



UNITED STATES OF AMERICA
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.

Issued by the Department of Transportation
on the 14th day of May, 2002

Joint applications of

SUN COUNTRY AIRLINES, INC.
and
MN AIRLINES, LLC
d/b/a **SUN COUNTRY AIRLINES**

for a *pendente lite* exemption and for approval of a
transfer of certificate authority under 49 U.S.C.
41105

Dockets OST-02-11860-11
OST-02-11861 - 8

**ORDER CONFIRMING ORAL ACTION
AND TRANSFERRING CERTIFICATE AUTHORITY**

Summary

By this order, we (1) confirm our oral action of April 5, 2002, granting MN Airlines, LLC d/b/a Sun Country Airlines and Sun Country Airlines, Inc. (together, the Joint Applicants) a limited exemption from the transfer requirements of 49 U.S.C. 41105, (2) find that MN Airlines is fit, willing, and able to conduct interstate and foreign scheduled passenger operations as a certificated air carrier, and (3) transfer and reissue to MN Airlines the interstate scheduled certificate authority currently held by Sun Country,¹ subject to various limitations.

¹ Transfer of Sun Country's foreign scheduled certificate authority is subject to Presidential review under 49 U.S.C. 41307 and will be handled in a separate order. However, as more fully discussed below, we will not transfer to MN Airlines the foreign charter certificate currently held by Sun Country (*see* Order 96-6-42). Instead, subject to Presidential review, we will cancel this certificate as redundant.

Background

Sun Country holds certificate authority to engage in interstate and foreign air transportation, both as a scheduled air carrier and as a charter air carrier.^{2 3} Since commencing operations in 1983, Sun Country has provided continuous operations, growing from an all-charter operator to a primarily scheduled service operator with 12 182-seat B727s and seven 168-seat B737-800s.⁴ However, in early December 2001, Sun Country suspended most of its operations (and returned 15 of its 19 aircraft to its lessors) due to losses it was experiencing. Since that time, it has conducted limited scheduled and charter operations using its four remaining aircraft.

In January 2002, three of Sun Country's creditors filed an involuntary Chapter 7 petition to force Sun Country into bankruptcy liquidation. Despite this filing, Sun Country was able to maintain operations and, on March 12, converted the Chapter 7 (liquidation) case to a Chapter 11 (reorganization) case. Shortly thereafter, Sun Country's primary creditor, U.S. Bank National Association (U.S. Bank), obtained approval of the Bankruptcy Court to take possession of certain of Sun Country's assets (including its certificate authority) with the stated intent of selling such assets to MN Airlines for its use.⁵

On March 15, the Joint Applicants filed a request for a transfer of Sun Country's certificate authority to MN Airlines (Docket OST-02-11861) under section 41105 of the Statute.⁶ At the same time, the Joint Applicants requested an exemption from the requirements of section 41105 (Docket OST-02-11860) to the extent necessary to permit

² Sun Country received effective interstate and foreign charter authority in early 1983 (*see* Order 83-1-58, issued January 17, 1983, and Notice of Action Taken, dated March 15, 1983). The company was issued effective interstate and foreign scheduled authority in 1996 (*see* Order 96-6-42, issued June 20, 1996), at which time its interstate charter certificate was cancelled as redundant. At that time, the carrier requested that we not cancel its foreign charter authority stating that its possession of such authority facilitated certain international operations. By Order 98-7-4, issued July 8, 1998, Sun Country's interstate scheduled certificate was reissued to reflect the terms, conditions, and limitations now applicable to all such certificates.

³ In addition to the certificate authority held, Sun Country also holds exemption authority to serve Minneapolis-Aruba and a number of U.S.-Mexico and U.S.-Jamaica markets. As discussed in this order, this exemption authority will be canceled.

⁴ Despite holding effective interstate and foreign scheduled authority since 1996, Sun Country conducted primarily charter operations before mid-1999.

