Aircraft)

FLIGHT ATTENDANT TRAINING INSTRUCTOR/SUPERVISOR, EOS AIRLINES, NEW YORK

August 2005-February 2007 (Part 121, Large Aircraft)

LEAD FLIGHT ATTENDANT, USA 3000 AIRLINES, NEW YORK

November 2003-June 2005 (Part 121, Large Aircraft)

FLIGHT ATTENDANT MANAGER, SKYSERVICE USA, SAN FRANCISCO CALIFORNIA

March 1998-June 1999 (Part 121, Large Aircraft)

CHECK FLIGHT ATTENDANT, AIR 21, FRESNO CALIFORNIA

August 1995-October 1996 (Part 121, Large Aircraft)

FLIGHT ATTENDANT, RENO AIR, SAN JOSE CALIFORNIA

May 1993-July 1994 (Part 121, Large Aircraft)

CONTRACT FLIGHT ATTENDANT, MANAGER, TRAINING INSTRUCTOR

MULTIPLE AVIATION COMPANIES, FREELANCE

May 1989-April 1993 (Parts 121 and 135, Large and Small Aircraft)

EDUCATION

BACHELOR'S DEGREE: COMMUNICATIONS STUDIES, WEST VIRGINIA UNIVERSITY

ASSOCIATE OF ARTS (CUM LAUDE), COMMUNITY COLLEGE OF DENVER

	Pre-Operating - Part 121 Scheduled Service												Operating - Part 121 Scheduled Service																	
	Actuals: Jan-Aug						Forecast: Sep-Feb						Forecast Year 1																	
	Jan-21	Feb-21	Mar-21	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Month 1	Month 2	Month 3	Month 3	Month 4	Month 5	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12		
Operating Cash Flows																														
Net Income	(29,725)	(34,475)	(88,318)	(150,510)	(240,688)	(446,593)	(414,218)	(528,139)	(553,629)	(703,629)	(728,609)	(728,609)	(728,609)	(728,609)	(668,181)	(254,120)	(250,674)	23,159	(359,566)	(56,222)	843,766	909,015	847,516	748,012	382,891	692,883	1,479	692,883		
Change in Current Assets	14,613	2,315	26,021	51,248	24,936	101,153	(16,387)	106,987	12,708	25,000	12,500	417	839,431	194,064	34,450	18,281	(105,119)	305,119	1,541,148	1,054	3,054	1,054	1,054	1,054	1,054	1,054	1,054	1,054	1,054	
Change in Current Liabilities	(14,613)	(32,100)	(61,396)	(139,597)	(215,752)	(343,540)	(450,600)	(521,100)	(450,846)	(976,193)	(715,093)	(728,193)	(728,193)	(728,193)	111,238	(232,220)	(189,249)	(150,178)	(167,149)	1,440,427	2,024,587	2,024,587	877,444	879,320	906,416	499,333	451,653	451,653		
Total Cash from Operations																														
Investing Cash Flows																														
Capital Expenditures	(17,456)	(181,558)	(156,031)	(115,784)	(167,959)	(139,982)	(44,838)	(50,856)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(459,000)	(459,000)	-	-	(153,000)	-	-	-	-	(306,000)	-	-	-	-	-	-
Other, net	(17,456)	(181,558)	(156,031)	(115,784)	(167,959)	(139,982)	(44,838)	(50,856)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(459,000)	(459,000)	-	-	(153,000)	-	-	-	-	(306,000)	-	-	-	-	-	-
Total Cash from Investing																														
Financing Cash Flows																														
Debt Issuance / (Payment)	17,456	180,461	188,131	177,180	(579,228)	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
Stock Issuance	17,456	180,461	188,131	177,180	(579,228)	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
Total Cash from Financing																														
Net Change in Cash																														
Cash at beginning of period	-	-	-	-	7,213,210	(415,714)	(888,678)	(481,662)	(521,200)	(846,464)	9,221,807	(715,639)	(728,193)	111,238	335,516	(601,200)	(189,249)	(150,178)	(100,178)	(100,178)	1,440,427	2,024,587	2,024,587	571,444	879,320	906,416	397,333	451,653	451,653	
Cash at end of period	-	-	-	-	7,213,210	6,797,496	6,408,818	6,408,818	5,927,356	5,406,150	4,585,665	13,787,473	13,071,781	12,349,488	12,649,032	12,760,342	12,098,128	11,909,243	11,719,658	11,529,873	12,899,548	12,899,548	12,899,548	12,899,548	12,899,548	12,899,548	12,899,548	12,899,548	12,899,548	12,899,548

