

Application of)	
)	
GRIDIRON AIR LLC)	Docket DOT-OST-2023-_____
)	
For a Certificate of Public Convenience and)	
Necessity under 49 U.S.C. § 41102)	
(Interstate Charter Air Transportation))	
)	

April 27, 2023

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Application of)	
)	
)	
GRIDIRON AIR LLC)	Docket DOT-OST-2023-_____
)	
For a Certificate of Public Convenience and)	
Necessity under 49 U.S.C. § 41102)	April 27, 2023
(Interstate Charter Air Transportation))	
)	

**APPLICATION OF
GRIDIRON AIR LLC**

Gridiron Air LLC (“Gridiron”) submits this application for a certificate of public convenience and necessity authorizing interstate charter air transportation of persons, property, and mail, pursuant to 49 U.S.C. § 41102.

As demonstrated below and in the accompanying Exhibits, Gridiron is fit, willing, and able to hold the requested certificate and engage in interstate charter air transportation. Gridiron is a U.S. Citizen. It has an experienced team of managing officers and key technical personnel and has a proper regard for the laws and regulations governing its operations. It has a reasonable operating plan and sufficient financial resources to satisfy the Department’s financial fitness requirement.

Gridiron plans to commence passenger charter air transportation under the requested certificate authority by Q4 of 2023, promptly after it receives a Part 121 certificate from the Federal Aviation Administration (“FAA”). Therefore, Gridiron requests that the Department process this Application expeditiously using expedited and simplified non-hearing procedures provided for in Subpart B of 14 C.F.R. Part 302.

In support of this Application, Gridiron states the following:

I. GRIDIRON IS FIT, WILLING, AND ABLE TO ENGAGE IN THE PROPOSED AIR TRANSPORTATION AND A U.S. CITIZEN.

A. Gridiron Air LLC.

1. Gridiron currently holds an FAA certificate issued under 14 C.F.R. Part 125 (Certificate # GIRB639Q), effective December 12, 2022. Its principal address and telephone number are: 201 American Concourse, Suite L01D, Fort Worth, TX 76106, (817) 435-1802. Gridiron has applied for a Part 121 Air Carrier Certificate and herein applies to the Department for a Certificate of Public Convenience and Necessity authorizing interstate charter air transportation of persons, property, and mail.

2. The FAA office/personnel overseeing its Part 125 certificate and its Part 121 certificate application are:

Part 125:

Scottsdale Flight Standards District Office (FSDO):
17777 N. Perimeter Dr. #101
Scottsdale, AZ 85255

Principal Operations Inspector:
Gary Middleton, (927) 689-2160, gary.l.middleton@faa.gov

Part 121:

Certification and Program Evaluation Office:
13873 Park Center Road, Suite 160
Herndon, VA 20171

Primary Contact:
Dave Lusk, Asst. Manager, Certification and Evaluation Program Office,
(571) 294-5357, David.b.lusk@faa.gov

3. Gridiron is a Delaware limited liability company. A good standing certificate from the Secretary of State of Delaware is provided as **Exhibit GA-1**.¹

4. Gridiron currently leases two B-777s and has 24 employees.

5. As explained below, Gridiron is a citizen of the United States, as that term is defined in 49 U.S.C. § 40102(a)(15). A sworn citizenship affidavit is provided as **Exhibit GA-2**.

6. Gridiron does not have any subsidiaries, nor does it own shares of stock in, or control, any other air carrier, foreign air carrier, common carrier or person substantially engaged in the business of aeronautics.

7. Gridiron's Management. Gridiron's Board of Directors is comprised of Michael J. Bidwill. Gridiron's managing officers and other key personnel² are:

Paul Kirby, President and CEO

Gregory Lee, Chief Financial Officer and Treasurer

David M. Koeninger, General Counsel and Secretary

John Hale, Chief Operating Officer (Director of Operations)

Shaun Mayo, Chief People Officer, Head of Human Resources

Kenneth Wright, Chief Technical Officer (Director of Maintenance)

Thomas R. Howell, Director, Safety, Security and Environmental

Steven Brewster, Chief Pilot

¹ A chart cross-referencing paragraphs and exhibits of the Application to the subsections of 14 C.F.R. § 204.3 and a list of the Exhibits accompanying this Application are provided at the end of the Application.

² "Key personnel" include "the directors, president, chief executive officer, chief operating officer, all vice presidents, the directors or supervisors of operations, maintenance, and finance, and the chief pilot of the applicant or air carrier, as well as any part-time or full-time advisors or consultants to the management of the applicant or air carrier". 14 C.F.R. § 204.2(i).

Eli Cohen, Director of Quality

Burke Whipple, Director and Head of Finance

Robert W. Reding, Consultant

Each Board member, managing officer, and other key personnel of Gridiron has significant business experience; the key managers responsible for the company's operations have significant aviation experience; and all have strong compliance records. There are no pending investigations, enforcement actions or formal complaints by the Department or the FAA involving any of the key personnel. There have not been any charges of unfair, deceptive or anti-competitive business practices or of fraud, felony or antitrust violations brought against any of them in the past ten years, and none of them has experienced an aircraft accident or incident which occurred either during the past year or at any time in the past and which remains under investigation by the FAA, the NTSB or Gridiron. Each Board member, managing officer, and other key personnel of Gridiron is a U.S. Citizen. Completed fitness questionnaires and resumes for each of them are provided as part of **Exhibit GA-3**.

8. **Gridiron's Ownership.** Gridiron is a wholly-owned subsidiary of Gridiron Ventures LLC ("Gridiron Ventures"), whose ownership and management are detailed in Part B below.

9. A completed fitness questionnaire for Gridiron is provided as **Exhibit GA-4**.

B. Ownership of Gridiron.

10. **Gridiron Ventures.** Gridiron Ventures owns 100% of Gridiron and is a Delaware limited liability company. The Board of Directors of Gridiron Ventures is

comprised of Michael J. Bidwill. The managing officers and other key personnel of Gridiron Ventures are: Michael J. Bidwill (President and Chief Operating Officer), Gregory Lee (Treasurer), and David M. Koeninger (Secretary). Mr. Bidwill, Mr. Lee, and Mr. Koeninger have significant business experience and strong compliance records, and have provided completed fitness questionnaires and resumes as part of **Exhibit GA-3**. Mr. Bidwill, Mr. Lee, and Mr. Koeninger are U.S. Citizens. Gridiron Ventures is wholly owned by Gridiron Investments LLC (“Gridiron Investments”), whose ownership and management are described below. A completed fitness questionnaire for Gridiron Ventures as a substantial interest holder of Gridiron is provided as part of **Exhibit GA-5**.

11. **Gridiron Investments**. Gridiron Investments owns 100% of Gridiron Ventures and is a Delaware limited liability company. The Board of Directors of Gridiron Investments is comprised of Michael J. Bidwill. The managing officers and other key personnel of Gridiron Investments are: Michael J. Bidwill (President and Chief Operating Officer), Gregory Lee (Treasurer), and David M. Koeninger (Secretary). Mr. Bidwill, Mr. Lee, and Mr. Koeninger have significant business experience and strong compliance records, and have provided completed fitness questionnaires and resumes as part of **Exhibit GA-3**. Mr. Bidwill, Mr. Lee, and Mr. Koeninger are U.S. Citizens. Gridiron Investments is wholly owned by three trusts, described in paragraph 12 below. A completed fitness questionnaire for Gridiron Investments as an indirect substantial interest holder of Gridiron is provided as part of **Exhibit GA-5**.

12. **The Trusts**. The Michael J. Bidwill Revocable Trust (2022) (“MJB Revocable Trust”), The Bidwill 2005-1 Family Trust (“2005-1 Family Trust”), and The

Bidwill 2012-1 Family Trust ("2012-1 Family Trust") collectively own 100% of Gridiron Investments.

- a) The MJB Revocable Trust was established under Arizona law and owns 10,000 shares of Class A Common Stock, representing 100% of the voting interest, and 10% of the total equity, of Gridiron Investments. It is a U.S. Citizen. The beneficiary and trustee of the MJB Revocable Trust is Michael J. Bidwill, a U.S. Citizen. A completed fitness questionnaire for the MJB Revocable Trust as an indirect substantial interest holder of Gridiron (through Gridiron Investments and Gridiron Ventures) is provided as **Exhibit GA-6**.
- b) The 2005-1 Family Trust was established under Delaware law and owns 74,000 shares of Class B non-voting common stock, representing 74% of the total equity, and no voting stock, of Gridiron Investments. It is a U.S. Citizen. Mr. Bidwill and Wilmington Trust Company, both U.S. Citizens, are the trustees of the 2005-1 Family Trust. The beneficiaries of the 2005-1 Family Trust are (i) 17 individual descendants of Mr. Bidwill's parents, each of whom is a U.S. Citizen, and (ii) The Bidwill 2005-2 Family Trust ("2005-2 Family Trust"), which is also a U.S. Citizen. Mr. Bidwill, Wilmington Trust Company, and Mr. Richard C. Donaldson, each a U.S. Citizen, are the trustees of the 2005-2 Family Trust. The beneficiaries of the 2005-2 Family Trust are the same 17 individual descendants of Mr. Bidwill's parents and are U.S. Citizens.

- c) The 2012-1 Family Trust was established under Delaware law and owns 16,000 shares of Class B non-voting common stock, representing 16% of the total equity, and no voting interests, of Gridiron Investments. It is a U.S. Citizen. Mr. Bidwill and Wilmington Trust Company, both U.S. Citizens, are the trustees of the 2012-1 Family Trust. The beneficiaries of the 2012-1 Family Trust are (i) the same 17 individual descendants of Mr. Bidwill's parents, (ii) the 2005-1 Family Trust, (iii) the 2005-2 Family Trust, and (iv) The Bidwill 2012-2 Family Trust ("2012-2 Family Trust"). As explained in paragraph 12(b) above, the 17 individual beneficiaries, the 2005-1 Family Trust, and the 2005-2 Family Trust are U.S. Citizens. The 2012-2 Family Trust is also a U.S. Citizen. Mr. Bidwill, Wilmington Trust Company, and Mr. Donaldson, each a U.S. Citizen, are the trustees of the 2012-2 Family Trust. The beneficiaries of the 2012-2 Family Trust are (i) the same 17 individual descendants of Mr. Bidwill's parents and U.S. Citizens, (ii) the 2005-1 Family Trust and (iii) the 2005-2 Family Trust, each of which is a U.S. Citizen as explained in paragraph 12(b) above.

13. A wire diagram showing Gridiron's upstream ownership structure, as described above, is provided as **Exhibit GA-7**.

C. Proposed Operations.

14. During the first year of operations under its Certificate of Public Convenience and Necessity, Gridiron plans to provide charter air transportation, including single entity charters for sports teams and other entities, and potentially Part

380 public charters. It initially plans to provide charter air transportation within the United States and to/from Canada and Mexico,³ using B-777 aircraft. The average segment length is estimated to be approximately five hours. Upon receipt of ETOPs approval, Gridiron will consider additional international services.

15. Gridiron currently leases two Boeing 777-232 (ER) aircraft, US registration numbers N860DA and N865DA, configured for 288 passenger seats. Gridiron operates N860DA on its Part 125 operating certificate. It will use N865DA for its Part 121 operating certificate activities, including but not limited to, conformity, pilot and flight attendant training, ditching and evacuation demonstrations, and the required proving runs. Gridiron plans to expand its fleet to a total of up to four leased Boeing 777-232 (ER) aircraft during its first 12 months of operation. The additional aircraft bear US registration numbers N867DA and N866DA. The lease costs for the aircraft are accounted for in Gridiron's financial projections discussed below. A sworn affidavit stating that each of Gridiron's currently leased aircraft has been certified by the FAA and currently complies with all FAA safety standards is provided as **Exhibit GA-8**.

D. Financial Fitness.

16. Gridiron is privately held and does not file 10-K or 10-Q reports with the SEC. In addition, since Gridiron was only formed in 2021, it does not have financial statements for any earlier periods. A balance sheet for Gridiron as of December 31, 2022, and a balance sheet as of April 26, 2023, are provided as **Exhibit GA-9**.

³ Gridiron is concurrently applying for a certificate of public convenience and necessity authorizing foreign charter air transportation of persons, property, and mail, pursuant to 49 U.S.C. § 41102.

17. A forecast income statement and balance sheet for the first four quarters of Gridiron's proposed operations, as well as an accounting of pre-operating and start-up costs, are provided as part of **Exhibit GA-10** (*confidential treatment requested in part*).

18. Based on the pro-forma forecast, Gridiron's first year of normalized operations under its requested certificate authority is projected to incur \$34,968,790 in operating expenses. The three-month average would be \$8,742,198 for purposes of the Department's financial fitness test. In addition, as of the date of this Application, Gridiron has \$9,054,492 in pre-operating and start-up costs that remain to be paid. As reflected in the balance sheet as of April 26, 2023, provided as part of **Exhibit GA-9**, Gridiron does not currently have a negative working capital.

19. In terms of its financial fitness test, the Department "typically asks an applicant to demonstrate that it has access to financial resources sufficient to cover its pre-operating expenses and any negative working capital balance, plus a working capital reserve equal to the operating costs that are reasonably projected to be incurred during three months of 'normal' operations." DOT Order 2020-7-17 at 3. Based on these data, Gridiron conservatively estimates that its financial fitness requirement is approximately \$17,796,690.

20. Gridiron has more than sufficient funds to meet the DOT fitness test of \$17,796,690 as evidenced in the letter from Gridiron's bank provided as **Exhibit GA-11** (*confidential treatment requested in part*), confirming that its balance is well in excess of that amount.

* * *

21. Information responsive to 14 C.F.R. §§ 204.3(l), (m), (o), (p), and (q) is addressed in the completed fitness questionnaires provided as part of **Exhibits GA-3, GA-4, GA-5, and GA-6.**

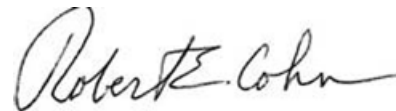
22. A signed counterpart of Agreement 18900 (OST Form 4523) as required by Part 203 is attached as **Exhibit GA-12** and is being filed in Docket DOT-OST-1995-236. In addition, Gridiron is concurrently filing its Family Assistance Plan in Docket DOT-OST-1996-1960 and its Passenger Manifest Plan in Docket DOT-OST-1998-3305.