⁵ Specifically, on March 13, the Court issued an order that terminated the automatic stay on U.S. Bank so that the bank could convey Sun Country's assets to MN Airlines (*see* Exhibit D, Docket OST-02-11861).

⁶ The Joint Applicants filed information in support of this application on several occasions, most recently on April 5.

MN Airlines to close on its acquisition of Sun Country's assets prior to action by the Department on the transfer application.

No answers opposing the transfer application were filed and no special issues regarding MN Airlines have come to our attention. The information before us indicates that MN Airlines is fit to conduct air transportation operations as a certificated air carrier. Moreover, as discussed below, it appears that the proposed transfer meets the public interest standard typically applied to such cases.

PUBLIC INTEREST

Section 41105 of the Statute (49 U.S.C. 41105) permits the Department to approve a certificate transfer if it finds that the transfer is consistent with the public interest. The primary decisional criteria in determining the public interest are whether the acquiring entity is a U.S. citizen and will be fit to hold the certificate authority at issue.⁷ Moreover, section 41105(b) requires the Department to analyze the impact of the transfer on the viability of the carrier applicants, competition in the domestic airline industry, and the trade position of the United States in the international air transportation market. Also, the Department has stated that it will carefully consider the impact of any proposed sale of route authority on airline workers.⁸

After reviewing the applicants' pleadings and other data available to the Department, we find that the proposed transaction warrants approval under the decisional criteria. We conclude, as more fully discussed below, that MN Airlines is a U.S. citizen and that it is fit, willing, and able to conduct air transportation under the transferred authority, subject to certain conditions and limitations.

In addition, we find that approval of this transfer will not have a negative impact on the viability of Sun Country or on competition in the domestic airline industry. Moreover, we believe that the impact of this transaction on Sun Country's employees will be positive. Indeed, absent grant of the proposed transfer, the operations currently conducted by Sun Country would likely cease as the company would no longer have the financial capability to sustain its operations. Thus, the transfer of Sun Country's certificate authority to MN Airlines, a company that will continue, and expand on, Sun Country's current operations, can only have a positive impact on Sun Country's employees and result in increased competition in the domestic airline industry.

Further, while Sun Country is not currently conducting any foreign air transportation operations, to the extent that MN Airlines is able to institute such operations under the certificates being transferred, the impact of the transfer of Sun Country's authority on

⁷ See *Arrow Air*, Order 2000-8-5; *Kalitta Air*, Order 2000-10-29; and *Venture Travel/Taquan Air*, Order 2000-12-10.

⁸ See *Initiative to Promote a Strong Competitive Aviation Industry*, January 1994.

the trade position of the United States in the international air transportation market will be positive.

FITNESS

In determining the fitness of an air carrier to receive or hold certificate authority, we use a three-part test: (1) whether the applicant will have the managerial skills and technical ability to conduct the proposed operations, (2) whether it will have access to financial resources sufficient to commence and conduct operations without posing an undue risk to consumers, and (3) whether it will have the disposition to comply with the Statute and regulations imposed by Federal and State agencies. We must also find that the applicant is a U.S. citizen. Thus, in order to receive Sun Country's certificate authority, MN Airlines must be found to be fit and a U.S. citizen.

