

December 17, 1982

Mr. Ronald J. Nussbaum
Attorney at Law
Kronish, Lieb, Shainswit,
Weiner & Hallman
1345 Avenue of the Americas
New York, New York 10105

Dear Mr. Nussbaum:

Your letter of December 6, 1982, sets out proposed terms and conditions generally stating that an established Owner Partnership wishes to establish a trust, with the partnership as beneficiary, and in addition, have an Investor Partnership as one of the limited partner beneficiaries. The proposal as stated is acceptable, since the Federal Aviation Act requires only the applicant for aircraft registration to meet the criteria, not the beneficiaries.

However, the Affidavit of the Trustee must nevertheless meet the criteria stated in Section 47.7(c) that in addition to the Trustee being a citizen of the United States, the beneficiaries are likewise such citizens, or if not, that the noncitizen beneficiaries cannot control more than 25% of the power to remove or limit the functions of the Trustee. There is no objection to one or more general or limited partnerships being beneficiaries under the trust, assuming State law allows the arrangement, and we have no objection to another trustee being a partner in either partnership as beneficiary.

Sincerely,

Original Signed By
R. BRUCE CARTER

Joseph R. Standall
Aeronautical Center Counsel

bcc:
AAC-250
AGC-7
AGC-200