23. A certification with respect to this Application and accompanying Exhibits is provided as **Exhibit GA-13.**

II. CONCLUSION.

As explained above and in the accompanying Exhibits, Gridiron is a U.S. Citizen and is fit, willing, and able to engage in interstate charter air transportation under a Certificate of Public Convenience and Necessity, as described herein. Gridiron therefore requests that the Department expeditiously process and grant the certificate authority requested herein.

Respectfully submitted,



Robert E. Cohn
Patrick R. Rizzi

Hogan Lovells US LLP

Counsel for
Gridiron Air LLC

SECTION 204.3 – APPLICATION CROSS-REFERENCES

14 CFR Part 204 Section	Cross – Reference (Paragraph/Exhibit)
204.3(a): The name, address, and telephone number of the applicant	¶ 1
204.3(b): The form of the applicant's organization	¶ 3 and Exh. GA-1
204.3(c): The State law(s) under which the applicant is organized	¶ 3 and Exh. GA-1
204.3(d): Good standing certificate	¶ 3 and Exh. GA-1
204.3(e): A sworn affidavit of U.S. citizenship	¶ 5 and Exh. GA-2
204.3(f): The identity of the key personnel who would be employed by the applicant (and certain related information)	¶ 7 and Exh. GA-3
204.3(g): A list of all persons having a substantial interest in the applicant (and certain related information)	¶¶ 8, 10-12 and Exhs. GA-5, GA-6, GA-7
204.3(h): A list and description of the applicant's subsidiaries, if any	¶ 6
204.3(i): A list of the applicant's shares of stock in, or control of, any air carrier, foreign air carrier, common carrier, or person substantially engaged in the business of aeronautics	¶ 6
204.3(j): Copies of the 10-K Annual Reports filed in the past 3 years and Copies of recently filed 10-Q Quarterly Reports, if any	N/A
204.3(k): If 10-K Reports are not filed, Balance Sheet and Income Statement (and certain related information) for the 3 most recent calendar or fiscal years	¶ 16 and Exh. GA-9
204.3(l): A list (and certain related information) of all actions and outstanding judgments for more than \$5,000 against a relevant corporation, key personnel or substantial interest holder thereof	Exhs. GA-3, GA-4, GA-5, GA-6
204.3(m): The number of actions and outstanding judgments of less than \$5,000 against a relevant corporation, key personnel or substantial interest holder thereof, and the total amount owed by each on such judgments	Exhs. GA-3, GA-4, GA-5, GA-6
204.3(n): A description of the applicant's fleet of aircraft	¶ 15 and Exh. GA-8
204.3(o): A description of the current status of all pending investigations, enforcement actions, and formal complaints filed by the Department, including the FAA	Exhs. GA-3, GA-4, GA-5, GA-6
204.3(p): A description of all charges of unfair or deceptive or anticompetitive business practices, or of fraud, felony or antitrust violation, brought against any relevant corporation, substantial interest	Exhs. GA-3, GA-4, GA-5, GA-6

Application of Gridiron Air LLC
(Interstate Charter Air Transportation)

holder or key personnel person in the past 10 years. Such descriptions shall include the disposition or current status of each such proceeding.	
204.3(q): A description of any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 CFR 830.2) experienced by the applicant, its personnel, or any relevant corporation, which occurred either during the year preceding the date of application or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the company itself, including certain related information	Exhs. GA-3, GA-4, GA-5, GA-6
204.3(r): A brief narrative history of the applicant	¶¶ 1, 3, 4, 15
204.3(s): A description of all Federal, State and foreign authority under which the applicant has conducted or is conducting transportation operations, and the identity of the local FAA office and personnel responsible for processing an application for any additional FAA authority needed to conduct the proposed operations	¶¶ 1, 2
204.3(t): A description of the service to be operated if the application is granted, including a forecast Balance Sheet for the first normal year of operations and a forecast Income Statement	¶¶ 14-15, 17, and Exhs. GA-10, GA-11
204.3(u): A signed counterpart of Agreement 18900 (OST Form 4523)	Exh. GA-12
204.3(v): Certification from Applicant	Exh. GA-13

LIST OF EXHIBITS

- Exhibit GA-1: Good Standing Certificate, State of Delaware
- Exhibit GA-2: Affidavit of U.S. Citizenship
- Exhibit GA-3: Fitness Questionnaires and Resumes for Messrs. Bidwill, Kirby, Lee, Koeninger, Hale, Mayo Wright, Howell, Brewster, Cohen, Whipple, and Reding
- Exhibit GA-4: Fitness Questionnaire of Gridiron Air
- Exhibit GA-5: Fitness Questionnaires of Gridiron Ventures and Gridiron Investments
- Exhibit GA-6: Fitness Questionnaire of the MJB Revocable Trust
- Exhibit GA-7: Gridiron Air Ownership Diagram
- Exhibit GA-8: Affidavit regarding Safety Compliance (aircraft)
- Exhibit GA-9: Balance sheet as of December 31, 2022, and a balance sheet as of April 26, 2023
- Exhibit GA-10: Forecast quarterly income statement and balance sheet, and pre-operating and start-up costs (***confidential treatment requested in part***)
- Exhibit GA-11: Evidence of Finances (***confidential treatment requested in part***)
- Exhibit GA-12: Agreement 18900 (OST Form 4523)
- Exhibit GA-13: Certification

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Application of Gridiron Air LLC (interstate charter air transportation) has been served this April 27, 2023, upon each of the following addressees:

Laura.Remo@dot.gov
Damon.Walker@dot.gov

David.b.lusk@faa.gov



Patrick Rizzi

EXHIBIT GA-1

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRIDIRON AIR LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRIDIRON AIR LLC" WAS FORMED ON THE SEVENTEENTH DAY OF JUNE, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6009992 8300

SR# 20231474408

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203153513

Date: 04-17-23


EXHIBIT GA-2

AFFIDAVIT OF UNITED STATES CITIZENSHIP

STATE OF Colorado)
)
COUNTY OF Boulder) ss:

I, Paul Kirby, being duly sworn, deposes and says:

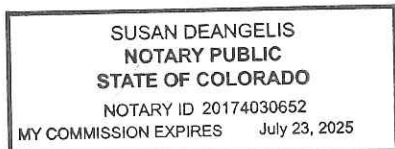
1. I am the duly elected President and CEO of Gridiron Air LLC ("Gridiron Air") and am authorized to make this affidavit on its behalf.
2. I hereby swear, under penalty of perjury, that Gridiron Air is a citizen of the United States within the meaning of 49 U.S.C. § 40102(a)(15).



Paul Kirby
President and CEO, Gridiron Air LLC

Subscribed and sworn to before me this 13th day of April, 2023.

[SEAL]



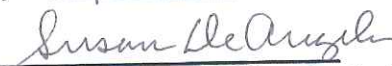

Name of Notary Public: SUSAN DEANGELIS

EXHIBIT GA-3

**DOT FITNESS EVALUATION
KEY PERSONNEL FITNESS QUESTIONNAIRE**

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

MICHAEL JOSEPH BIDWILL
c/o GRIDIRON AIR LLC
201 AMERICAN CONCOURSE, SUITE L01D
FORT WORTH, TX 76106

2. Title or Position at the Company:

DIRECTOR

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. *There should be no unexplained gaps in your resume chronology.* Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes X No (check (√) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

SEE DISCUSSION OF GRIDIRON AIR'S OWNERSHIP IN ITS APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY (INTERSTATE CHARTER AIR TRANSPORTATION)

5. Are you a citizen of the United States:

Yes X No (check (√) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

SEE ATTACHED

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes X No (check (√) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes No X (check (√) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes No X (check (√) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes No X (check (√) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes No X (check (√) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.



Signature

4.14.23

Date

MICHAEL JOSEPH BIDWILL, DIRECTOR
Name/Title [Print]

**DOT FITNESS EVALUATION
KEY PERSONNEL FITNESS QUESTIONNAIRE**

MICHAEL JOSEPH BIDWILL

[Name]

ITEM 3: RESUME

Dates / Positions	Notes
Experience	
Director (2022-present) Gridiron Air LLC Gridiron Ventures LLC Gridiron Investments LLC	Currently serving as the sole Director of the applicant.
Vice President and General Counsel (1996-2007); President (2007-present) Arizona Cardinals Football Club LLC and various affiliates	Currently serving as an executive officer of the Arizona Cardinals and its affiliated companies, including Craft Culinary Concepts LLC (concessions and hospitality); Insignia Event Services LLC (event management); VCAP Aviation LLC (aviation services).
Assistant U.S. Attorney (1990-1996) Office of the United States Attorney, District of Arizona	Served as a federal prosecutor in Arizona.
Education	
Law Student (1987-1990) Catholic University Columbus School of Law	J.D. received 1990
Undergraduate Student (1983-1987) St. Louis University	B.S. (Finance) received 1987

Detailed Response Sheet

MICHAEL JOSEPH BIDWILL

[Name]

Question No. 6:

VCAP Aviation LLC holds a Part 135 certificate and manages and operates aircraft. I have served as President of this entity since 2012.

Since 2005, I have also served as an officer of approximately thirteen Delaware limited liability companies whose only business operation was the ownership of aircraft or beneficial interests in aircraft. None of those companies has ever faced any criminal or regulatory enforcement charges. From time to time some of these companies have granted rights to use their aircraft to unaffiliated third parties under lease agreements.

Question No. 7:

On April 4, 2023 an employee of the Arizona Cardinals Football Club LLC (the "Club") filed an arbitration claim against the Club alleging several causes of action relating to his employment with the Club. The employee also named me as a defendant in my personal capacity. The claim was filed with the Commissioner of the National Football League and the applicable agreements provide that the Commissioner, or his designee, will serve as the arbitrator of these claims.



Signature

4.14.23
Date

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

Paul Kirby

5701 Prospect Road

Niwot, CO 80503

2. Title or Position at the Company:

President and CEO

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

See included statement and resume

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

AEFF29C82D664D0 Signature

4/13/2023

Date

Paul Kirby, President and CEO

Name/Title [Print]

Detailed Response Sheet

Paul Kirby

[Name]

Question No. 6:

In addition to those entities listed on my resume that were involved in the purchase and sale of general aviation aircraft, I currently own 25% of Direct Charter Services, Inc., a Part 135 Air Carrier located in Green Bay, WI, through a Colorado holding company, West Elk Corp.

DocuSigned by:

AEFF29C82D664D0...

Signature

4/13/2023
Date

Paul Kirby

Education:

- 1998-2002 University of Colorado, Boulder. Political Science

Professional Experience:

2001-2003 Kirby Ramsey Aviation Group, LLC

- Founder and co-owner
- Founded and developed a high-end piston aircraft brokerage while in college.
- Acquired, refurbished, and re-sold over 50 piston aircraft in first two years of operation.

2003-2018 Cerretani Aviation Group, LLC

- Managing Partner and co-owner
- Responsible for the growth of the company from a start-up to one of the top 3 aircraft dealers in the world; averaging over \$400MM annually in business jet transactions.
- Maintained financial responsibility and daily oversight of all business activities, including aircraft transactions, aircraft management, aircraft leasing, and aircraft operations.
- Owned and managed a fleet of leased turbojet business aircraft.

2018-2023 NetJets Inc.

- Executive Vice President of QS Partners, NetJets Inc.'s wholly owned aircraft brokerage subsidiary.
- Responsible for the growth of QS Partners from a startup business in 2018 to the number one aircraft dealer in the world in 2022; averaging over \$600MM annually in business jet transactions.
- Managed all aspects of the day-to-day business operations, including human resources, finance, business development, and sales.

2023-Present West Elk Capital, LLC dba West Elk Aircraft

- Managing Partner and owner
- Business aviation investing, consulting, brokerage, and acquisition services.

2023-Present Gridiron Air LLC

- President and CEO
- Responsible for the development and execution of the Gridiron Air business plan.
- As the FAA Accountable Executive, responsible for the safety, and financial oversight, of all business activities.

Flight Experience:

- Commercial, multi-engine licensed pilot with rotorcraft and tailwheel endorsements.
- CE-500 and CE-510 (S) type ratings
- 4,800 Hours total flight time

Professional Associations:

- 2003-2018 National Aircraft Resale Association (NARA)
 - Board Member from 2010-2014, President from 2013-2014
- 2018-2023 International Aircraft Dealers Association (IADA)
 - Board Member from 2018-2021, Chairman from 2020-2021

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the “Company” or “Gridiron”) to the United States Department of Transportation (“DOT”) under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached “Detailed Response Sheet”. Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

GREGORY THOMAS LEE
c/o GRIDIRON AIR LLC
201 AMERICAN CONCOURSE, SUITE L01D
FORT WORTH, TX 76106

2. Title or Position at the Company:

CHIEF FINANCIAL OFFICER AND TREASURER

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes X No (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

ZERO (if none, please so state)

5. Are you a citizen of the United States:

Yes X No (check (√) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

SEE ATTACHED

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No X (check (√) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No X (check (√) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No X (check (√) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No X (check (√) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No X (check (√) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

Gregory T. Lee
Signature

04/13/2023

Date

GREGORY THOMAS LEE, CHIEF FINANCIAL OFFICER AND TREASURER
Name/Title [Print]

**DOT FITNESS EVALUATION
KEY PERSONNEL FITNESS QUESTIONNAIRE**

GREGORY THOMAS LEE

[Name]

ITEM 3: RESUME

Dates / Positions	Notes
Experience	
Treasurer (2021-present) Gridiron Air LLC Gridiron Ventures LLC Gridiron Investments LLC	Currently serving as Chief Financial Officer and Treasurer of the applicant.
Chief Financial Officer and Treasurer (2006-present) Arizona Cardinals Football Club LLC and various affiliates	Currently serving as Chief Financial Officer and Treasurer to the Arizona Cardinals and its affiliated companies, including Craft Culinary Concepts LLC (concessions and hospitality); Insignia Event Services LLC (event management); VCAP Aviation LLC (aviation services); Cardinal Charities
Senior Accountant (1997-1998); Manager (1998-2001); Senior Manager (2001-2006) Deloitte and Touche	Served as independent auditor working for Deloitte and Touche in the Phoenix, AZ market.
Staff Auditor (1993-1995); Senior Auditor (1995-1997) Crowe Chizek and Company	Served as independent auditor working for Crowe Chizek and Company in the Chicago/NW Indiana market.
Education	
Undergraduate Student (1989-1993) Indiana University	B.A. (Business) received 1993

Detailed Response Sheet

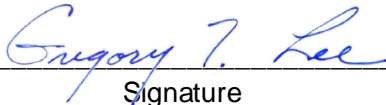
GREGORY THOMAS LEE

[Name]

Question No. 6:

VCAP Aviation LLC holds a Part 135 certificate and manages and operates aircraft. I have served as Treasurer of this entity since 2012.