Ownership and Management

MN Airlines was established in January 2002 as a limited liability company under the laws of the State of Minnesota for the specific purpose of acquiring the assets of Sun Country and utilizing these assets to provide air carrier operations. MN Airlines is authorized to issue 1,000 membership units, of which 834.64 are currently outstanding. Ownership of the issued units is held by Mr. Robert E. Daly, a retired Minnesota attorney and one of the original principals in Sun Country (22.3 percent); MRD Investments, LLC (14.9 percent);⁹ DanGary, LLC (12.4 percent);¹⁰ Mr. Thomas W. Richards, former President (retired) of Idaho Forest Industries (6.2 percent), and his brother Mr. John Richards, former Chief Executive Officer (retired) of Potlatch Corp. (6.2 percent); J.S. Kelly, LLC (17.3 percent);¹¹ Mr. John M. Nelson, Chief Executive Officer of Franklin Capital Group (12.4 percent); and D&S Investments, LLC (8.4 percent).¹² All of the membership units in MN Airlines are voting and each of the identified owners is a U.S. citizen. While MN Airlines' Board is authorized to have up to seven members, at present only four individuals have been named as members. They are Mr. David Banmiller, the current President and Chief Executive Officer of Sun Country/MN Airlines, and Messrs. Robert Daly, John Nelson, and T. Jay Salmen.

⁹ MRD Investments, LLC, is wholly owned by Matthew Daly, President of Pacific Coast Gaming Corp., a company that runs Indian casinos. Matthew Daly is the son of Robert Daly.

¹⁰ Ownership of DanGary, LLC, is divided between Dan Stevens and Gary Uhde. Mr. Stevens is an attorney who represents various entertainers, while Mr. Uhde is involved in construction and real estate development.

¹¹ J.S. Kelly, LLC, is wholly owned by Jon Kelly, the Chairman of River City Bank Corp. of Sacramento, California, and a former broadcasting executive.

¹² D&S Investments, LLC, is owned by Robert Daly and T. Jay Salmen. Mr. Salmen is a practicing attorney with the Minneapolis-based firm of Kennedy & Graven. Messrs. Daly and Salmen formed D&S Investments specifically for the purpose of investing in MN Airlines.

MN Airlines has stated that it does not intend to make any changes in Sun Country's senior management and key technical personnel team. Those individuals who currently serve as Sun Country's President/Chief Executive Officer (Mr. David Banmiller), Chief Financial Officer/Chief Operating Officer (Mr. Mark Osterberg), Directors of Maintenance (Mr. Craig Hirman), Safety (Mr. Tony Kubit), and Operations (Mr. Glenn Nordling), Chief Pilot (Mr. Tom Smith), and Chief Inspector (Mr. Gordon Graves) will hold the same positions at MN Airlines.¹³

Messrs. Hirman, Kubit, Nordling, Smith, and Graves are long-term Sun Country employees, each with 6-18 years with the company, while Messrs. Banmiller and Osterberg are relatively new to the company. Specifically, Mr. Banmiller joined Sun Country in April 2001,¹⁴ while Mr. Osterberg joined the company about one-and-one-half years ago.¹⁵

All of the individuals noted above are experienced in overseeing operations of the same type that will be conducted by MN Airlines under the certificate authority at issue, each having also worked with Sun Country in similar positions. Therefore, we conclude that MN Airlines has demonstrated that it has the management skills and technical ability to conduct the operations authorized by the transferred certificates.¹⁶

Operating Plans and Financial Condition

The Sun Country assets MN Airlines purchased from U.S. Bank included, among other things, various aircraft parts and other capital equipment and the Sun Country name and trademark. In addition, certain of Sun Country's aircraft leases and contracts with

¹³ In addition, the individuals currently serving as Sun Country's Vice President of Market Planning, Vice President of Marketing and Corporate Affairs, Director of Pilot Training, and Director of Human Resources will hold similar positions with MN Airlines.

¹⁴ Mr. Banmiller has served as President of Sun Country since April 2001, and also as its Chief Executive Officer since November 2001. Prior to joining Sun Country, Mr. Banmiller held positions as President and/or Chief Executive Officer with other air carriers, including Pan American, Sun Jet, and Air Cal. Mr. Banmiller also previously held the position of Vice President-International Division for American Airlines.

¹⁵ Mr. Osterberg joined Sun Country as its Chief Financial Officer in mid-2000 and assumed the duties of Chief Operating Officer in November 2001. Prior to joining Sun Country, Mr. Osterberg gained aviation-related experience at Northwest Airlines where he served for eight years as Vice President and Chief Accounting Officer.

