 <p>U.S. DEPARTMENT OF Transportation</p> <p>02 AUG 29 AM 7: 5</p> <p>FOREIGN AIR CARRIER APPLICATION FOR STATEMENT OF AUTHORIZATION</p> <p>(See Instructions on Reverse Side)</p> <p style="text-align: center;">2002-354</p>	<p style="text-align: center;">DO NOT WRITE--FOR OFFICIAL USE ONLY</p> <p>Disposition of Application: _____</p> <p><input type="checkbox"/> Approved</p> <p><input type="checkbox"/> Approved, subject to condition(s) on reverse</p> <p><input type="checkbox"/> Disapproved/Dismissed for reason(s) cited on reverse.</p> <p>Under assigned authority _____</p> <p>Effective from _____ to _____</p> <p>Director, Office of International Aviation</p>
<p>To: Department of Transportation Foreign Air Carrier Licensing Division, X-45 Office of International Aviation 400 Seventh Street, S.W. Washington, D.C. 20590</p>	<p>Operations pursuant to this authorization shall conform to Part 212 of the Department's regulations, to the terms, conditions and limitations of the applicant's foreign air carrier permit or exemption, and to Part 129 of the Federal Aviation Regulations.</p>
<p>Application is made for authorization to conduct charter flights under provisions of applicant's foreign air carrier permit and 14 CFR 212 or DOT order.</p>	
<p>1. Name of Applicant: AEROLINHAS BRASILEIRAS, S.A. ("ABSA") Rua La Place 96 7 Andar Sao Paulo, Brazil 04622 Nationality: Brazilian</p> <p>2. Send authorization To:</p> <p>a. Name and Address: Celestino Pena, Esq. U.S. Counsel Brickell Harbour 12C (cpena2@mindspring.com) 200 S.E. 15th Road Miami, FL 33129</p> <p>b. Telephone: 305-856-5655 Fax: 305-854-1515</p>	<p>3. Name of Charterer: Address: Various</p> <p>4. Total charter price: Confidential</p>
<p>5. Dates of flights under this authorization: September 10, 2002 TO January 19, 2003</p>	
<p>6. Aircraft make, model, and capacity: B-767 300F</p>	<p>7. Country in which aircraft is registered: Brazil</p>
<p>8. Planned routing of flights (indicate non-traffic stops by asterisks): SAO PAULO-RIO DE JANEIRO-MANAUS-BEL-EM-RECIFE-SALVADOR/ATL-DTW-MCO-OHR-DCA-BWI-SFO-BOS-SJU</p>	
<p>9. No. of flights <u>Within allotted number of 150 flights already approved under 2002-006</u> _____ (specify whether one-way or round-trip) and type: Round trip</p> <p>Passenger _____ Cargo <u>XX</u> _____ Mixed _____</p> <p>For passenger flights: available passenger seats _____, number of passengers to be carried _____.</p> <p>If cargo to be carried, weight and description of cargo:</p>	

10. If application is being filed late, state reason for lateness:

This Application supplements the one submitted in January 7, 2002. Statement of Authorization previously approved under 2002-006 - Docket OST-96-1372/5 Notice of Action Taken Jan. 2, 2002

11. Description of chartering organization and purpose of flights:

The purpose of the flights is to transport general cargo between Brazil and the United States

12. Does the nation which is the domicile of the applicant grant to United States carriers a privilege similar to that requested herein? Yes; if so, has the fact of such reciprocity been established with the Department? Yes If the fact has not been established with the Department, provide documentation to establish such reciprocity.

13. Other information requested by DOT:

ABSA holds authority to operate these routes pursuant to the "Notice of Consistency" issued by the Brazilian Civil Aviation authorities enabling operations from "any points in Brazil and any points in the United States".

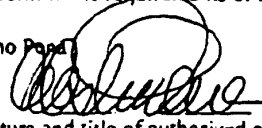
CERTIFICATION

I hereby certify that the flights for which authority is sought herein conform to the requirements of DOT's Regulations and applicable orders of DOT governing charters.

August 28, 2002

(Date)

S/ Celestino Penedo



(Signature and title of authorized officer)

INSTRUCTIONS

1. Prepare an original and one copy of this application according to Section 212.10 of the Department's Regulations. If extra space is required to complete an item, continue on a separate sheet of paper.
2. Send the application to: Department of Transportation, Foreign Air Carrier Licensing Division, X-45, Office of International Aviation, 400 Seventh Street, S.W., Washington, D.C. 20590 (and, if required by regulation or Order, to the Director of Flight Standards Service (AFS-1), Federal Aviation Administration, 800 Independence Avenue, S.W., Washington, D.C. 20591).

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Exercise of the authorization is subject to the following condition(s). OR Application is disapproved/dismissed for the following reason(s):

Empty box for conditions or reasons for disapproval.