Since 2006, I have also served as an officer of approximately twelve Delaware limited liability companies whose only business operation was the ownership of aircraft or beneficial interests in aircraft. None of those companies has ever faced any criminal or regulatory enforcement charges. From time to time some of these companies have granted rights to use their aircraft to unaffiliated third parties under lease agreements.


Signature

04/13/2023

Date

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the “Company” or “Gridiron”) to the United States Department of Transportation (“DOT”) under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached “Detailed Response Sheet”. Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

DAVID MICHAEL KOENINGER
c/o GRIDIRON AIR LLC
201 AMERICAN CONCOURSE, SUITE L01D
FORT WORTH, TX 76106

2. Title or Position at the Company:

GENERAL COUNSEL AND SECRETARY

3. **Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology.** Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes X No (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

ZERO (if none, please so state)

5. Are you a citizen of the United States:

Yes X No (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

SEE ATTACHED

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No X (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No X (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No X (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No X (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No X (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.



Signature

4-13-23

Date

DAVID MICHAEL KOENINGER, GENERAL COUNSEL AND SECRETARY
Name/Title [Print]

**DOT FITNESS EVALUATION
KEY PERSONNEL FITNESS QUESTIONNAIRE**

DAVID MICHAEL KOENINGER

[Name]

ITEM 3: RESUME

Dates / Positions	Notes
Experience	
Secretary (2021-present) Gridiron Air LLC Gridiron Ventures LLC Gridiron Investments LLC	Currently serving as General Counsel and Secretary of the applicant.
General Counsel and Secretary (2009-present) Arizona Cardinals Football Club LLC and various affiliates	Currently serving as in-house legal counsel to the Arizona Cardinals and its affiliated companies, including Craft Culinary Concepts LLC (concessions and hospitality); Insignia Event Services LLC (event management); VCAP Aviation LLC (aviation services).
Summer Associate (1997); Associate (1998-2007); Partner (2008-2009) Pillsbury Winthrop Shaw Pittman LLP	Served as Corporate, Securities and Finance attorney in Pillsbury's San Francisco, California office.
Summer Associate (1996) Mitchell Silberberg & Knupp LLP	Summer law clerk in Mitchell's Los Angeles, California office.
Temp / Customer Service Representative (1994-1995) Apple One / DirecTV	Worked at DirecTV in El Segundo, California as a temp (via Apple One) and then a full-time DirecTV employee in the Customer Service department during the year between graduate school and law school.
Education	
Law Student (1995-1998) Stanford Law School	J.D. received 1998
Graduate Student (1992-1994) Loyola University Chicago	M.A. (English) received 1994
Undergraduate Student (1989-1992) Ohio University	B.A. (English) received 1992

Detailed Response Sheet

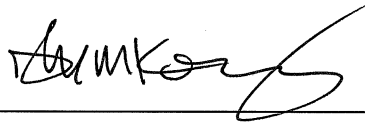
DAVID MICHAEL KOENINGER

[Name]

Question No. 6:

VCAP Aviation LLC holds a Part 135 certificate and manages and operates aircraft. I have served as Secretary of this entity since 2012.

Since 2009, I have also served as an officer of approximately twelve Delaware limited liability companies whose only business operation was the ownership of aircraft or beneficial interests in aircraft. None of those companies has ever faced any criminal or regulatory enforcement charges. From time to time some of these companies have granted rights to use their aircraft to unaffiliated third parties under lease agreements.



Signature

4-13-23

Date

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

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1. Your Name and Address:

John Hale

1433 Bellaire Dr

Grapevine, TX 76051

2. Title or Position at the Company:

Chief Operating Officer

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

None

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

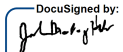
Yes _____ No ✓ (check (✓) one)

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Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

8DC286184135447

Signature

John Hale/Chief Operating Officer

Name/Title [Print]

4/13/23

Date

John McCoy Hale

A strategic operational leader with over 35 years of success in optimizing flight operations while enhancing safety and quality. From integrating an acquisition's operations to managing over 1.27M annual flights and 14,000 team members, I continually identify and implement improvements that drive operational excellence and enhance the employee experience. With my vast experience in the airline industry, I am eager to leverage my analytical mind with passion for others to continue maximizing performance.

Team Player | Collaborator | Innovator | Results Driver | Relationship Builder

PROFESSIONAL EXPERIENCE

Gridiron Air Chief Operating Officer
Halenheart Consulting Managing Partner

Ft Worth TX DEC 2022-current
Grapevine TX 2019-DEC 2022

American Airlines

Fort Worth, TX

Check Airman & FAA Program Designee, 777

2015-2019

- Managed new and recurring pilot training for the 777 Aircraft ensuring adherence to technical updates, quality standards, and industry best practices with diverse simulation-based trainings for over 1,200 pilots.
- Lead training for pilots ranging from entry level through senior captains by delivering in-flight instruction, performing corrective coaching, and assessing line operational qualifications through a collaborative and empowering approach.
- Flew the 777 Aircraft globally including pre-flight preparation, flight planning, department coordination, and in-flight management exceeding on-time departure and arrival goals, providing customer service and operational excellence.

Vice President of Flight & Chief Pilot

2010-2015

- Managed daily flight operations through strategic scheduling and staffing for 3,500 daily flights (1.27M annually) increasing staffing consistency and pilot on-time departures from an average of 75% to over 85%.
- Cultivated valued relationships with all internal and external stakeholders including the FAA, Union partners and internal maintenance, customer service, finance, HR and other departments ensuring quality assurance and operational excellence.
- Developed a fuel tracking scorecard from conceptualization through successful launch among 12,500 pilots decreasing annual fuel spending by 5% (\$800M) in first year.
- Lead a technology innovation to paperless records and operations from obtaining FAA approval and executive buy-in to launching and integrating into all flights.
- Spearheaded an organization-wide transition micro-managed to a team empowered culture across over 12,500 pilots by setting clear expectations, leading by example, and establishing consistent communication with successes such as:
 - Decreasing unplanned sick leave requests by over 50% with in 18 months.
 - Launched a suicide prevention program called "Wingman" decreasing the pilot suicide rate by 57% in year one.

Director of Pilot Engagement & Negotiator

2008-2010

- Led negotiations with the National Mediation Board (NMB) as the American Airlines representative during a pilot contract amendment negotiations with the Allied Pilots Association (APA).

Chief Pilot & Chief Integration Officer (St. Louis)

2002-2008

- Drove operational integration during the acquisition of TWA (Trans World Airlines) by assessing existing practices, identifying weaknesses, and implementing KPIs becoming the top performing operational base (out of 8) system-wide.
- Rebuilt a defeated pilot community during a bankruptcy acquisition by instilling transparent communication and setting measurable goals winning corporate Station of the Year Award for service and operational excellence for 3 years in a row.

Chief Pilot, Dallas-Fort Worth

2000-2002

- Managed flight operation metrics by measuring performance, identifying discrepancies, and implementing corrective action plans across 2,600 pilots as a member of the DFW flight leadership team.

Check Airman & FAA Program Designee, 757 & 767

1998-2000

767 Captain, S80 Captain, DC-10 First Officer, S80 First Officer, DC-10 Flight Engineer

1985-1998

Ernst & Young

St. Louis, MO

CPA

1977-1978

MILITARY SERVICE

United States Air Force

March Air Force Base

KC-10 Instructor Pilot, T-37 Instructor Pilot, C-141 Aircraft Commander

1978-1985

EDUCATION

Washington University

St. Louis, MO

Bachelors of Science in Business Administration with a major in Finance

Air Force ROTC Scholarship Recipient

PROFESSIONAL LEADERSHIP & CERTIFICATIONS

Airlines 4 America formerly Air Transport Association, Former Vice Chair-Operations Committee, Member

2015-2019

Executive Leadership Program Certification from Oxford University

2016

Polar Qualified by the FAA

2015-2019

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

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- 1. Your Name and Address:**
SHAUN DESMOND MAYO
c/o GRIDIRON AIR LLC
201 AMERICAN CONCOURSE, SUITE L01D
FORT WORTH, TX 76106
- 2. Title or Position at the Company:**
CHIEF PEOPLE OFFICER
- 3. Please attach a current resume detailing your experience, expertise, and prior/current employment. *There should be no unexplained gaps in your resume chronology.*** Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes X No (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

 ZERO (if none, please so state)

- 5. Are you a citizen of the United States:**

Yes X No (check (√) one)

If you are not a citizen of the United States, please indicate your nationality:

- 6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:**

SEE ATTACHED

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No X (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No X (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No X (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No X (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No X (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

Shaun Mayo
Signature

04/13/2023
Date

SHAUN DESMOND MAYO, CHIEF PEOPLE OFFICER
Name/Title [Print]

**DOT FITNESS EVALUATION
KEY PERSONNEL FITNESS QUESTIONNAIRE**

SHAUN DESMOND MAYO

[Name]

ITEM 3: RESUME

Dates / Positions	Notes
Experience	
Chief People Officer / Head of HR (2022-present) Gridiron Air LLC	Currently serving as Chief People Officer / Head of HR of the applicant.
Chief People Officer (2021-present) Arizona Cardinals Football Club LLC and various affiliates	Currently serving as head of human resources to the Arizona Cardinals and its affiliated companies, including Craft Culinary Concepts LLC (concessions and hospitality); Insignia Event Services LLC (event management); VCAP Aviation LLC (aviation services).
Market HR Manager (2015-2017); Sr. Project Manager HR (2017-2018); Director HR Technology (2017-2018); Sr. Director HR (2019-2021) Walmart Inc.	Served in various human resources roles supporting Sam's Club and Walmart Stores and Corporates offices encompassing field HR, project management, HR technology, and learning and leadership.
HR Site Leader (2014-2015) Amazon	HR Leader for Houston Area Amazon Facilities
Regional HR Director (2013 – 2014) 99 Cents Only	Sr. HR Leader for 99 Cents Only Stores in Arizona, Texas, and Nevada
HR Manager (2010 – 2013) Macy's Department Stores	HR Leader for Macy's Department Stores in Kansas, Missouri, and ultimately Texas
Education	
Graduate Student (2008-2011) University of Houston – Clear Lake	M.B.A. (HR) received 2011
Undergraduate Student (2004-2008) Texas Southern University	B.A. (Management) received 2008

Detailed Response Sheet

SHAUN DESMOND MAYO

[Name]

Question No. 6:

VCAP Aviation LLC holds a Part 135 certificate and manages and operates aircraft. I have served as Chief People Officer of this entity since 2021.

Shaun Mayo

Signature

04/13/2023

Date

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

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1. Your Name and Address:

Kenneth Wright

251 Songbird Rd.

Collierville, TN 38017

2. Title or Position at the Company:

Chief Technical Officer

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

See included resume

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

Kenneth Wright

00P0705D0000401

Signature

4/13/2023

Date

Kenneth Wright/Chief Technical Officer

Name/Title [Print]

Kenneth Wright
251Songbird Road
Collierville, TN 38017
901-610-8180

Objective:

To contribute to an organization as an experienced maintenance oriented professional with outstanding analytical and conceptual as well as excellent managerial, financial, and marketing skills. Having been employed in aviation maintenance and quality control for Thirty-Five plus years, I have the knowledge in the managerial arena both educationally and practically.

Experience:

**Gridiron Air, LLC / Chief Technical Officer
December 2022 – Present)**

- Provide leadership and direction for aircraft and facility maintenance.
- Review labor, material, and facility costs and prepare P&L statements for Maintenance Department.
- Oversee the day-to-day operations.
- Established programs for the inspection, repair, overhaul, servicing of aircraft.

**President/Owner KW Aviation Advisors, LLC
(July 2020 – December 2022)**

- Represent major financial groups aircraft during scheduled maintenance visits and lease returns/deliveries.
- Provide Technical Support for customers, pre-purchase inspections.

**Q2 Aviation / General Manager
(January 2018 to 2020)**

- Responsible for the overall operation of Q2 Aviation
- Obtained FAA 145 Repair Station Certificate and EASA initial to completion
- Accountable Manager FAA and EASA

**Aviation Repair Technologies / SVP and General Manager/Accountable Manager
(October 2013 to January 2018)**

- The overall management and financial integrity of ART
- Accountable Manager FAA and EASA
- Administrate contracts

**FFC Services, Inc. / Vice President Technical Services and Customer Support
(December 2009 to October 2013)**

- Responsible for the overall operation of the repair station and Operations Control Center.
- Technical Support and response to customers
- Sales and Marketing
- Pricing of Jobs
- Administrative Policies and Procedures

President/Owner Air-Tech, Inc. 2000 -2009

- Represented major financial groups with their aircraft during scheduled maintenance visits and lease returns/deliveries.
- Reviewed labor and facility cost and prepared P&L statements.
- Prepared aircraft maintenance programs and submitted to FAA for approval for FAA Part 125 and 121 airlines.
- Contracted with start-up airlines to facilitate in their approval for Part 121 and 125 operations.

Express One International / Vice President Maintenance Engineering: (2YRS)

- Provided leadership and direction for aircraft and facility maintenance.
- Reviewed labor, material and facility costs and prepared P&L statements for Maintenance Department.
- Oversee the day-to-day operations of maintenance for forty-two aircraft.
- Established programs for the inspection, repair, overhaul, servicing of aircraft.
- Reviewed maintenance delays and made corrections to improve operations.
- Submitted monthly current and capital expenditure reports

Director Quality Control: (5YRS)

- Ensured that the airline maintained and followed all FAA regulations and policies.
- Managed the aircraft records department to meet compliance of FAR 121.380.
- Managed Technical Publications Department.
- Managed Inspection Personnel and Training department.
- Managed Quality Assurance Department and all vendor audits.