¹⁶ Before authorizing a carrier to conduct air transportation operations, the FAA also evaluates certain of the applicant's key personnel with respect to the minimum qualifications for those positions as prescribed in the Federal Aviation Regulations. The FAA's evaluation of these key personnel provides an added practical and in-person test of the skills and technical ability of these individuals.

various travel agencies/charter brokers were assigned from Sun Country to MN Airlines.

After sharply reducing its operations in December 2001, Sun Country concentrated on rebuilding its operations focused around the provision of scheduled passenger service in various leisure markets for which it had obtained revenue guarantees. At the time of the transfer application, Sun Country was providing limited scheduled service between Minneapolis/St. Paul and the cities of Laughlin, Pensacola, Las Vegas, Orlando, Fort Myers, Miami and Phoenix and between Laughlin and the cities of Denver, San Jose, San Antonio, and Seattle using two B727s and two B737s.¹⁷ MN Airlines has stated that it intends to continue to grow these operations so that, by the end of its first year of operations, it will be operating seven B737 aircraft under the Sun Country trade name from its base in Minneapolis/St. Paul, with approximately 805 departures per month, totaling approximately 2,200 block hours. MN Airlines will not, however, incur any expenses that would not be incurred if these operations remained under the Sun Country corporate umbrella.¹⁸ Given that MN Airlines will have between \$2.8 and \$4.4 million in working capital available, it will be better able financially than Sun Country to support the operations at issue.¹⁹

In light of the foregoing, we conclude that MN Airlines has available to it sufficient funds to enable it to conduct the certificated operations authorized under Sun Country's certificates without posing an undue risk to consumers or their funds.

Compliance Disposition

We also conclude that MN Airlines has the proper regard for the laws and regulations governing its services to ensure that its aircraft and personnel conform to applicable safety standards and that acceptable consumer relations practices will be followed.

MN Airlines has stated that there are no actions or outstanding judgments against it, its owners, or its key personnel, nor have there been any charges of unfair, deceptive or anti-competitive business practices, or of fraud, felony or antitrust violations, or other legal action, against any of these parties. Further, there have been no formal

¹⁷ In total, Sun Country performed 109 departures, totaling 308 block hours, during the first two weeks of March 2002, as compared to 14 departures/44 block hours in January 2002 and 51 departures/138 block hours during February 2002.

¹⁸ The only significant pre-operating expenses incurred by MN Airlines were those associated with its purchase of the Sun Country assets (\$3.1 million) and interim support of Sun Country's operations through the provision of a line-of-credit (\$1.5 million). These expenses have already been paid.

¹⁹ The \$4.4 million in working capital figure assumes that all membership units in MN Airlines are sold. Should MN Airlines fail to sell the remaining membership units, its working capital would be \$2.8 million.

complaints filed or orders issued finding any of these parties to be in violation of the Statute or the Federal Aviation Regulations.

In addition, there is nothing in the compliance history of Sun Country under Mr. Banmiller's and the current key technical team's oversight of that company's operations that would indicate that MN Airlines under this same management would likely fail to perform its operations in a satisfactory manner.

Finally, the FAA has issued to MN Airlines a Part 121 Air Carrier Certificate permitting it to engage in the operations at issue.

CITIZENSHIP

49 U.S.C. 41102 requires that certificates to engage in air transportation be held only by citizens of the United States as defined in 49 U.S.C. 40102(a)(15). That section specifies that the president and two-thirds of the board of directors and other managing officers be U.S. citizens and that at least 75 percent of the outstanding voting stock be owned and controlled by U.S. citizens. We have also interpreted the Statute to mean that, as a factual matter, the carrier must actually be controlled by U.S. citizens.

