



U.S. Department of
Transportation
Office of the Secretary
of Transportation

**FOREIGN AIR CARRIER APPLICATION FOR
STATEMENT OF AUTHORIZATION**

(See Instructions on Reverse Side)

98-283

DO NOT WRITE - FOR OFFICIAL USE ONLY

Disposition of Application:

- Approved.
 Approved, subject to condition(s) on reverse.
 Disapproved/Dismissed for reason(s) cited on reverse.

Under assigned authority _____
Effective from _____ to _____

Director, Office of Aviation Operations

TO:

Department of Transportation
Licensing Division, P-45,
Office of Aviation Operations
400 7th Street, S.W.
Washington, D.C. 20600

Operations under this authorization shall conform to Part 212 of DOT'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.

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.

1. Name of Applicant: ABSA - AEROLINHAS
BRASILEIRAS, S.A. - RUA LA PLACE
96 7 ANDAR, SAO PAULO, SP BRAZIL
Nationality: BRAZILIAN CEP 04622

3. Name of Charterer:
VARIOUS
Address:

2. Send Authorization To:
a. Name and Address
CELESTINO PENA & ASSOCIATES
100 Brickell Avenue, Suite 480
Miami, Florida 33131

4. Total Charter Price:
CONFIDENTIAL

5. Dates of Flights Under This Authorization:
January 1, 1998 through June 30, 1998

6. Aircraft Make, Model, and Capacity:
DC8-71F

7. Country in Which Aircraft is Registered:
BRAZIL

8. Planned Routing of Flights (Indicate non-traffic stops by asterisks):
SAO PAULO-RIO DE JANEIRO-MANAOS -MIAMI
SAO PAULO-RIO DE JANEIRO- MANAOS-NEW YORK
SAO-PAULO RIO-DE JANEIRO-MANAOS-LOS ANGELES

9. No. of Flights 40 additional round trips (specify whether one-way or round-trip) and type:
 Passenger Cargo Mixed

For passenger flights: available passenger seats _____, number of passengers to be carried _____.

If cargo to be carried, weight and description of cargo:

General Cargo, up to aircraft capacity

10. If Application is Being Filed Late, State Reasons for Lateness:

11. Description of Chartering Organization and Purpose of Flights:

Various freight forwarders (in excess of 20) in Sao Paulo and Miami.

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 DOT? Yes

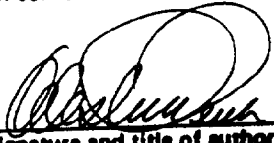
If the fact has not been established with DOT, provide documentation to establish such reciprocity ABSA holds authority for these routes through June 30, 1998. See Statement of Authorization 97-800. The authority requested herein is for 40 additional flights coming out of the Notice of Consistency issued by the Brazilian Department of Civil Aviation (attached hereto)

13. Other information requested by DOT:

CERTIFICATION

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

May 22/98
(Date)


(Signature and title of authorized officer)

INSTRUCTIONS

1. Prepare an original and two copies of this application according to Section 212.5 of DOT's Regulations, or Order of DOT requiring use of this form. If extra space is required to complete an item, continue on a separate sheet of paper.
2. Send the application to: Department of Transportation, Licensing Division, P-45, Office of Aviation Operations, 400 7th Street, S.W., Washington, D.C. 20590 (and, if required by regulation or Order, to Director of Flight Operations, Federal Aviation Administration, Washington, D.C. 20591).

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Exercise of this authorization is subject to the following condition(s):

08 Application is disapproved/dismissed for the following reason(s):