Employment History:

Gridiron Air, LLC
Marana, AZ

January 2022 to Present

KW Aviation Advisors
Collierville, TN 38017

July 2020 to Present

Q2 Aviation
Memphis, TN 38118

January 2018 to July 2020

Aviation Repair Technologies
Blytheville, AR 72315

October 2013 to January 2018

**FFC Services,
Inc.**
Memphis, TN 38118

December 2009 to Oct. 2013

May 2000 to December 2009

Air-Tech, Inc.
Fort Worth, Texas Owner

~~Express One Airlines~~

Dallas, Texas

VP Maintenance/Director Quality Control

February 1993 to May 2000

Key Airlines

Savannah, Georgia

Chief Inspector

September 1991 to February 1993

Sierra Pacific Airlines

SLC, Utah

MGR. Maintenance

May 1989 to September 1991

Intertec Aviation

Phoenix, AZ

A&P Mechanic/ Inspector

January 1987 to May 1989

United States Air Force

Phoenix, AZ Aircraft

Mechanic

June 1984 to January 1987

Education:

Broken Arrow High School

Broken Arrow, Oklahoma

Graduated 1984

Embrey-Riddle Aeronautical University

Luke Airforce Base, AZ

1985-1987

Equipment Type:

DC9 all series MD80 all series, B727, B737 all series, B767-200, B767-300, B777, B757-200, DC10 all series, A319, 320 series.

Training:

Level II Eddy current, JT8D bore scope, CFM56 bore scope, run taxi qualified/instructor for DC10, B757, B727, B737, DC9 & MD8

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

Thomas R Howell

116 Heron Cove Rd.

Eliot, ME 03903

2. Title or Position at the Company:

Director Safety Security and Environmental

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes X No (check (√) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

 None (if none, please so state)

5. Are you a citizen of the United States:

Yes √ No (check (√) one)

If you are not a citizen of the United States, please indicate your nationality:
 N/A

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

Vice President Safety & Regulatory Compliance - JetBlue Airways Inc.

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

1AD0BB0F2E9493... Signature

4/13/2023
Date

Thomas R Howell/Director Safety, Security, and Environmental
Name/Title [Print]

Detailed Response Sheet

Thomas R Howell

[Name]

Question No. 6:

Vice President, Safety Security and Quality - AAR Airlift Group
President, River Breeze Aviation Consulting

DocuSigned by:

Thomas R. Howell

1AD08880F2E9493...

Signature

4/13/2023

Date

CAPTAIN THOMAS R. HOWELL

116 Heron Cove Rd. Eliot, Maine 03903

EXECUTIVE SUMMARY: Vice President Safety and Regulatory Compliance and Director of Operations reporting directly to COO and overseeing operations, standards, and regulatory compliance. Aviation Safety Executive, Consultant, and Professional Career Pilot (Captain) with extensive experience (36+years) in leadership roles managing people, programs, budgets, and providing vision and strategic oversight of airline operations. Safety/Operations/Training expert to airlines, federal government, domestic and international private sectors Highly experienced in managing airline Operations, Training, Safety, Quality Assurance and Security

OPERATIONAL RESPONSIBILITIES

➤ **Safety Program Management/Quality Assurance**

Experienced executive level leader concentrating on flight and ground safety programs and teams. Responsible for the development of effective loss control and risk mitigation programs as demonstrated through effective safety/quality management system implementation, accident & incident investigation, safety audits, internal evaluation programs, as well as analysis and database development. Performed oversight of Emergency Response planning to include the management of the airline's Emergency Command Center. Developed incident reporting and monitoring system to manage operational issues. Provided oversight of SMS, QMS, Security Programs, Audit Programs and Flight/Ground Safety Programs including FOQA, ASAP, VDRP, OHS & NTSB Investigations process. Delivered key project elements and provided senior leadership while successfully obtaining and FAA Approved SMS at a major North American airline.

Meet all CFR Part 119 requirements for Director of Safety.

➤ **Operations, Training, and Standards**

Extensive background in managing airline Operations, Training, and Standardization programs. Managed pilot labor group while effectively interfacing as company representative during normal and irregular operations, mergers, grievances, disciplinary hearings, and accident investigations. Developed Pilot New-Hire training program to successfully onboard new employees and ensure productivity. FAA Designated Examiner and Check Airman responsible for the launch of company A330-200 Fleet. Served as Standards Check Airmen overseeing domestic and international flight crew performance in both simulators and actual line operations. Developed training curriculum for multiple types of narrow and wide-body aircraft. Experienced with the implementation of Advanced Qualification Programs (AQP), Line Oriented Safety Audits (LOSA), Flight Operations Standards Boards, Safety Action Committees and Executive Safety Review Boards. Qualified on both Airbus and Boeing aircraft. Meet all CFR Part 119 requirements for Director of Operations, Director of Safety or Chief Pilot.

➤ **Regulatory Compliance / Quality Assurance / Safety Assurance / Accident Investigation**

Primary company liaison with FAA, NTSB, OSHA, DOD, DOT, and local airport operational and safety officials. Direct management of centralized publications department coordinating the entire suite of required manuals. Managing a dynamic Part 121 certificate through growth and change while ensuring compliance through Operations Specifications (OpSpec's) Flight Standards, Cabin Standards and Airport Standards. Successfully leveraged a compliant and transparent relationship resulting in performance excellence with regulatory oversight entities. Project leader for airline in most recent ICAO Operational Safety Audit (IOSA), organizing teams in operations and maintenance, focusing attention on audit preparations and compliance with 300-plus safety and quality standards – successfully resulted in a zero-finding audit report. IOSA qualified auditor. Appointed by the NTSB as Company Party Coordinator during a recent fatal aircraft accident. Provided leadership and mentoring to a team of company subject matter experts (Party Members) during the NTSB investigative proceedings.

➤ **Financial Plan Development**

Responsible for preparation and management of the annual budget and financial plan for Corporate Safety Department, Flight Training Department as well as Director of Operations. Team member charged with creating cost saving initiatives (\$30 million) within a large Part 121 Airline Training Department. Prepared and presented reports to insurance underwriters as part of insurance renewal process.

CORE AREAS OF EXPERTISE:

High-performing, Innovative Solutions
 Accident Investigations
 Project Planning & Management
 Quality Assurance, IEP, IOSA

Safety Management, Quality Management
 Productivity & Performance Improvement
 Aviation Security Management
 Regulatory Compliance Process Design

Root Cause Analysis & Response
 Cost Control & Profit Growth
 Performance Optimization
 Strategic Planning & Execution

Thomas R. Howell (207) 992-3200

Page 2 of 4

PROFESSIONAL EXPERIENCE and LEADERSHIP STRENGTHS

Director Safety Security & Environmental <u>Gridiron Air LLC Dallas TX</u>	2023-Present
Vice President Safety & Regulatory Compliance <u>JetBlue Airways – Long Island City, New York</u>	2019-2022
Director of Operations, <u>JetBlue Airways – Long Island City, New York</u>	2015-2022
Director of Flight Safety, <u>JetBlue Airways - Long Island City, New York</u>	2014-2015
Vice President Quality, Safety & Security, <u>AAR Airlift Group Inc., Palm Bay, FL</u>	2010-2014
Senior Vice President, <u>Marsh Ltd., London, UNITED KINGDOM</u>	Jan-Aug 2010

<u>US AIRWAYS INC., Washington, DC.</u>	1981-2010
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Senior Line Captain A320 (2006-2010)

Check Airman, Simulator & Aircraft A330-300 (1999-2006)

Regional Director of Flying, Senior Chief Pilot (1994-1999)

Assistant Chief Pilot (1992-1994)

Senior Check Airman, McDonald Douglas Fleet (1990-1992)

Check Airman, McDonald Douglas Fleet (1988-1989)

Captain, First Officer, Flight Engineer (1981-1988)

President and Consultant, <u>River Breeze Aviation Consulting Eliot, ME</u>	2003-Present
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PILOT/SAFETY/OPERATIONS/AUDITING EXPERIENCE

- Air Transport Pilot, Manager, 36+ years' experience; 13700+ accident/incident/violation-free flight hours; Type rated in McDonnell Douglas DC-9/MD-80, Boeing B757/767, and Airbus A320, and A330
- 18+ years Flight Training, Flight Operations Management; Independent Management Consultant on Safety, Training, Management, IOSA Auditor, LOSA Evaluator
- Managed, supervised performance, flying activities of large airline; responsible for oversight of approximately 1800 pilots. Over 20 years management experience
- Recruited, hired, trained, and evaluated over 1000 pilots; performed interviews, quality assurance observations, simulator check rides; investigated numerous incidents involving flight crew performance
- Appointed to conduct fleet launch activities of Airbus A330; developed curricula and conducted initial aircraft flight and simulator training, resulting in most successful new aircraft fleet launch in airline's history
- Superb Check Airman credentials in commercial transport aircraft and simulators, including McDonald Douglas DC-9, MD-80, Boeing 757/767, Airbus A330 Highly experienced in International operations in North Atlantic, European, Caribbean theaters
- Consulted Government Agency concerning accidents, incidents involving Part 121,133, and 135 Air Carriers
- Coordinated airline safety, compliance issues with local FAA, NTSB, corporate safety department Lead Auditor, Evaluator for North American-based IOSA Audit Organization
- Liaised with Crash, Fire, Rescue officials to promote, enhance safety procedures of airline operations at Boston Logan International Airport

PILOT/SAFETY/OPERATIONS/AUDITING EXPERIENCE ...continued

- Senior Technical Consultant to number of Legacy and Low Cost operators based in Asia Pacific, Central/Latin America, the Caribbean
- Team leader/Expert consultant on safety, operations, training, SMS, QMS, IOSA preparations
- Author/co-author of several operational manuals regarding airline operations, training, IOSA
- Projects include Flight Training/Flight Operations, Management/SMS/IOSA preparations/Emergency preparedness to major foreign air carriers
- Managing Director responsible for successful accreditation by IATA of newly formed IOSA Audit Organization

EDUCATION***Relevant coursework:***

Safety Management Systems, Principles of Management, Accident Investigation, Aviation Human Factors, Microeconomics, Aviation Law, Public Speaking/Speech, Computer Science, Aviation Quality Auditor, IOSA Auditor

Thomas Edison University

Studies Paused 2019

Major: Professional Aeronautics; Minor: Safety

University of Southern California, Viterbi School of Engineering, Los Angeles, CA

2007

Major: Certification in Aviation Safety Management Systems

CERTIFICATIONS

Airline Transport Pilot (ATP) Total Time 13,700 hours

1982

Aviation Quality Auditor – ISBAO and IOSA

2009

Aviation Safety and Security Certificate Program

2007

American Flyers Academy, Fort Lauderdale, Florida and Islip, New York

1978-1980

TRAINING

IOSA Auditor Training, ARG/US Pros, Denver CO

2008

Aviation Quality Auditor Training, Air Canada, Toronto, CANADA

2006

Aircraft Specific, CRM, Command & Management Development, American Flyers Academy

1978-1980

PUBLICATIONS, PRESENTATIONS, PROGRAMS

All accomplished within normal course of business with US Airways, Marsh, AAR Airlift and JetBlue Airways

Executive Briefings for Quality Safety and Security Performance

2008-2015

Safety Management System Presentation

2009-2015

Internal Evaluation Program results & Management Review Presentation

2010-2015

IOSA Gap Analysis Reports (Multiple International Airlines)

2003-2015

Quality Auditor Presentation

2008-2015

Document & Record Control Manual

2008-2014

Operational Risk Analysis Reports (Multiple International Airlines)

2003-2015

IOSA Compliant Flight Operations & Flight Training Manuals

2008-2009

A330 FAA Proving Certification Pilot for International Operations

2000

Flight Operations Manual – Airline Merger Mirror Image Project

1997-1998

Pilots Quick Reference Handbook (QRH)

1990-1992

New Hire Pilot Performance Tracking and Evaluation Program

1997

Engine Failure - Departure Procedures for the McDonnell Douglas DC-9 & MD-80

1990

**DOT FITNESS EVALUATION
KEY PERSONNEL FITNESS QUESTIONNAIRE**

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

Steven Brewster

2 Heatherstone Court

Trophy Club, TX 76262

2. Title or Position at the Company:

Chief Pilot

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None _____ (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

None _____

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

Steve Brewster

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Signature

4/13/2023

Date

Steven Brewster / Chief Pilot

Name/Title [Print]

Captain Steve Brewster

Professional Work Experience

- **Gridiron Air**
 - Chief Pilot January 2023 - present
- **ATP Jets**
 - B777 Sim Instructor February 2022 – present
- **Retired** December 2021-February 2022
- **American Airlines**
 - B777 Check Airman June 2020 – December 2021
 - Director of Training December 2019 – June 2020
 - B777 Fleet Training Manager May 2016 – December 2019
 - B777 Stan Coordinator March 2016 – May 2016
 - B777 Check Airman, APD November 2014 – March 2016
 - Captain January 1991 – November 2014
 - Pilot February 1985 – January 1991

Education and Training

- **Texas Wesleyan College**, Fort Worth, TX 1975 – 1980
 - BBA
- **181st Tactical Airlift Squadron**, Dallas NAS, TX 1980 – 1988
- **United States Air Force Pilot Training** 1981 – 1982

Type Ratings

- B727 – FE
- B737 – CA
- B757 – CA
- B767 – CA
- B777 – CA
- MD80 – CA
- MD11 – CA
- L388 – A/C

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

Eli Cohen

1808 Haversham Dr.

Flower Mound, TX 75022

2. Title or Position at the Company:

Director of Quality

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

None

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

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Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

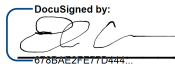
Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

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Signature

4/13/2023

Date

Eli Cohen/ Director of Quality

Name/Title [Print]

Eli Cohen

Objective

An executive role with Gridiron Air as a Director of Quality and Chief Inspector to foster the transition from a Part 125 to a Part 121 air carrier certification along with the business objectives for market share expansion.

Professional Summary

- ◆ 36 years of aerospace technical operations experience with both wide and narrow-body aircraft, specifically Boeing 777, 767, A300, Douglas DC-10, McDonnell Douglas MD11, Lockheed L10-11, Boeing 757, 737, 727, Airbus A319, A320, A321, and McDonnell Douglas MD-80.
- ◆ 14 years of SME experience with CASS/QA/Compliance related to FAA/DOD/EASA regulations with extensive interactions with the FAA CMO for certification and maintenance repair compliance.
- ◆ 12 years of experience with developing and managing a Part 121 Safety Management System(SMS) program to include a rigorous 7-year process to attain approval from the FAA for a level-3 SMS program.
- ◆ 22 years of experience managing various team sizes that ranged from 10 to 101 employees in an aviation technical role.
- ◆ 22 years of SME experience with developing new programs, processes, and systems to include policies, procedures, and the development of departmental manuals.
- ◆ 17 years of data analysis, risk management, supplier performance, compliance, and mitigation controls to include SME knowledge of Microsoft Access, Excel, SharePoint and other Microsoft 365 suite tools to produce extensive reports and dashboards.
- ◆ 13 years experience with aircraft avionics component level repair to include IRS, ILS, Radar, HF/VHF Comm, Radio Altimeter, ATE, PA, SELCAL, ACARS, SATCOM, IFE, and aircraft line maintenance and modifications.