As noted earlier, all of the owners of MN Airlines are U.S. citizens. In addition, all of the individuals who hold key management positions with MN Airlines are also U.S. citizens, and the company has provided an affidavit attesting that it is a citizen of the United States within the meaning of the Statute. Moreover, our review of MN Airlines' citizenship has uncovered no reason to suggest that control of the company rests with non-U.S. citizens.

Based on the above, we conclude that MN Airlines is a U.S. citizen and is fit, willing, and able to provide the interstate and foreign passenger operations authorized by Sun Country's certificates.

CERTIFICATE CONDITIONS AND LIMITATIONS

Based on the above, we will immediately transfer to MN Airlines the interstate scheduled certificate currently held by Sun Country. Moreover, by separate order, we intend to transfer to MN Airlines the foreign scheduled certificates currently held by Sun Country. However, by that same order, we intend to cancel, rather than transfer, the foreign charter certificate previously issued to Sun Country by Order 96-6-42.²⁰ Such action is appropriate given that, by virtue of receiving Sun Country's scheduled certificate authority, MN Airlines is authorized under 49 U.S.C. 41109(a)(5) and section 212.1 of our rules to conduct worldwide charter operations. This authorization

²⁰ Because the transfer of Sun Country's foreign scheduled certificates, as well as the cancellation of its foreign charter certificate, is subject to Presidential review under 49 U.S.C. 41307, these actions will be handled in a separate order.

is specifically noted in the Terms, Conditions, and Limitations attached to the reissued scheduled certificate authority.

The authority being transferred is effective immediately.²¹ However, we note that our finding of fitness for MN Airlines is based on the first year operating plans described in the transfer application, namely the use of no more than seven aircraft during the first year. Were MN Airlines to propose to expand its operations to include more than seven aircraft, our fitness findings might no longer apply. Therefore, the certificates being transferred to MN Airlines will be subject to a seven aircraft limitation. Should MN Airlines propose to acquire and operate more than seven aircraft, it must notify the Department in writing at least 45 days in advance and demonstrate its fitness for such expanded operations prior to placing into service any additional aircraft. This limitation is similar to that which we routinely impose on all new certificated air carriers and will allow us to monitor MN Airlines' future growth.²²

In addition, we remind MN Airlines of the requirements of 49 U.S.C. 41110(e). Specifically, that section requires that, once a carrier is found fit initially, it must remain fit in order to hold its authority. Thus, should MN Airlines propose other substantial changes in its ownership, management, or operations, it must first comply with the requirements of section 204.5 of our rules.²³ The compliance of the company with this requirement is essential if we are to carry out our responsibilities under the Statute.²⁴

²¹ MN Airlines holds an FAA Part 121 Air Carrier Certificate that authorizes it to engage in scheduled air transportation. This certificate became effective on April 15.

²² See *Sun Pacific*, Order 96-2-28; *Westjet Express*, Order 98-4-6; and *Brendan Air*, Order 2001-4-22.

²³ The carrier may contact our Air Carrier Fitness Division to report proposed substantial changes in its operations, ownership, or management, and to determine what additional information, if any, will be required under section 204.5. In addition, by notice dated July 21, 1998, the Department requested air carriers to provide a 30-day advance notification of any proposed change in ownership, restructuring, or recapitalization. If the carrier fails to file this updated information or if the information fails to demonstrate that the carrier will continue to be fit upon implementation of the substantial change, the Department may take such action as is appropriate, including enforcement action or steps to modify, suspend, or revoke the carrier's certificate authority.

²⁴ We also remind MN Airlines about the requirements of section 204.7 of our rules. This section provides, among other things, that (1) if the company ceases all operations for which it was found fit, it may not resume certificated operations unless its fitness has been redetermined; and (2) if the company does not resume operations within one year of its cessation, its authority shall be revoked for dormancy.

