



U.S. Department
of Transportation

**Federal Aviation
Administration**

Mike Monroney
Aeronautical Center

ND 15#
RP JUL 23 2001
P.O. Box 25082
Oklahoma City, Oklahoma 73125

July 11, 2001

Stephan W. Wallace, Esq.
Shook, Hardy & Bacon, L.L.P.
1010 Grand Boulevard, 5th Floor
P.O. Box 15607
Kansas City, MO 64106-0607

Dear Mr. Wallace,

Re: The Voting Trustee Holding Power of Attorney

This letter responds to your request for an advisory opinion concerning a scenario where a voting trust is used to qualify a corporation as a citizen of the United State in accordance with 14 C.F.R. § 47.8. Your specific request is whether the Voting Trustee may hold a power of attorney for the subject corporation.

In our opinion, the granting of a power of attorney to the Voting Trustee makes the Trustee an agent of the corporation. One cannot hold power of attorney, for the corporation, and be totally independent as a voting trustee. Additionally, pursuant to 14 C.F.R. § 47.8 (2)(ii), the Trustee must furnish an affidavit and represent that "each voting trustee is not a past, present, or prospective director, officer, employee, attorney or agent of any other party to the trust agreement." Accordingly, the plain language of the regulation prohibits the Voting Trustee from holding a power of attorney for the corporation.

Sincerely,

Joseph R. Standell
Aeronautical Center Counsel

By:

James M. Webster
General Attorney