Professional Certifications

- | | |
|---|--|
| ◆ FAA Airframe & Powerplant (A&P) | ◆ Six Sigma Lean Green and Red Belts |
| ◆ FCC Radio Telephone License | ◆ TapRooT Incident Investigation & Root Cause Analysis |
| ◆ ISO 9001:2008 Lead Auditor (IRCA) | ◆ Negotiation Solutions by The Mattford Group |
| ◆ ASQ Certified Quality Auditor (CQA) | ◆ Black Sheep Executive Presence |
| ◆ Investigative Techniques & Human Factors | |
| ◆ IATA Fuel Quality Program Airline Master (IFQP) | |

Employment History

GRIDIRON AIR (GA) Fort Worth, TX – January 2023 to present

Director of Quality

- Responsible for the CASS, Reliability, Quality Programs, Training, Aircraft Records, Maintenance Programs, and other roles as required to support Gridiron Air business initiatives.
- Support the certification process of a CFR Part 121 Certificate Holder with a role of Chief Inspector.

AMERICAN AIRLINES (AA) Fort Worth, TX – October 1989 to December 2022

Sr. Manager Quality Assurance – May 2011 to December 2022

- Oversee and provide leadership to the Quality Assurance Department of 71 employees in 7 locations across the world, specifically MIA, CLT, PIT, DFW, TUL, PHX and LHR, and manage the staffing levels and resources to support a positive impact to safety, compliance, and operational performance.
- Responsible for the surveillance, quality oversight, and administration of AA Continuous Airworthiness Maintenance Program(CAMP) to include approximately 1500 yearly audits, investigations, inspections, and consulting activities for process improvements.
- Oversee Advance Directives, Service Bulletins, Engineering Authorities, Engineering Orders, Aircraft Maintenance Manuals, Maintenance Records, Maintenance Training, Minimum Equipment Lists, and Maintenance Review Board activities for quality, safety, and compliance purposes.
- Administer, revise, and maintain the Quality Assurance Department policies and procedures as required to support safety and compliance to CFR requirements.

Eli Cohen

Résumé, Page 2

- Oversee approximately 1200 maintenance providers across the world who perform line, component, and heavy maintenance activities to include aircraft servicing such as fuel and deice.
- Extensive support and engagement with the FAA CMO for AA's 14 CFR 121.373 Continuing Analysis & Surveillance System(CASS) requirements.
- Regular interaction with the FAA CMO and Part 119 management personnel, DOS, DOO, DOM, Chief Pilot and Chief Inspector, along with other stakeholders such as Engineering, Maintenance Programs, and Publication to address investigations, compliance challenges, FAA letters/Voluntary Self Disclosures, and process improvements.
- Oversee, control, and interact with SMS activities, closed loop corrective action plans, and program effectiveness as required to support the CASS function and promote safety, regulatory compliance, and operational performance.
- Define, develop, and present performance dashboards to senior management on a weekly and monthly basis.
- Key participant with the CASS Review Board and SME for recommendations concerning compliance and complex challenges.
- Key Achievements:
 - Developed AA's QA department and the state of the art surveillance program based on safety assurance principals and best-in-class risk based auditing program where audit intervals are assessed on risk rather than fixed schedule.
 - Integrated 5 primary enterprise IT solutions for data collection to support the CASS function, specifically Metric Stream, Enablon, I-Auditor, Intelix, and K2.
 - Developed a master checklist bank, made of over 600 questions, to support the quality oversight for AA's CAMP to include a checklist guidance system that expands the requirements criteria.
 - Developed the Quality Assurance Procedure Manual that defines all of the processes, policies, and procedures for the Quality Assurance Department.
 - Developed the training program for Quality Assurance auditors.
 - Developed the Airworthiness Agreement(AWA) process to bridge AA and maintenance providers maintenance programs.
 - Developed the parking/storage program for AA to support the aircraft that were grounded during COVID19 pandemic and restructured the audit plan and effort with virtual audits to support the pandemic/travel restrictions.

Sr. Manager Maintenance Operation Control – December 2018 to March 2020

- Oversaw 41 maintenance stations and 363 maintenance provider employees to perform the line maintenance duties for AA.
- Managed station maintenance performance and support to include parts, tools, materials, and equipment as required to provide a reliable operation and on-time performance.

Manager CASS – August 2008 to May 2011

- Responsible for the analysis requirements of AA's CASS.
- Developed monthly reports to support the CASS Review Board.
- Identified system deficiencies and developed mitigation plans to support the CASS function.
- Key role with the initiation of AA's SMS program and its development.

Other Positions within AA

Sr. CASS Analysis Analyst – February 2008 – September 2008

Sr. Inventory Management/Supply -Chain Analyst – May 2005 – February 2008

Technical Operations Training Supervisor – August 2000 – May 2005

Technical Operations AMT/Crew-Chief/Technical Crew-Chief – October 1989 – August 2000

Education

PHILLIPS UNIVERSITY – Enid, OK

Bachelor of Science in Business Administration, 1993-1997

Graduated *Suma Cum Laude* – Major in Aviation Management

SPARTAN SCHOOL OF AERONAUTICS – Tulsa, OK

Associate of Science in Aviation, 1984-1986

Aviation Technology, Avionics, and Instruments Diploma

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

Burke Whipple

5505 Calisto Way

Flower Mound, TX 75028

2. Title or Position at the Company:

Director of Finance

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

None

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

Burke Whipple

CE2460786A85447

Signature

4/13/23

Date

Burke Whipple/Director of Finance

Name/Title [Print]

BURKE WHIPPLE

Hands-on financial leader who led all finance and accounting activities during the startup phase of a new company, developing financial models and implementing financial systems. Experience gained in customer service, operations and international roles developed an effective financial partner known for a strong analytical rigor, with a focus to deliver cost savings and process improvements. Simplifies the complex to generate value in data analysis. An effective storyteller who uses data to build a compelling narrative to create understanding and actionable insights.

SKILLS & EXPERTISE

- Financial Planning & Analysis
- Financial Modeling
- Strategic/Budget Planning
- KPI's/Metrics/Productivity
- Capital Planning/Investment
- Continuous Improvement
- Revenue/Margin Improvement
- Labor Modeling/Analysis
- Variance/Trend Analysis
- Process Optimization
- Leadership/Team Development
- Accounting Close/SOX Compliance

KEY ACCOMPLISHMENTS

- Drove cost reductions of \$150M+ to improve cost structure of organization.
- Implemented automation to shorten forecast and month-end close times by 25%.
- Developed staffing models to reduce OT by \$7M, improving staff coverage and productivity.
- Improved profitability of food-for-sale by increasing margins 12 percentage points.
- Developed key processes while implementing key financial system during startup phase.

PROFESSIONAL EXPERIENCE

Gridiron Air, Dallas, TX

2023 – Present

An airline startup focusing on sports team charters

Head of Finance

Launched all finance activities during startup phase.

- Modeled 5-year forecasts including income statement, cash flows and balance sheet.
- Initiated design of finance and accounting processes.

Current Aviation, Dallas, TX

2020 – 2023

An aviation startup offering a turnkey IT solution for commercial activities

Head of Finance

Launched all finance activities during startup phase.

- Developed robust, scenario-based financial model including key statistical drivers, income statement, cash flows and financial valuation.
- Led selection and successful implementation of GL system.
- Built chart of accounts and initiated all accounting journal entries.
- Partnered with investment banking advisory firm to secure seed investment funding.

American Airlines, Fort Worth, TX

2013 – 2020

The world's largest airline with 6,700 daily flights and \$40B in revenues

Director, International Finance

2020 – 2020

Led a global team of 30+ in managing all finance-related activities for \$700M in operating spend for 90+ international airports.

- Achieved \$9M in savings by standardizing staffing roles.
- Streamlined international processes to shed all non-finance and accounting processes.
- Led projects to save over \$5M in operating costs by focusing on rate opportunities.
- Led finance review and recommendations for all international compensation plans.

Director/Managing Director, Flight Operations Finance

2013 – 2020

Acted as Division CFO, to lead a team of 30+ to develop annual operating budget, perform month-end close activities and monthly forecasts \$15B in operating expense and \$200M in capital investment.

- Achieved \$45M in pilot payroll savings by improving pilot qualification training.
- Facilitated project to save \$75M in fuel expense by focusing on arrival fuel metric.
- Coached the development of models to improve forecasting accuracy by 10%.
- Championed \$7M in savings by outsourcing crewmember hotels.

US Airways, Tempe, AZ**2005 – 2013***The fifth largest airline in the U.S. with 3,100 daily flights and \$12B in revenues***Director, Flight Operations & Flight Service Finance****2009 – 2013**

Strengthened a team of 12 to develop the annual operating and capital budget, perform monthly close activities and forecast monthly changes to operating expense for \$2B in non-fuel expense and \$3B in fuel volume expense.

- Led team to provide analytics and secure capital improvements that drove \$25M in fuel savings.
- Achieved less than 1% annual budget variances on non-fuel costs and improved forecast cost models to achieve monthly variances of +/- 1 percentage point.
- Developed monthly metrics and productivity package to increase leadership awareness of cost trends and drive decision-making.

Director, Customer Service Finance**2007 – 2009**

Transformed the headcount and capital planning activities for the Customer Service Division by implementing automation and creating visibility for finance with field visits.

- Secured \$1M in headcount savings by introducing industrial engineering methodology into headcount staffing and improving standardization among planning factors.
- Reduced budget and forecasting time by 25% by automating frontline headcount planning forms using Hyperion Planning Forms.
- Developed reporting that led to the detection of overtime misuse among frontline personnel, saving \$0.3M.

Manager, Financial Planning & Analysis**2005 – 2007**

Led a team of 5 in the financial planning activities surrounding the merger of US Airways and America West Airlines.

- Redesigned the company's income statement and cash flow models.
- Coordinated all financial presentations to the Finance Committee and the Board of Directors.
- Led reporting of merger synergies and transition costs.

EARLY CAREER EXPERIENCE**America West Airlines, Tempe, AZ****2000 – 2005**

Manager, Finance

Sr. Analyst, Financial Planning & Analysis

PCS Health Systems, Scottsdale, AZ**1992 – 1999**

Manager, IT Testing & QA

Call Center Project Leader

EDUCATION**Master of International Management (MIM)** | Thunderbird Graduate School, Glendale, AZ**1999****Master of Business Administration (MBA)** | Arizona State University, Tempe, AZ**1999****Bachelor of Science, Finance, Cum Laude** | Arizona State University, Tempe, AZ**1992****OTHER****America West Airlines & US Airways Chairman's Award, 2003 & 2005****Mentor** – Finance Diversity Managers & Analysts**Volunteer**, Boy Scouts of America, Unit Executive and Unit Commissioner, 2001-2016**Skills** – SAP, Oracle Financials & NetSuite, Hyperion Essbase, Hyperion Planning, Spanish Fluency

DOT FITNESS EVALUATION KEY PERSONNEL FITNESS QUESTIONNAIRE

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Company" or "Gridiron") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Your Name and Address:

Robert W. Reding

722 Golfers Pass Rd

Incline Village, NV 89451

2. Title or Position at the Company:

Consultant

3. Please attach a current resume detailing your experience, expertise, and prior/current employment. There should be no unexplained gaps in your resume chronology. Personal cell phone numbers and email addresses need not be provided. **A resume is attached:**

Yes ☒ No ☐ (check (✓) one)

4. Please state the number of shares of the Company's stock (voting and/or non-voting) held or to be held by you and the percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the holder, such interest is held :

None (if none, please so state)

5. Are you a citizen of the United States:

Yes ☒ No ☐ (check (✓) one)

If you are not a citizen of the United States, please indicate your nationality:

6. Please identify and describe all officerships, directorships, shares of stock (if 10% or more of total voting stock outstanding), and other interests you hold or have held in any air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics:

Detailed Response Follows

7. Are there any pending actions or outstanding judgments against you for more than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against you of less than \$5,000?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints involving you by the U.S. Department of Transportation and/or the Federal Aviation Administration?

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against you in the past 10 years.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Have you experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 C.F.R. § 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the Company itself.

Yes _____ No ☒ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

DocuSigned by:

Bob Reding

03D200072CE04E3

Signature

4/13/2023

Date

Robert W. Reding, Consultant

Name/Title [Print]

Detailed Response Sheet

Robert W. Reding

[Name]

Question No. 6:

I was a senior officer of American Airlines from 2000 until 2012.

I was CEO of Canadian Regional from 1998 until 2000.

I was an officer as Vice President of Flight Operations at Midway and also at Air Florida.

I served on the Board of Directors for the following aerospace companies after my retirement from American Airlines: Standard Aero, HM Dunn Aerospace, and Global Eagle.

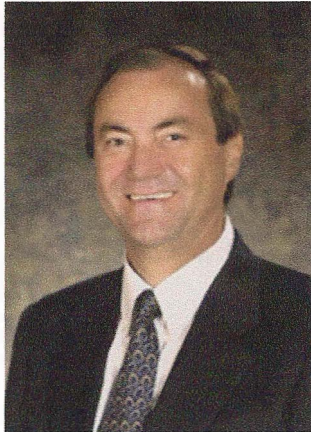
DocuSigned by:
Bob Reding

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Signature

4/13/2023

Date



Robert "Bob" W. Reding
President
Robert W. Reding & Associates LLC

Robert "Bob" W. Reding is President of Robert W. Reding & Associates LLC. As a 40-year veteran of the aviation industry and a 12-year former executive of AMR Corporation, he currently serves as a consultant to several aerospace industry groups and as a senior advisor to Bruce N. Whitman, the President & CEO of FlightSafety International Inc.