TRANSFER OF EXEMPTION AUTHORITY

While we find that MN Airlines is fit to conduct the operations authorized by the certificate and exemption authority issued to Sun Country, we will not transfer to it the Mexico authority previously issued to Sun Country under various exemptions. The U.S.-Mexico aviation regime is limited-entry in nature. In this regard, we have long-standing U.S.-Mexico licensing procedures providing for the award of U.S.-Mexico route authority only where an applicant has presented firm plans to serve. In addition, U.S.-Mexico route authority is subject to certain dormancy conditions, whereby the subject authority becomes dormant if not used for a period of 90 days. Sun Country ceased all scheduled operations to Mexico on or before December 8, 2001. Thus, the carrier's U.S.-Mexico route authority became dormant on or before March 7, 2002.²⁵ As the dormant authority can no longer be used, we will cancel Sun Country's U.S.-Mexico authority by this order.²⁶ Should MN Airlines wish to serve the U.S.-Mexico market in the future and has firm plans for such service, the carrier may apply for the authority at that time.

In addition, we will not transfer to MN Airlines the exemption authority held for service to Aruba and Jamaica.²⁷ This exemption authority is duplicative of the authority contained in Sun Country's certificate for Route 746 and, hence, will be canceled.

CONFIRMATION OF ORAL ACTION

At the time Sun Country and MN Airlines filed the certificate transfer application in Docket OST-02-11861, they also filed a request for an exemption from the requirements of section 41105 (Docket OST-02-11860) to the extent necessary to permit MN Airlines to close on its acquisition of Sun Country's assets prior to action by the Department on the transfer application.²⁸ After receiving sufficient information indicating that MN Airlines was likely to meet our fitness criteria, we orally granted this exemption on April 5, with an effective date of April 15. As a result, on April 15, MN Airlines acquired the Sun Country assets at issue from U.S. Bank and has continued the

²⁵ Pursuant to our U.S.-Mexico licensing procedures, carriers may seek a waiver from the dormancy conditions for good cause (Order 88-10-30 at 7 and Order 88-7-43 at 7). However, Sun Country did not file such a waiver.

²⁶ The U.S.-Mexico route authority cancelled by this order includes authority to serve Minneapolis/St. Paul-Puerto Vallarta/Mazatlán/Cozumel/Cancun and St. Louis-Puerto Vallarta/Cancun (*see* Notice of Action Taken dated September 14, 2000, in Docket OST-2000-7704); and Chicago-Puerto Vallarta/Cozumel/Ixtapa/Zihuatanejo and Cleveland-Cancun (*see* Notice of Action Taken dated September 6, 2001, in Docket OST-2001-10252).

²⁷ *See* Notice of Action Taken dated August 22, 2001, in Docket OST-2001-10336, and Notice of Action Taken dated September 7, 2001, in Docket OST-2001-10433.

²⁸ An objection to the exemption application was filed on March 20 by the Air Line Pilot's Association (ALPA). However, on March 28, ALPA withdrew its objection. No other objections to the exemption application were received.

operations of Sun Country since that date. By this order we confirm our oral action of April 5, granting the exemption.

ACCORDINGLY:

1. We confirm our oral action taken on April 5, 2002, granting MN Airlines, LLC d/b/a Sun Country Airlines and Sun Country Airlines, Inc., an exemption from the transfer requirements of section 41105 to the extent necessary to permit MN Airlines, LLC, to complete its acquisition of Sun Country assets, effective April 15, 2002.
2. We find that MN Airlines, LLC d/b/a Sun Country Airlines is fit, willing, and able to engage in certificated operations subject to the attached Terms, Conditions and Limitations.
3. We transfer to MN Airlines, LLC d/b/a Sun Country Airlines, the interstate scheduled air transportation certificate issued to Sun Country Airlines, Inc., by Order 98-7-6, served July 8, 1998,²⁹ and we reissue this certificate in the attached form to reflect the transfer of authority.
4. We cancel, for the reasons discussed in the text of this order, the U.S.-Mexico, U.S.-Aruba, and U.S.-Jamaica exemption authority held by Sun Country Airlines, Inc.
5. Should MN Airlines, Inc. d/b/a Sun Country Airlines propose to conduct operations with more than seven aircraft, we direct it to notify the Department in writing at least 45 days prior to the proposed operations and demonstrate its fitness to conduct such operations before their commencement.
6. We will serve a copy of this order on the persons listed in Attachment A.

