

U.S. Department of Transportation
Bureau of Transportation Statistics

REPORT OF FINANCIAL
AND OPERATING STATISTICS FOR
LARGE CERTIFIED
AIR CARRIERS

Period Ended June 30, 2005

Gemini Air Cargo, Inc.
(Full name of reporting company)

CERTIFICATION*

I, the undersigned Acting Chief Financial Officer
(Title of officer in charge of accounts)

of the Gemini Air Cargo, Incorporated.
(Full name of reporting company)

do certify that this report and all schedules, ADP-media submissions, Passenger Origin-Destination Survey submissions and supporting documents which are submitted herewith or have been submitted heretofore as parts of this report filed for the above indicated period have been prepared under my direction; that I have carefully examined them and declare that they correctly reflect the accounts and records of the company, and to the best of my knowledge and belief are complete and accurate statement, after adjustments to reflect full accruals, of the operating revenues and expenses, income items, assets, liabilities, capital, retained earnings, and operating statistics for the periods reported in the several schedules, the schedule T-100 ADP-media submissions, and the Passenger Origin-Destination Survey; that the various items herein reported were determined in accordance with the Uniform System of Accounts and Reports for Large Certificated Air Carriers prescribed by the Department of Transportation; and that the data contained herein are reported on a basis consistent with that of the preceding report except as specifically noted in the financial and statistical statements.

John Funcher
(Signature)

44965 Aviation Drive, Suite 300
Dulles, Virginia 20166
(Air Carrier Post Office Address)

Dated _____

*Title 18 U.S.C. Sec. 1001, Crimes and Criminal Procedure, makes it a criminal offense subject to a maximum fine of \$10,000 or imprisonment for not more than 5 years, or both, to knowingly and willfully make or cause to be made any false or fraudulent statements or representations in any matter within jurisdiction of any agency of the United States.

BALANCE SHEET

As At: June 30, 2005
 Schedule B-1
 ACCT# DESCRIPTION

Air Carrier: Gemini Air Cargo
 Operation : Domestic GRD

AMOUNT

ACCT#	DESCRIPTION	AMOUNT
ASSETS		
CURRENT ASSETS		
1010	Cash	5,542,240
1100	Short-Term Investments	0
1200	Notes Receivable	0
1270	Accounts Receivable	8,273,135
1290	Less Allow. for Bad Debts	403,382
1299	Net Notes & Accounts Receivable	7,869,753
1399	Net Spare Parts & Supplies	3,526,448
1410	Prepaid Items	2,294,916
1420	Other Current Assets	125,526
1499	Total Current Assets	19,358,883
INVESTMENTS IN SPECIAL FUNDS		
1510	Inv. in Associated Companies	0
1530	Other Investments & Receivables	0
1550	Special Funds	0
1599	Total Inv. & Special Funds	0
OPERATING PROPERTY & EQUIPMENT		
1609	Flight Equipment	138,126,822
1649	Ground-Property and Equipment	4,842,607
1668	Less Allowance for Depreciation	105,770,651
1675	Property & Equipment - Net	37,198,778
1679	Land	0
1685	Purchase Dep. & Adv. Payments	0
1689	Construction Work-in-progress	0
1695	Leased Property - Cap. Leases	0
1696	Accum. Amort. Capital Leases	0
1699	Total Oper. Prop. & Equipment	37,198,778
NONOPERATING PROP. & EQUIPMENT		
1791	NONOPERATING PROP. & EQUIPMENT	0
1792	Less Allow. for Depr. - Nonop.	0
1799	Net Nonoperating Prop. & Eqmt.	0
OTHER ASSETS		
1820	Long-term Prepayments	0
1830	Unamort. Dev. & Preop. Costs	0
1890	Other Assets and Def. Charges	6,744,391
1895	Total Other Assets	6,744,391
1899	TOTAL ASSETS	63,302,052

BALANCE SHEET

As At: June 30, 2005
 Schedule B-1
 ACCT# DESCRIPTION

Air Carrier: Gemini Air Cargo
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 AMOUNT

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	LIABILITIES & STOCKHOLDERS' EQ.	
	CURRENT LIABILITIES	
2000	Curr. Maturities of L-T Debt	0
2005	Notes Payable - Banks	5,015,452
2015	Notes Payable - Others	4,945,714
2021	Trade Accts. Payable	11,847,580
2025	Accts. Payable - Other	0
2080	Curr. Oblig. Under Cap. Leases	0
2110	Accrued Salaries & Wages	1,973,309
2120	Accrued Vacation Pay	1,725,309
2125	Accrued Interest	0
2130	Accrued Taxes	120,525
2140	Dividends Declared	0
2160	Air Traffic Liability	0
2190	Other Current Liabilities	12,887,757
2199	Total Current Liabilities	38,515,646
	NONCURRENT LIABILITIES	
2210	Long-term Debt	72,072,309
2240	Advances from Assoc. Companies	0
2250	Pension Liability	0
2280	Noncurrent Obgl.-Capital Leases	0
2290	Other Noncurrent Liabilities	7,115,297
2299	Total Noncurrent Liabilities	79,187,606
	DEFERRED CREDITS	
2340	Deferred Income Taxes	0
2345	Deferred Investment Tax Credits	0
2390	Other Deferred Credits	0
2399	Total Deferred Credits	0
	STOCKHOLDERS' EQUITY	
2820	Preferred Shares Issued	0
2840	Common Shares Issued	9,500
2860	Subscribed & Unissued	0
2869	Total Capital Stock	9,500
2890	Additional Capital Invested	128,354,596
2899	Total Paid in Capital	128,364,096
2900	Retained Earnings	-182,390,141
2959	Total Stockholders' Equity	-54,026,045
2990	Less Treasury Stock	375,155
2995	Net Stockholders' Equity	-54,401,200
2999	Total Liab. & Stockholders' Eq.	63,302,052
2820A	No. of Preferred Shares Issued	0
2840A	No. of Common Shares Issued	0