On December 31, 2011, Reding retired from AMR Corporation where he had served as Executive Vice President-Operations reporting to then AMR Chairman and CEO Gerard J. Arpey since September 2007. In this role he was responsible for Airport Services, as well as oversight of the carrier's Maintenance and Engineering, Flight Operations, Operations Planning and Performance and the Safety, Security and Environmental departments. Prior to this role Reding served as Senior Vice President-Technical Operations for American Airlines from May 2003 until September 2007. Since 2011, and during his retirement, Reding has focused on consulting through his Robert W. Reding consulting firm and has served on a number of Boards, including StandardAero, Global Eagle, and BioLife.

Reding, who has 30 years of experience as a pilot, previously served as Chief Operations Officer for American Eagle Airlines—where he was responsible for all aspects of flight operations, operational planning and performance, and maintenance and engineering—and as the Chief Executive of two airlines.

Prior to joining AMR Corporation, Reding was the President and Chief Executive Officer of Canadian Regional Airlines, the largest regional air carrier in Canada, which included responsibility for Canadian Airlines Cargo and all ancillary business relationships. Before joining Canadian Airlines, he served as President and Chief Executive Officer of Reno Air, and was a founding member of the management team that established and certified the company in 1992. Prior to Reno Air, Reding served as Vice President of Flight Operations at Midway Airlines in Chicago and held various senior management positions at Air Florida, including Vice President of Flight Operations.

Reding is a distinguished graduate of the United States Air Force pilot training program and he served as an officer and pilot flight examiner with the United States Air Force from 1972 to 1979. He has an FAA Air Transport Pilot Rating for Douglas DC-9-MD-80 and Boeing 737 series aircraft and has accumulated more than 10,000 hours as a commercial airline pilot.

Reding is an honors graduate from the California State Polytechnic University with a Bachelor of Science degree in Aeronautical Engineering. He received his master's degree in Business Administration from Southern Illinois University. Reding is a member of the President's Council of the California State Polytechnic University, and has served as a board member on a number of aviation, civic and charitable organizations.

EXHIBIT GA-4

**DOT FITNESS EVALUATION
APPLICANT FITNESS QUESTIONNAIRE**

NOTE: Your responses to this questionnaire will be made part of a publicly-filed Application by Gridiron Air LLC (the "Applicant") to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Name and Address of the Applicant:

Gridiron Air LLC

201 American Concourse, Suite L01D

Fort Worth, TX 76106

2. Title or Position of Individual Signing this Questionnaire on behalf of the Applicant:

Paul Kirby

President and CEO, Accountable Executive

3. Is the Applicant a citizen of the United States*2?

Yes ☒ No ☐ (check (✓) one)

4. Are there any pending actions or outstanding judgments against the Applicant for more than \$5,000?

Yes ☐ No ☒ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

5. Are there any pending actions or outstanding judgments against the Applicant of less than \$5,000?

Yes ☐ No ☒ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

*4 Under the U.S. Aviation Code, "citizen of the United States" means—

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting interest is owned and controlled by persons that are citizens of the United States.

6. Are there any pending investigations, enforcement actions or formal complaints by the U.S. Department of Transportation and/or the Federal Aviation Administration involving the Applicant?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

7. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against the Applicant in the past 10 years?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

8. Has the Applicant experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 CFR 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the involved company itself?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.



Signature

4/10/2023
Date

Paul Kirby, President and CEO, Accountable Executive
Name/Title [Print]

EXHIBIT GA-5

**DOT FITNESS EVALUATION
SUBSTANTIAL INTEREST HOLDER FITNESS QUESTIONNAIRE**

NOTE: "Substantial Interest Holder" means any person who has beneficial control of 10% or more of the outstanding voting stock of Gridiron Air LLC (the "Company"). Your responses to this questionnaire will be made part of a publicly-filed Application to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Name and Address of the Substantial Interest Holder:

Gridiron Ventures LLC

201 American Concourse, Suite L01D

Fort Worth, Texas 76106

2. Title or Position of Individual Signing this Questionnaire on behalf of the Substantial Interest Holder:

David Koeninger, Secretary, Gridiron Ventures LLC

3. Is the Substantial Interest Holder a citizen of the United States*¹?

Yes √ No (check (√) one)

If the Substantial Interest Holder is not a citizen of the United States, please state the Substantial Interest Holder's nationality/citizenship: _____

4. Please state the number of shares of the Company's voting stock held or to be held by the Substantial Interest Holder, the corresponding percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the Substantial Interest Holder, such interest is held:

Gridiron Ventures LLC owns 100% of the outstanding stock of Gridiron Air LLC.

*¹ Under the U.S. Aviation Code, "citizen of the United States" means—

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting interest is owned and controlled by persons that are citizens of the United States.

5. Is the Substantial Interest Holder related by blood or marriage to any other Substantial Interest Holder? If yes, please state the name of, and relationship with, each other Substantial Interest Holder.

Yes _____ No ✓ (check (✓) one)

6. Is the Substantial Interest Holder or any subsidiary currently, or has it in the past been, an air carrier, foreign air carrier, common carrier, or substantially engaged in the business of aeronautics, or an officer or director of any such entity, or a holder of 10% or more of the total outstanding voting stock of any such entity? If yes, please explain.

Yes ✓ No _____ (check (✓) one)

Gridiron Ventures LLC owns 100% of Gridiron Air LLC.

7. Are there any pending actions or outstanding judgments against the Substantial Interest Holder for more than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against the Substantial Interest Holder of less than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints by the U.S. Department of Transportation and/or the Federal Aviation Administration involving the Substantial Interest Holder?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against the Substantial Interest Holder in the past 10 years?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

- 11. Has the Substantial Interest Holder experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 CFR 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the involved company itself?**

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.



Signature

4.18.23

Date

David Koeninger, Secretary, Gridiron Ventures LLC
Name/Title [Print]

**DOT FITNESS EVALUATION
SUBSTANTIAL INTEREST HOLDER FITNESS QUESTIONNAIRE**

NOTE: "Substantial Interest Holder" means any person who has beneficial control of 10% or more of the outstanding voting stock of Gridiron Ventures LLC (the "Company"), substantial interest holder of Gridiron Air LLC. Your responses to this questionnaire will be made part of a publicly-filed Application to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Name and Address of the Substantial Interest Holder:

Gridiron Investments LLC
201 American Concourse, Suite L01D
Fort Worth, Texas 76106

2. Title or Position of Individual Signing this Questionnaire on behalf of the Substantial Interest Holder:

David Koeninger, Secretary, Gridiron Investments LLC

3. Is the Substantial Interest Holder a citizen of the United States*¹?

Yes √ No (check (√) one)

If the Substantial Interest Holder is not a citizen of the United States, please state the Substantial Interest Holder's nationality/citizenship: _____

4. Please state the number of shares of the Company's voting stock held or to be held by the Substantial Interest Holder, the corresponding percentage of the total number of such shares issued and outstanding, and the citizenship and principal business of any person for whose account, if other than the Substantial Interest Holder, such interest is held:

Gridiron Investments LLC owns all of the outstanding shares of Gridiron Ventures LLC.

^{*1} Under the U.S. Aviation Code, "citizen of the United States" means—

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting interest is owned and controlled by persons that are citizens of the United States.

5. Is the Substantial Interest Holder related by blood or marriage to any other Substantial Interest Holder? If yes, please state the name of, and relationship with, each other Substantial Interest Holder.

Yes _____ No ✓ (check (✓) one)

6. Is the Substantial Interest Holder or any subsidiary currently, or has it in the past been, an air carrier, foreign air carrier, common carrier, or substantially engaged in the business of aeronautics, or an officer or director of any such entity, or a holder of 10% or more of the total outstanding voting stock of any such entity? If yes, please explain.

Yes ✓ No _____ (check (✓) one)

Indirect substantial interest holder of Gridiron Air LLC.

7. Are there any pending actions or outstanding judgments against the Substantial Interest Holder for more than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against the Substantial Interest Holder of less than \$5,000?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints by the U.S. Department of Transportation and/or the Federal Aviation Administration involving the Substantial Interest Holder?

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against the Substantial Interest Holder in the past 10 years?

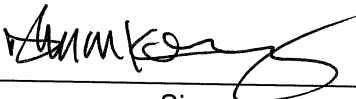
Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

- 11. Has the Substantial Interest Holder experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 CFR 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the involved company itself?**

Yes _____ No ✓ (check (✓) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

 4.18.23
Signature Date

David Koening, Secretary, Gridiron Investments LLC
Name/Title [Print]

EXHIBIT GA-6

**DOT FITNESS EVALUATION
SUBSTANTIAL INTEREST HOLDER FITNESS QUESTIONNAIRE**

NOTE: "Substantial Interest Holder" means any person who has beneficial control of 10% or more of the outstanding voting stock of Gridiron Investments LLC (the "Company"), indirect substantial interest holder of Gridiron Air LLC. Your responses to this questionnaire will be made part of a publicly-filed Application to the United States Department of Transportation ("DOT") under 14 CFR 204.3. **Please answer all questions fully, accurately, and completely.** If more detailed responses are required or requested, please use the attached "Detailed Response Sheet". Once you have answered all questions fully, accurately, and completely, **please sign and date your questionnaire responses.**

1. Name and Address of the Substantial Interest Holder:

The Michael J. Bidwill Revocable Trust (2022) dated May 17, 2022

201 American Concourse, Suite L01D

Fort Worth, Texas 76106

2. Title or Position of Individual Signing this Questionnaire on behalf of the Substantial Interest Holder:

Michael J. Bidwill, as sole trustee of The Michael J. Bidwill Revocable Trust (2022)

3. Is the Substantial Interest Holder a citizen of the United States*¹?

Yes **X** No (check (√) one)

a. Is the Trustee a citizen of the United States? Yes **X** No (check (√) one)

b. Are all of the beneficiaries of the Trust citizens of the United States?

Yes **X** No (check (√) one)

c. Is the Trust established under the laws of a U.S. State and, if so, which State?

Yes **X** (State Name: Arizona) No (check (√) one)

If the Substantial Interest Holder is not a citizen of the United States, please state the Substantial Interest Holder's nationality/citizenship: _____

*¹ Under the U.S. Aviation Code, "citizen of the United States" means—

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting interest is owned and controlled by persons that are citizens of the United States.

4. Please state (i) the number of shares of the Company's voting stock held or to be held by the Substantial Interest Holder, (ii) the corresponding percentage of the total number of such shares issued and outstanding, and (iii) the citizenship and principal business of any person for whose account, if other than the Substantial Interest Holder, such interest is held:

- (i) 10,000 shares of the Company's Class A Common Shares
- (ii) 100% of the issued and outstanding Class A Common Shares, the only class of voting shares of the Company, and 10% of the issued and outstanding stock of the Company
- (iii) held by the Trust for the benefit of Michael J. Bidwill, a citizen of the United States, as the beneficiary of the Trust; see also questionnaire of Michael J. Bidwill provided as part of Exhibit GA-3.

5. Is the Substantial Interest Holder related by blood or marriage to any other Substantial Interest Holder? If yes, please state the name of, and relationship with, each other Substantial Interest Holder.

Yes _____ No X (check (√) one)

6. Is the Substantial Interest Holder or any subsidiary currently, or has it in the past been, an air carrier, foreign air carrier, common carrier, or substantially engaged in the business of aeronautics, or an officer or director of any such entity, or a holder of 10% or more of the total outstanding voting stock of any such entity? If yes, please explain.

Yes X No _____ (check (√) one)

Indirect substantial interest holder of Gridiron Air LLC.

7. Are there any pending actions or outstanding judgments against the Substantial Interest Holder for more than \$5,000?

Yes _____ No X (check (√) one)

If your answer is "Yes", please list all such actions and outstanding judgments, including the date and amount of each such action and judgment, the party to whom it is payable, and how long it has been outstanding.

8. Are there any pending actions or outstanding judgments against the Substantial Interest Holder of less than \$5,000?

Yes _____ No X (check (√) one)

If your answer is "Yes", please supply the total number and aggregate amount of all such actions and outstanding judgments.

9. Are there any pending investigations, enforcement actions or formal complaints by the U.S. Department of Transportation and/or the Federal Aviation Administration involving the Substantial Interest Holder?

Yes _____ No X (check (√) one)

If your answer is "Yes", please describe each such investigation, complaint or action, indicate its current status or final disposition, and describe any corrective actions taken.

10. Have any charges of unfair, deceptive or anticompetitive business practices, or of fraud, felony or antitrust violations, been brought against the Substantial Interest Holder in the past 10 years?

Yes _____ No X (check (√) one)

If your answer is "Yes", please describe and indicate the current status/disposition of each such charge or proceeding.

11. Has the Substantial Interest Holder experienced any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 CFR 830.2), which occurred either during the past year or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the involved company itself?

Yes _____ No X (check (√) one)

If your answer is "Yes", please describe, including the date of the occurrence, the type of flight, the number of passengers/crew onboard and description of any injuries, a description of damage to the aircraft, FAA/NTSB file numbers and status of any investigations, and a summary of positive actions taken to prevent recurrence.