Working capital lease (current asset & liability) comes from average of 15 days advance payment on revenue and 15 days arrears on expenses. Capital expenditures represent parts, tooling and raw materials. Other, net includes capitalized startup costs and advance deposits on goods. Debt Issuance / (Payment) represents float provided by lenders to 121 scheduled service operation prior to 121 scheduled equity investment.



Operational Statistics	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Year 1
Aircraft in Fleet (average)	2.0	2.0	2.0	2.0	5.0	5.0	5.0	5.0	5.0	5.0	7.0	7.0	4.3
Passengers	12,388	15,984	16,517	16,517	14,918	16,517	38,818	40,112	38,818	40,112	40,112	38,818	329,632
Passengers per Week	2,797	3,730	3,730	3,730	3,730	3,730	9,058	9,058	9,058	9,058	9,058	9,058	6,322
Load Factor	70%	70%	70%	70%	70%	70%	68%	68%	68%	68%	68%	68%	69%
Block Hours	518	501	518	518	468	518	1,234	1,275	1,234	1,275	1,275	1,234	10,571
Departures	319	309	319	319	288	319	771	797	771	797	797	771	6,578
Departures per Week	80	77	80	80	72	80	193	199	193	199	199	193	126
Segment Fare	111	111	111	113	113	113	116	116	116	116	116	116	115
Revenue per Departure	5,265	6,699	6,699	6,813	6,813	6,813	6,814	6,814	6,814	6,814	6,814	6,814	6,728
Cost per Block Hour	4,530	4,629	4,567	4,148	4,961	4,301	3,575	3,546	3,572	3,641	3,959	3,698	3,910
Cost per Departure	7,361	7,522	7,422	6,741	8,062	6,990	5,721	5,674	5,716	5,826	6,334	5,916	6,284
Operating Income per Departure	(2,096)	(824)	(723)	73	(1,248)	(176)	1,094	1,140	1,099	989	480	898	444
Aircraft Utilization	8.4	8.4	8.4	8.4	8.4	8.4	8.2	8.2	8.2	8.2	8.2	8.2	8.3
Average Stage Length	390	390	390	390	390	390	385	385	385	385	385	385	387
Average Block Hours per Flight	1.63	1.63	1.63	1.63	1.63	1.63	1.60	1.60	1.60	1.60	1.60	1.60	1.61
RPMs (M)	6.4	6.2	6.4	6.4	5.8	6.4	14.9	15.4	14.9	15.4	15.4	14.9	129.0
ASMs (M)	9.2	8.9	9.2	9.2	8.3	9.2	22.0	22.7	22.0	22.7	22.7	22.0	188.2
Passenger Yield (cents)	21.3	28.4	28.4	29.0	29.0	29.0	30.2	30.2	30.2	30.2	30.2	30.2	29.4
RASM (cents)	18.3	23.2	23.2	23.6	23.6	23.6	23.9	23.9	23.9	23.9	23.9	23.9	23.5
CASM (cents)	25.5	26.1	25.7	23.4	27.9	24.2	20.1	19.9	20.0	20.4	22.2	20.8	22.0



Fitness Test & Funding

Fitness Test (\$M)

100% Pre-Operating Cost	5.6
<u>25% Year 1 Operating Cost</u>	<u>10.3</u>
Total Capital Required	16.0

Sources of Capital

Seed Round - Closed May-21	8.1
<u>Working Capital</u>	<u>4.9</u>
Total Current	13.0

Current Round - Closing Nov/Dec-21	10.0
<u>Series B Round - Closing 1Q22</u>	<u>30.0</u>
Additional Planned	40.0

Total Current & Planned Funding	53.0
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