



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

Mike Monroney
Aeronautical Center

P.O. Box 25082
Oklahoma City, Oklahoma 73125

mon #
MH MAR 03 2006

February 28, 2006

Leigh Vandiver
Baker Botts, L.L.P.
2001 Ross Ave.
Dallas, TX 75201-2980

Dear Ms. Vandiver,

Re: Partnership Applying for U.S. Aircraft Registration

This responds to your request, of February 24, 2006, for review of the following two scenarios;

- 1) An individual U.S. citizen (the "Trustee") would hold an interest in a partnership in trust for a corporation (the "Corporation"). The Corporation would be the sole beneficiary of the trust. The Trustee would have the power and responsibility to perform all the actions of a partner under the partnership agreement.
- 2) An individual U.S. citizen (the "Nominee") would be appointed by the Corporation to serve as partner and exercise the powers of a partner on the Corporation's behalf.

We understand that the applicant for registration will be a partnership. The partnership has three individual partners, each of which is a U.S. citizen. The parties contemplate the addition of a fourth partner, which is a corporation. In view of the above, our opinion is requested on the eligibility of aircraft for United States registration in scenarios 1 and 2.

Under 49 U.S.C. § 44102, "an aircraft may be registered under section 44103 of this title only when the aircraft is not registered under the laws of a foreign country and is owned by a citizen of the United States." Pursuant to 49 U.S.C. 40102(a)(15)(B), a partnership qualifying as a citizen of the United States is defined as "a partnership each of whose partners is an individual who is a citizen of the United States."

Under the first scenario, it is our opinion that the partnership applicant qualifies as a citizen of the United States as the fourth partner is an individual citizen of the United States. Under scenario 2, it is our opinion that the partnership does not qualify as a citizen of the United States because the Nominee is not an actual partner.

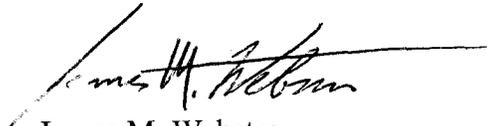
Accordingly, it is our opinion that the partnership meets the citizenship test of Section 40102 under scenario 1 only. Therefore, provided there is sufficient evidence of ownership, upon proper

application under 14 C.F.R. Part 47, aircraft will be eligible for United States registration in the name of the partnership under the first scenario.

Sincerely,

Joseph R. Standell
Aeronautical Center Counsel

By:

A handwritten signature in black ink, appearing to read "James M. Webster", written over a horizontal line.

James M. Webster
General Attorney