By:

READ C. VAN DE WATER
Assistant Secretary for Aviation
and International Affairs

(SEAL)

*An electronic version of this document is available on the World Wide Web at:
<http://dms.dot.gov>*

²⁹ As noted previously, transfer of Sun Country's foreign scheduled certificate authority is subject to Presidential review under 49 U.S.C. 41307 and will be handled in a separate order.



**Certificate of Public Convenience and Necessity
for
Interstate Air Transportation**

(as reissued)

This Certifies That

**MN AIRLINES, LLC
d/b/a Sun Country Airlines**

is authorized, subject to the provisions of Subtitle VII of Title 49 of United States Code, the orders, rules, and regulations issued thereunder, and the attached Terms, Conditions, and Limitations, to engage in interstate air transportation of persons, property, and mail.

This Certificate is not transferable without the approval of the Department of Transportation.

By Direction of the Secretary

*Issued by Order 2002-5-12
On May 14, 2002
Effective on May 14, 2002*

*Read C. Van de Water
Assistant Secretary for
Aviation and International Affairs*



Terms, Conditions, and Limitations

**MN AIRLINES, LLC
d/b/a Sun Country Airlines**

is authorized to engage in interstate air transportation of persons, property, and mail between any point in any State, territory, or possession of the United States or the District of Columbia, and any other point in any of those entities.

This authority is subject to the following provisions:

- (1) The holder shall at all times conduct its operations in accordance with the regulations prescribed by the Department of Transportation for the services authorized by this certificate, and with such other reasonable terms, conditions, and limitations as the Department of Transportation may prescribe in the public interest.*
- (2) The holder's authority is effective only to the extent that such operations are also authorized by the Federal Aviation Administration (FAA), and comply with all Department of Transportation requirements concerning security.*
- (3) The holder shall at all times remain a "Citizen of the United States" as required by 49 U.S.C. 40102(a)(15).*
- (4) The holder shall maintain in effect liability insurance coverage as required under 14 CFR Part 205. Failure to maintain such insurance coverage will render a certificate ineffective, and this or other failure to comply with the provisions of Subtitle VII of Title 49 of the United States Code or the Department's regulations shall be sufficient grounds to revoke this certificate.*
- (5) The holder is authorized to conduct charter flights in interstate and/or foreign air transportation in accordance with the provisions of 14 CFR 212.*

**This certificate is being reissued to reflect the transfer of authority from Sun Country Airlines, Inc., to MN Airlines, LLC d/b/a Sun Country Airlines.*

(6) *The holder may reduce or terminate service at any point or between any two points, subject to compliance with the provisions of 49 U.S.C. 41734 and all orders and regulations issued by the Department of Transportation under that section.*

(7) *The holder may not provide scheduled passenger air transportation to or from Dallas (Love Field), Texas, except within the limits set forth in section 29 of the International Air Transportation Competition Act of 1979, as amended by section 337 of the Department of Transportation and Related Agencies Appropriations Act, 1998.*

(8) *Should the holder propose any substantial changes in its ownership, management, or operations (as that term is defined in 14 CFR 204.2(l)), it must first comply with the requirements of 14 CFR 204.5.*

(9) *In the event that the holder ceases all operations for which it was found "fit, willing and able," its authority under this certificate shall be suspended under the terms of 14 CFR 204.7 and the holder may neither recommence nor advertise such operations unless its fitness to do so has been redetermined by the Department. Moreover, if the holder does not resume operations within one year of its cessation, its authority shall be revoked for dormancy.*

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