The Michael J. Bidwill Revocable Trust (2022) dated May 17, 2022

By: Michael J. Bidwill 4/18/23
Signature Date

Michael J. Bidwill, Trustee

Name/Title [Print]

EXHIBIT GA-7

OWNERSHIP DIAGRAM OF GRIDIRON AIR LLC

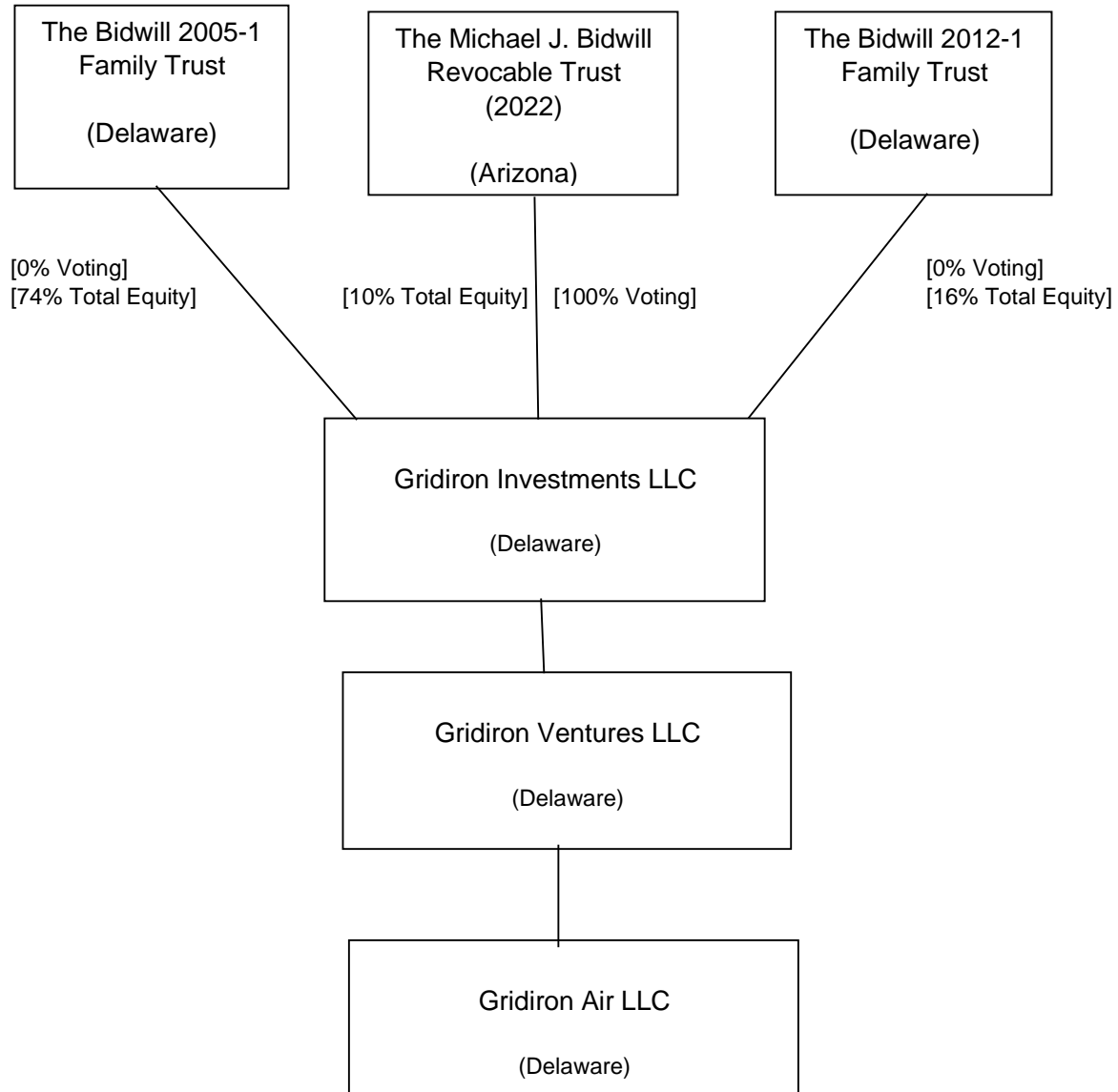


EXHIBIT GA-8

AFFIDAVIT OF SAFETY COMPLIANCE

STATE OF Texas)

COUNTY OF Parker)

SS:

Kenneth Wright, being first duly sworn, deposes and says:

1. That he is duly elected, qualified, and serving as Chief Technical Officer of Gridiron Air LLC and that he is authorized to and does make this affidavit for it.
2. That all aircraft leased by Gridiron Air LLC have been certified by the Federal Aviation Administration ("FAA") and currently comply with all applicable FAA safety standards under Part 91, as well as the noise standards of Part 36, of the Federal Aviation Regulations, and will comply with all applicable FAA safety standards under Part 121 before operations are commenced under the requested DOT certificate authority.

Kenneth Wright
Name: Kenneth Wright

Chief Technical Officer
Title: Chief Technical Officer

Subscribed and sworn to before me this 24th day of April, 2023.

Kayla Lindsey
Name of Notary Public: Kayla Lindsey

[SEAL]

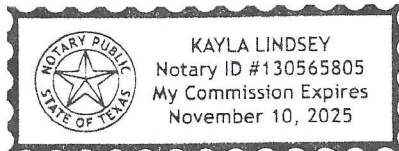


EXHIBIT GA-9

Gridiron Air*Historical Balance Sheet*

	As of 12/31/2022	As of 4/26/2023
Assets		
Cash	136,945	20,221,079
Accounts Receivable	-	-
Prepaid Expense	900,487	1,668,500
Inventory	-	-
Subtotal Current Assets	1,037,432	21,889,580
Property & Equipment	-	51,327
Total Assets	1,037,432	21,940,907
Liabilities		
Accounts Payable	2,089,781	4,838,507
Other	-	-
Subtotal Current Liabilities	2,089,781	4,838,507
Other Long-term Liabilities	-	-
Subtotal Total Liabilities	2,089,781	4,838,507
Equity		
Paid in Capital	-	20,000,000
Retained Earnings	(1,052,350)	(2,897,600)
Subtotal Equity	(1,052,350)	17,102,400
Total Liabilities & Equity	1,037,432	21,940,907

Notes to Balance Sheet

- i. Prepared in accordance with General Accepted Accounting Principles (GAAP) with the exception of the application of ASC 842 – Lease Accounting. Gridiron is still in the process of evaluating the impact of its various leases on its balance sheet
- ii. No significant accounting treatments beyond general accounting for current assets and liabilities; no significant events have occurred since BS preparation
- iii. Statements prepared under direction of Greg Lee, CPA--CFO/Treasurer, Gridiron Air. Mr. Lee's questionnaire and resume are provided as part of Exhibit GA-3

Confidential Treatment Requested Under 14 C.F.R. § 302.12

EXHIBIT GA-10

Confidential Treatment Requested Under 14 C.F.R. § 302.12

Gridiron Air

Income Statement Forecast

	1	2	3	Q1	4	5	6	Q2	7	8	9	Q3	10	11	12	Q4	Y1
Operating Activities & Statistics																	
Aircraft	2	2	2	2	3	3	3	3	3	4	4	4	4	4	4	4	2-4 ac
Charter Trips	2	2	2	6	5	5	5	15	5	17	17	39	17	17	17	51	111
Charter Trip Days	6	6	6	18	15	15	15	45	15	39	39	93	39	39	39	117	273
Charter Total Block Hours	10	10	10	30	25	25	25	75	25	73	73	171	73	73	73	219	495
Revenue																	
Aircraft Management Fee																	
Charter Revenue																	
TOTAL OPERATING REVENUE																	
Direct Operating Costs (EE Sal & Ben)																	
Pilot Salary	5,950	5,950	5,950	17,850	14,875	14,875	14,875	44,625	14,875	43,435	43,435	101,745	43,435	43,435	43,435	130,305	294,525
Flight Attendant Salary	3,750	3,750	3,750	11,250	9,375	9,375	9,375	28,125	9,375	27,375	27,375	64,125	27,375	27,375	27,375	82,125	185,625
Maintenance Salary	1,870	1,870	1,870	5,610	4,675	4,675	4,675	14,025	4,675	13,651	13,651	31,977	13,651	13,651	13,651	40,953	92,565
Other Flight/Ops Personnel Salary	117,917	117,917	117,917	353,750	117,917	117,917	117,917	353,750	117,917	117,917	117,917	353,750	117,917	117,917	117,917	353,750	1,415,000
Benefits & Payroll Taxes	36,256	36,256	36,256	108,769	41,116	41,116	41,116	123,347	41,116	56,666	56,666	154,447	56,666	56,666	56,666	169,997	556,560
Subtotal - EE SALARY & BENEFITS DOC	165,743	165,743	165,743	497,229	187,957	187,957	187,957	563,872	187,957	259,043	259,043	706,044	259,043	259,043	259,043	777,130	2,544,275
Direct Operating Costs (FLT HRS)																	
Fuel	75,000	75,000	75,000	225,000	187,500	187,500	187,500	562,500	187,500	547,500	547,500	1,282,500	547,500	547,500	547,500	1,642,500	3,712,500
Security/Ground Screening	4,200	4,200	4,200	12,600	10,500	10,500	10,500	31,500	10,500	30,660	30,660	71,820	30,660	30,660	30,660	91,980	207,900
Aircraft Supplies	5,000	5,000	5,000	15,000	12,500	12,500	12,500	37,500	12,500	36,500	36,500	85,500	36,500	36,500	36,500	109,500	247,500
Maintenance Programs/Engine Reserves	30,000	30,000	30,000	90,000	75,000	75,000	75,000	225,000	75,000	219,000	219,000	513,000	219,000	219,000	219,000	657,000	1,485,000
Scheduled Maintenance Reserves	28,000	28,000	28,000	84,000	70,000	70,000	70,000	210,000	70,000	204,400	204,400	478,800	204,400	204,400	204,400	613,200	1,386,000
Non-Scheduled Maintenance Reserves	40,000	40,000	40,000	120,000	100,000	100,000	100,000	300,000	100,000	292,000	292,000	684,000	292,000	292,000	292,000	876,000	1,980,000
Subtotal - FLT HR DOC	182,200	182,200	182,200	546,600	455,500	455,500	455,500	1,366,500	455,500	1,330,060	1,330,060	3,115,620	1,330,060	1,330,060	1,330,060	3,990,180	9,018,900
Direct Operating Costs (TRIP)																	
Catering	21,000	21,000	21,000	63,000	52,500	52,500	52,500	157,500	52,500	178,500	178,500	409,500	178,500	178,500	178,500	535,500	1,165,500
Aircraft Cleaning	1,500	1,500	1,500	4,500	3,750	3,750	3,750	11,250	3,750	12,750	12,750	29,250	12,750	12,750	12,750	38,250	83,250
Handling/Ground Fee	18,600	18,600	18,600	55,800	46,500	46,500	46,500	139,500	46,500	158,100	158,100	362,700	158,100	158,100	158,100	474,300	1,032,300
Crew Hotels	10,800	10,800	10,800	32,400	27,000	27,000	27,000	81,000	27,000	70,200	70,200	167,400	70,200	70,200	70,200	210,600	491,400
Crew Per Diem	4,680	4,680	4,680	14,040	11,700	11,700	11,700	35,100	11,700	30,420	30,420	72,540	30,420	30,420	30,420	91,260	212,940
Crew Ground Transport	1,440	1,440	1,440	4,320	3,600	3,600	3,600	10,800	3,600	9,360	9,360	22,320	9,360	9,360	9,360	28,080	65,520
Crew Other Travel	720	720	720	2,160	1,800	1,800	1,800	5,400	1,800	4,680	4,680	11,160	4,680	4,680	4,680	14,040	32,760
Subtotal - TRIP DOC	58,740	58,740	58,740	176,220	146,850	146,850	146,850	440,550	146,850	464,010	464,010	1,074,870	464,010	464,010	464,010	1,392,030	3,083,670
Fixed Operating Costs																	
G&A Salary	241,125	241,125	241,125	723,375	241,125	241,125	241,125	723,375	241,125	241,125	241,125	723,375	241,125	241,125	241,125	723,375	2,893,500
G&A Benefits	67,515	67,515	67,515	202,545	67,515	67,515	67,515	202,545	67,515	67,515	67,515	202,545	67,515	67,515	67,515	202,545	810,180
Maintenance																	
Mx - unscheduled	41,667	41,667	41,667	125,000	41,667	41,667	41,667	125,000	41,667	41,667	41,667	125,000	41,667	41,667	41,667	125,000	500,000
Aircraft Communication/WIFI	12,000	12,000	12,000	36,000	30,000	30,000	30,000	90,000	30,000	78,000	78,000	186,000	78,000	78,000	78,000	234,000	546,000
Training																	
Pilot	25,000	17,000	17,000	59,000	17,000	17,000	17,000	51,000	17,000	17,000	17,000	51,000	17,000	17,000	17,000	51,000	212,000
Flight Attendant	12,450	9,450	9,450	31,350	9,450	9,450	9,450	28,350	9,450	9,450	9,450	28,350	9,450	9,450	9,450	28,350	116,400
Other	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	50,000
Uniforms	4,375	4,375	4,375	13,125	4,375	4,375	5,500	14,250	5,500	5,500	5,500	16,500	5,500	5,500	5,500	16,500	60,375
Travel & Entertainment																	
Airfare	14,400	14,400	14,400	43,200	14,400	14,400	14,400	43,200	14,400	14,400	14,400	43,200	14,400	14,400	14,400	43,200	172,800
Hotel	10,800	10,800	10,800	32,400	10,800	10,800	10,800	32,400	10,800	10,800	10,800	32,400	10,800	10,800	10,800	32,400	129,600
Meals	3,600	3,600	3,600	10,800	3,600	3,600	3,600	10,800	3,600	3,600	3,600	10,800	3,600	3,600	3,600	10,800	43,200
Travel Other	833	833	833	2,500	833	833	833	2,500	833	833	833	2,500	833	833	833	2,500	10,000
Professional & Technology Fees																	
Legal & Tax	15,000	15,000	15,000	45,000	15,000	15,000	15,000	45,000	15,000	15,000	15,000	45,000	15,000	15,000	15,000	45,000	180,000
Technology & Consulting	5,000	5,000	5,000	15,000	5,000	5,000	5,000	15,000	5,000	5,000	5,000	15,000	5,000	5,000	5,000	15,000	60,000
Other Services (Acctg/Other)	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	50,000
Marketing & Advertising	2,083	2,083	2,083	6,250	2,083	2,083	2,083	6,250	2,083	2,083	2,083	6,250	2,083	2,083	2,083	6,250	25,000
Lease & Rentals																	
Aircraft Rent	500,000	500,000	500,000	1,500,000	750,000	750,000	750,000	2,250,000	750,000	1,000,000	1,000,000	2,750,000	1,000,000	1,000,000	1,000,000	3,000,000	9,500,000
Aircraft Parking	4,524	4,524	4,524	13,571	6,786	6,786	6,786	20,357	6,786	9,048	9,048	24,881	9,048	9,048	9,048	27,143	85,952
Office Space	30,417	30,417	30,417	91,250	30,417	30,417	30,417	91,250	30,417	30,417	30,417	91,250	30,417	30,417	30,417	91,250	365,000

