

May 24, 1984

Daniel J. Fowler, Esq.
Ames, Daugherty, Black, Ashabrunner,
Rogers and Fowler
6440 Avondale Drive, Suite 200
Oklahoma City, OK 73116

Re: Empire Airlines, Inc.

Dear Mr. Fowler:

In connection with the transfer of N513 and related engines and spare parts (hereinafter referred to as the collateral), to Empire Airlines, Inc. (Empire), by the United States, acting through the Federal Aviation Administration (the FAA), you have submitted a Release to be executed by the FAA, a Termination of Agreement to be executed by the FAA and Empire, and stated that the transfer also contemplates execution of a Bill of Sale by the FAA to Empire. You have asked for the opinion of Aeronautical Center Counsel on these documents and the filings presently of record with the FAA Aircraft Registry, as being sufficient to meet the requirements of 14 CFR Part 47 to evidence transfer of ownership of the collateral to Empire, and to render the aircraft eligible for registration in the name of Empire Airlines, Inc.

This aircraft was formerly owned by, and registered in the name of Altair Airlines, Inc. Upon Altair's default, the Philadelphia National Bank repossessed the aircraft, and filed with the Registry its Certificate of Repossession as to the aircraft and engines. The Certificate of Repossession has been duly recorded. The Bank thereafter assigned all its right, title and interest to the collateral to the Federal Aviation Administration.

Thereafter, the FAA and Empire agreed that Empire would purchase the aircraft and other collateral, and until purchase, would lease the aircraft subject to the completion of certain conditions, all of which have now been fulfilled; based on this agreement the aircraft was registered to Empire. Empire and FAA are now ready to complete the transaction.

In our opinion, the filings presently of record with the FAA Aircraft Registry show that the above-referenced transactions properly place the registration of the aircraft in Empire and that the FAA has the authority to complete the transfer of the ownership of the collateral to Empire. The documents submitted for review are appropriate to complete the transfer, releasing all right, title and interest of the FAA in and to the collateral,

and terminating the purchase and lease agreement. Further, we are of the opinion that the documents previously filed with the Aircraft Registry of the FAA, together with documents to be filed, as described above, are sufficient to evidence of record ownership of the aircraft by Empire Airlines, Inc., and are sufficient to continue registration of the aircraft in the name of Empire pursuant to and in accordance with the requirements of 14 CFR Part 47. We are not aware of any impediment or legal objection to completion of the transaction based on the documents reviewed, or of any deficiency in any aspect of the preceding transactions which would inhibit the scheduled transfer of the FAA's interest to Empire.

Enclosed hereto is a copy of an opinion by the FAA Acting Chief Counsel, delineating the transaction, and the authority of the FAA to transfer the named collateral.

Sincerely,

Joseph R. Standell
Aeronautical Center Counsel

Original Signed By
R. BRUCE CARTER
By:
R. Bruce Carter
Attorney Advisor

Enclosure

bcc:
AGC-7 (w/o encl)
AGC-200 (w/o encl)
AAC-250 (w/o encl)

Official File: 2010-19-law

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