Confidential Treatment Requested Under 14 C.F.R. § 302.12

Gridiron Air

Income Statement Forecast

Insurance																	
Aviation	135,442	135,442	135,442	406,326	203,163	203,163	203,163	609,488	203,163	270,884	270,884	744,930	270,884	270,884	270,884	812,651	2,573,395
D&O, Cybersecurity, etc.	15,000	15,000	15,000	45,000	15,000	15,000	15,000	45,000	15,000	15,000	15,000	45,000	15,000	15,000	15,000	45,000	180,000
Other																	
Security	12,500	12,500	12,500	37,500	12,500	12,500	12,500	37,500	12,500	12,500	12,500	37,500	12,500	12,500	12,500	37,500	150,000
Non-AC Repair & Maintenance	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	4,167	4,167	4,167	12,500	50,000
Utilities	10,000	10,000	10,000	30,000	10,000	10,000	10,000	30,000	10,000	10,000	10,000	30,000	10,000	10,000	10,000	30,000	120,000
Telephone	7,820	7,820	7,820	23,460	7,820	7,820	8,970	24,610	8,970	8,970	8,970	26,910	8,970	8,970	8,970	26,910	101,890
Supplies	5,667	5,667	5,667	17,000	5,667	5,667	6,500	17,833	6,500	6,500	6,500	19,500	6,500	6,500	6,500	19,500	73,833
Technology - Hardware/Software	14,167	14,167	14,167	42,500	14,167	14,167	16,250	44,583	16,250	16,250	16,250	48,750	16,250	16,250	16,250	48,750	184,583
Contingency	60,194	60,194	60,194	180,583	77,093	77,093	77,353	231,540	77,353	95,752	95,752	268,857	95,752	95,752	95,752	287,256	968,235
Subtotal Fixed Expense	1,273,245	1,262,245	1,262,245	3,797,735	1,617,127	1,617,127	1,622,578	4,856,832	1,622,578	2,008,960	2,008,960	5,640,498	2,008,960	2,008,960	2,008,960	6,026,880	20,321,945
TOTAL OPERATING EXPENSE	1,679,928	1,668,928	1,668,928	5,017,783	2,407,434	2,407,434	2,412,885	7,227,754	2,412,885	4,062,074	4,062,074	10,537,032	4,062,074	4,062,074	4,062,074	12,186,221	34,968,790
Operating Income																	
Operating Margin																	

Notes to Income Statement

- business model assumes flying 777-200s for charters as a single entity, including sports teams
- charters assume average block time of ~4.25 to 5 hours and no cargo revenue
- income statement prepared on a cash basis
- costs were developed using historical 777 Part 125 ops; where no actuals existed, industry metrics and/or management experience was used
- volume-driven expenses allocated on block hours or trips while fixed costs are allocated over a calendar period
- pilot salary modeled at \$ 595 per block hour and Flight Attendants at \$375 per block hour
- fuel burn modeled at ~2100 gallons per block hour at \$3.50 per gallon

Gridiron Air*Pre-Operations Expense Detail*

Category	Paid 2022	+	Paid 1Q 2023	=	Paid Startup	+	Forecast Startup	=	Total Expense	Comments
Salaries & Wages	298,159		358,667		656,825		3,336,500		3,993,325	
Employee Benefits	24,313		57,393		81,706		934,220		1,015,926	
Aircraft Related										
Fuel	-		12,591		12,591		375,000		387,591	Proving Run Flights - 50 hrs (\$375K)
Vendor Flight Plan Fees	-		490		490		-		490	
Manuals & Charts	121,429		-		121,429		-		121,429	
Avionics/Comm	21,228		12,892		34,120		50,000		84,120	
Maintenance	184,727		19,928		204,654		375,000		579,654	
Mx Tooling & Equipment	-		51,327		51,327		150,000		201,327	
Insurance	167,481		105,215		272,696		1,308,977		1,581,672	
Legal Fees	-		2,840		2,840		135,000		137,840	
Professional Fees	227,923		49,875		277,798		1,407,500		1,685,298	
Recruiting Fees	26,520		78,730		105,250		25,000		130,250	
Marketing	-		323,875		323,875		18,750		342,625	Branding /Website Design (\$117K)
Pilot Training	-		-		-		204,000		204,000	
Flight Attendant Training	-		-		-		113,400		113,400	
Training & Development	-		15,351		15,351		125,000		140,351	
Hardware/Software	-		21,936		21,936		63,333		85,269	
Supplies	-		12,109		12,109		25,333		37,443	
Licensing & Taxes	6,112				6,112		-		6,112	
Telephone/Utilities	-		353		353		94,960		95,313	
Travel & Entertainment	4,954		95,290		100,244		50,700		150,944	
Moving	-		19,420		19,420		-		19,420	
Miscellaneous	1,739		2,188		3,927		261,819		265,746	
	<u>\$ 1,084,585</u>		<u>\$ 1,240,468</u>		<u>\$ 2,325,054</u>		<u>\$ 9,054,492</u>		<u>\$ 11,379,546</u>	

Gridiron Air
Pro Forma Balance Sheet Forecast

	1	2	3	Q1	4	5	6	Q2	7	8	9	Q3	10	11	12	Q4
Assets																
Cash	10,062,620	9,977,714	9,764,371	9,764,371	9,014,800	9,084,115	9,362,283	9,362,283	8,945,689	9,422,717	10,419,964	10,419,964	11,125,326	12,773,529	14,421,733	14,421,733
Accounts Receivable	1,177,200	1,831,200	1,962,000	1,962,000	3,097,800	3,728,800	3,855,000	3,855,000	3,855,000	6,510,990	7,986,540	7,986,540	8,281,650	8,281,650	8,281,650	8,281,650
Prepaid Expense	270,884	135,442	-	-	406,326	203,163	-	-	541,767	270,884	-	-	541,767	270,884	-	-
Inventory	9,800	19,600	29,400	29,400	53,900	78,400	102,900	102,900	127,400	198,940	270,480	270,480	342,020	413,560	485,100	485,100
Subtotal Current Assets	11,520,503	11,963,956	11,755,771	11,755,771	12,572,826	13,094,478	13,320,183	13,320,183	13,469,856	16,403,531	18,676,984	18,676,984	20,290,763	21,739,623	23,188,483	23,188,483
Property & Equipment	40,833	81,667	122,500	122,500	163,333	204,167	245,000	245,000	285,833	326,667	367,500	367,500	408,333	449,167	490,000	490,000
Total Assets	11,561,337	12,045,623	11,878,271	11,878,271	12,736,159	13,298,645	13,565,183	13,565,183	13,755,690	16,730,197	19,044,484	19,044,484	20,699,096	22,188,790	23,678,483	23,678,483
Liabilities																
Accounts Payable	1,466,185	2,280,732	2,443,642	2,443,642	3,108,297	3,477,551	3,556,307	3,556,307	3,559,033	5,043,847	5,868,441	5,868,441	6,033,360	6,033,360	6,033,360	6,033,360
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Current Liabilities	1,466,185	2,280,732	2,443,642	2,443,642	3,108,297	3,477,551	3,556,307	3,556,307	3,559,033	5,043,847	5,868,441	5,868,441	6,033,360	6,033,360	6,033,360	6,033,360
Other Long-term Liabilities (Mx Reserve)	41,667	83,333	125,000	125,000	166,667	208,333	250,000	250,000	291,667	333,333	375,000	375,000	416,667	458,333	500,000	500,000
Subtotal Total Liabilities	1,507,852	2,364,066	2,568,642	2,568,642	3,274,964	3,685,884	3,806,307	3,806,307	3,850,700	5,377,181	6,243,441	6,243,441	6,450,027	6,491,694	6,533,360	6,533,360
Equity																
Paid in Capital	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000	20,000,000
Retained Earnings	(9,946,515)	(10,318,443)	(10,690,371)	(10,690,371)	(10,538,805)	(10,387,239)	(10,241,125)	(10,241,125)	(10,095,010)	(8,646,984)	(7,198,957)	(7,198,957)	(5,750,931)	(4,302,904)	(2,854,878)	(2,854,878)
Subtotal Equity	10,053,485	9,681,557	9,309,629	9,309,629	9,461,195	9,612,761	9,758,875	9,758,875	9,904,990	11,353,016	12,801,043	12,801,043	14,249,069	15,697,096	17,145,122	17,145,122
Total Liabilities & Equity	11,561,337	12,045,623	11,878,271	11,878,271	12,736,159	13,298,645	13,565,183	13,565,183	13,755,690	16,730,197	19,044,484	19,044,484	20,699,096	22,188,790	23,678,483	23,678,483

Notes to Balance Sheet

- Prepared in accordance with General Accepted Accounting Principles (GAAP) with the exception of ASC 842 – Lease Accounting. Gridiron is still in the process of evaluating the impact of its various leases on the balance sheet
- No significant accounting treatments beyond general accounting for current assets, current liabilities and maintenance reserve
- Forecast prepared under direction of Greg Lee, CPA-CFO/Treasurer, Gridiron Air. Mr. Lee's questionnaire and resume are provided as part of Exhibit GA-3

EXHIBIT GA-11

**WELLS
FARGO**

Commercial Banking

MAC S4035-02D
8601 N. Scottsdale Rd. Suite 200, 2nd floor
Scottsdale, AZ 85253

April 26, 2023

To: Ms. Lauralyn Remo
Associate Director and Chief
Air Carrier Fitness Division
Office of Aviation Analysis
U.S. Department of Transportation
1200 New Jersey Avenue, S.E.
Washington, D.C. 20590

Re: Gridiron Air LLC
2415 E Camelback Rd Suite 600
Phoenix AZ 85016

This letter is intended to confirm that the above customer has an active Deposit Account at Wells Fargo Bank N.A. Account [REDACTED] currently holds an available balance of \$20,221,079.48 as of April 26, 2023.

If there are further questions regarding this matter, please contact Relationship Associate **Rosa Diaz** at **480-887-5394**.

Sincerely,



Rosa Diaz
Relationship Associate
Arizona Middle Market Banking



EXHIBIT GA-12



AGREEMENT

The undersigned carriers (hereinafter referred to as "the Carriers") hereby agree as follows:

1. Each of the Carriers shall, effective May 16, 1966, include the following in its conditions of carriage, including tariffs embodying conditions of carriage filed by it with any government:

"The Carrier shall avail itself of the limitation of liability provided in the Convention for the Unification of Certain Rules Relating to International Carriage by Air signed at Warsaw October 12th, 1929, or provided in the said Convention as amended by the Protocol signed at The Hague September 28th, 1955. However, in accordance with Article 22(1) of said Convention, or said Convention as amended by said Protocol, the Carrier agrees that, as to all international transportation by the Carrier as defined in the said Convention or said Convention as amended by said Protocol, which, according to the contract of Carriage, includes a point in the United States of America as a point of origin, point of destination, or agreed stopping place

- (1) The limit of liability for each passenger for death, wounding, or other bodily injury shall be the sum of US \$75,000 inclusive of legal fees and costs, except that, in case of a claim brought in a State where provision is made for separate award of legal fees and costs, the limit shall be the sum of US \$58,000 exclusive of legal fees and costs.
- (2) The Carrier shall not, with respect to any claim arising out of the death, wounding, or other bodily injury of a passenger, avail itself of any defense under Article 20(1) of said Convention or said Convention as amended by said Protocol.

Nothing herein shall be deemed to affect the rights and liabilities of the Carrier with regard to any claim brought by, on behalf of, or in respect of any person who has willfully caused damage which resulted in death, wounding, or other bodily injury of a passenger."

2. Each Carrier shall, at the time of delivery of the ticket, furnish to each passenger whose transportation is governed by the Convention, or the Convention as amended by the Hague Protocol, and by the special contract described in paragraph 1, the following notice, which shall be printed in type at least as large as 10 point modern type and in ink contrasting with the stock on (i) each ticket; (ii) a piece of paper either placed in the ticket envelope with the ticket or attached to the ticket; or (iii) on the ticket envelope:

"ADVICE TO INTERNATIONAL PASSENGER ON LIMITATION OF LIABILITY

Passengers on a journey involving an ultimate destination or a stop in a country other than the country of origin are advised that the provisions of a treaty known as the Warsaw Convention may be applicable to the entire journey, including any portion entirely within the country of origin or destination. For such passengers on a journey to, from, or with an agreed stopping place in the United States of America, the Convention and special contracts of carriage embodied in applicable tariffs provide that the liability of

[certain
[(name of carrier) and certain other]]* carriers parties to such special contracts for death of or personal injury to passengers is limited in most cases to proven damages not to exceed US \$75,000 per passenger, and that this liability up to such limit shall not depend on negligence on the part of the carrier. For such passengers traveling by a carrier not a party to such special contracts or on a journey not to, from, or having an agreed stopping place in the United States of America, liability of the carrier for death or personal injury to passengers is limited in most cases to approximately US \$10,000 or US \$20,000.

The names of Carriers parties to such special contracts are available at all ticket offices of such carriers and may be examined on request.

Additional protection can usually be obtained by purchasing insurance from a private company. Such insurance is not affected by any limitation of the carrier's liability under the Warsaw Convention or such special contracts of carriage. For further information please consult your airline or insurance company representative."

3. [This Agreement was filed with the Civil Aeronautics Board of the United States. The Board approved it by Order E-23680, adopted May 13, 1966. The Agreement (Agreement 18900) became effective May 16, 1966. On January 1, 1985, this Agreement became the responsibility of the Department of Transportation (DOT) by operation of law.]

4. This Agreement may be signed in any number of counterparts, all of which shall constitute one Agreement. Any Carrier may become a party to this Agreement by signing a counterpart hereof and depositing it with DOT.

5. Any Carrier party hereto may withdraw from this Agreement by giving twelve (12) months' written notice of withdrawal to DOT and the other Carriers parties to the Agreement.

*Either alternative may be used.

(Signature and Date)

04.10.2023

(Printed Name and Title)

Paul Kirby, President and CEO

(Name and Address of Carrier)

Gridiron Air LLC

201 American Concourse, Suite L01D

Fort Worth, TX 76106

EXHIBIT GA-13

CERTIFICATION

Pursuant to title 18 United States Code section 1001, I, Paul Kirby, in my individual capacity and as the authorized representative of Gridiron Air LLC, have not in any manner knowingly and willfully falsified, concealed or covered up any material fact or made any false, fictitious, or fraudulent statement or knowingly used any documents which contain such statements in connection with the preparation, filing or prosecution of the Applications of Gridiron Air LLC (interstate charter air transportation; foreign charter air transportation) and accompanying Exhibits. I understand that an individual who is found to have violated the provisions of 18 U.S.C. section 1001 shall be fined not more than \$10,000 or imprisoned not more than five years, or both.

April 27, 2023

A handwritten signature in black ink, appearing to read 'P. Kirby', is positioned above a horizontal line.

Paul Kirby
President and CEO
Gridiron Air LLC