

BALANCE SHEET

As At: JUNE 30, 2000
 Schedule B-1
 ACCT# DESCRIPTION

Air Carrier: Florida West
 Operation : Domestic PRQD
 AMOUNT

| ASSETS | | |
|--------------------------------|---------------------------------|------------|
| CURRENT ASSETS | | |
| 1010 | Cash | 988,000 |
| 1100 | Short-Term Investments | 0 |
| 1200 | Notes Receivable | 0 |
| 1270 | Accounts Receivable | 13,560,000 |
| 1290 | Less Allow. for Bad Debts | 272,000 |
| 1299 | Net Notes & Accounts Receivable | 13,288,000 |
| 1399 | Net Spare Parts & Supplies | 7,000 |
| 1410 | Prepaid Items | 75,000 |
| 1420 | Other Current Assets | 0 |
| 1499 | Total Current Assets | 14,358,000 |
| 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 | 548,000 |
| 1649 | Ground-Property and Equipment | 243,000 |
| 1668 | Less Allowance for Depreciation | 484,000 |
| 1675 | Property & Equipment - Net | 307,000 |
| 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 | 307,000 |
| 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 | 4,000 |
| 1830 | Unamort. Dev. & Preop. Costs | 0 |
| 1890 | Other Assets and Def. Charges | 1,212,000 |
| 1895 | Total Other Assets | 1,216,000 |
| 1899 | TOTAL ASSETS | 15,881,000 |

REVISED

SEP 26 2000

BALANCE SHEET

As At: JUNE 30, 2000

Air Carrier: Florida West
Operation : Domestic PRQD

Schedule B-1

ACCT# DESCRIPTION

AMOUNT

| ACCT# | DESCRIPTION | AMOUNT |
|--|---------------------------------|------------|
| LIABILITIES & STOCKHOLDERS' EQ. | | |
| CURRENT LIABILITIES | | |
| 2000 | Curr. Maturities of L-T Debt | 0 |
| 2005 | Notes Payable - Banks | 0 |
| 2015 | Notes Payable - Others | 0 |
| 2021 | Trade Accts. Payable | 12,033,000 |
| 2025 | Accts. Payable - Other | 138,000 |
| 2080 | Curr. Oblig. Under Cap. Leases | 0 |
| 2110 | Accrued Salaries & Wages | 23,000 |
| 2120 | Accrued Vacation Pay | 147,000 |
| 2125 | Accrued Interest | 0 |
| 2130 | Accrued Taxes | 11,000 |
| 2140 | Dividends Declared | 0 |
| 2160 | Air Traffic Liability | 3,943,000 |
| 2190 | Other Current Liabilities | 0 |
| 2199 | Total Current Liabilities | 16,295,000 |
| NONCURRENT LIABILITIES | | |
| 2210 | Long-term Debt | 0 |
| 2240 | Advances from Assoc. Companies | 0 |
| 2250 | Pension Liability | 0 |
| 2280 | Noncurrent Obgl.-Capital Leases | 0 |
| 2290 | Other Noncurrent Liabilities | 0 |
| 2299 | Total Noncurrent Liabilities | 0 |
| 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 | 0 |
| 2860 | Subscribed & Unissued | 0 |
| 2869 | Total Capital Stock | 0 |
| 2890 | Additional Capital Invested | 600,000 |
| 2899 | Total Paid in Capital | 600,000 |
| 2900 | Retained Earnings | -1,014,000 |
| 2959 | Total Stockholders' Equity | -414,000 |
| 2990 | Less Treasury Stock | 0 |
| 2995 | Net Stockholders' Equity | -414,000 |
| 2999 | Total Liab. & Stockholders' Eq. | 15,881,000 |
| 2820A | No. of Preferred Shares Issued | 0 |
| 2840A | No. of Common Shares Issued | 1,000 |

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SEP 26 2000

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000

Air Carrier:

Schedule P-1.2 Group I

Operation : Domestic PRQD

| ACCT# | DESCRIPTION | AMOUNT |
|-------------------------------|--|--------|
| OPERATING REVENUES | | |
| 3901 | Transport Revenue - Passenger | 0 |
| 3905 | Mail | 0 |
| 3906.1 | Property - Freight | 0 |
| 3906.2 | Property - Excess Baggage | 0 |
| 3907.1 | Charter - Passenger | 0 |
| 3907.2 | Charter - Property | 57,699 |
| 3919.1 | Reserv. Cancellation Fees | 0 |
| 3919.2 | Misc. Operating Revenues | 0 |
| 4808 | Public Service Subsidy | 0 |
| 4898 | Transport Related | 0 |
| 4999 | Total Operating Revenue | 57,699 |
| OPERATING EXPENSES | | |
| 5100 | Flying Operations | 18,427 |
| 5400 | Maintenance | 16,031 |
| 6900 | General Services and Administration | 14,958 |
| 7000 | Depreciation & Amortization | 234 |
| 7100 | Transport Related Expenses | 0 |
| 7199 | Total Operating Expenses | 49,650 |
| 7999 | Operating Profit or Loss | 8,049 |
| NONOPERATING EXPENSE (INCOME) | | |
| 8181 | Int. Exp. (Inc.) on L-T-D & Cap.Leases | 2 |
| 8182 | Other Interest Expense (Income) | -66 |
| 8185 | Foreign Exchange (Gain) or Loss | 0 |
| 8188.5 | Capital (Gains)/Losses- Op.Prop. | 0 |
| | Capital (Gains)/Losses- Other | |
| 8189 | Other Expense (Income) - Net | -192 |
| 8199 | Nonoperating Expense (Income) | -256 |
| 8999 | Income Before Income Taxes | 8,305 |
| 9100 | Income Tax Expense | 0 |
| 9199 | Inc. Bf. Disc. Ops & Other Items | 8,305 |
| 9600 | Discontinued Operations | 0 |
| 9796 | Extraordinary Items | 0 |
| 9797 | Inc. Tax Appl. To Extraord.Item | 0 |
| 9799 | Income Before Account. Changes | 8,305 |
| 9800 | Accounting Changes | 0 |
| 9899 | Net Income | 8,305 |
| 9900.7 | Full-Time Employees | 7 |

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000

Air Carrier:

Schedule P-1.2 Group I

Operation : International PQRI

| ACCT# | DESCRIPTION | AMOUNT |
|-------------------------------|--|------------|
| OPERATING REVENUES | | |
| 3901 | Transport Revenue - Passenger | 0 |
| 3905 | Mail | 0 |
| 3906.1 | Property - Freight | 2,235,586 |
| 3906.2 | Property - Excess Baggage | 0 |
| 3907.1 | Charter - Passenger | 0 |
| 3907.2 | Charter - Property | 7,411,041 |
| 3919.1 | Reserv. Cancellation Fees | 0 |
| 3919.2 | Misc. Operating Revenues | 150,649 |
| 4808 | Public Service Subsidy | 0 |
| 4898 | Transport Related | 0 |
| 4999 | Total Operating Revenue | 9,797,276 |
| OPERATING EXPENSES | | |
| 5100 | Flying Operations | 5,755,028 |
| 5400 | Maintenance | 1,031,722 |
| 6900 | General Services and Administration | 3,268,743 |
| 7000 | Depreciation & Amortization | 39,363 |
| 7100 | Transport Related Expenses | 0 |
| 7199 | Total Operating Expenses | 10,094,856 |
| 7999 | Operating Profit or Loss | -297,580 |
| NONOPERATING EXPENSE (INCOME) | | |
| 8181 | Int. Exp. (Inc.) on L-T-D & Cap.Leases | 411 |
| 8182 | Other Interest Expense (Income) | -11,137 |
| 8185 | Foreign Exchange (Gain) or Loss | 0 |
| 8188.5 | Capital (Gains)/Losses- Op.Prop. | 0 |
| | Capital (Gains)/Losses- Other | |
| 8189 | Other Expense (Income) - Net | -32,415 |
| 8199 | Nonoperating Expense (Income) | -43,141 |
| 8999 | Income Before Income Taxes | -254,439 |
| 9100 | Income Tax Expense | 0 |
| 9199 | Inc. Bf. Disc. Ops & Other Items | -254,439 |
| 9600 | Discontinued Operations | 0 |
| 9796 | Extraordinary Items | 0 |
| 9797 | Inc. Tax Appl. To Extraord.Item | 0 |
| 9799 | Income Before Account. Changes | -254,439 |
| 9800 | Accounting Changes | 0 |
| 9899 | Net Income | -254,439 |
| 9900.7 | Full-Time Employees | 68 |
| 9900.8 | Part-Time Employees | 2 |

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000

Air Carrier:

Schedule P-1.2 Group I

Operation : System PRQS

| ACCT# | DESCRIPTION | AMOUNT |
|-------------------------------|---|------------|
| OPERATING REVENUES | | |
| 3901 | Transport Revenue - Passenger | 0 |
| 3905 | Mail | 0 |
| 3906.1 | Property - Freight | 2,235,586 |
| 3906.2 | Property - Excess Baggage | 0 |
| 3907.1 | Charter - Passenger | 0 |
| 3907.2 | Charter - Property | 7,468,740 |
| 3919.1 | Reserv. Cancellation Fees | 0 |
| 3919.2 | Misc. Operating Revenues | 150,649 |
| 4808 | Public Service Subsidy | 0 |
| 4898 | Transport Related | 0 |
| 4999 | Total Operating Revenue | 9,854,975 |
| OPERATING EXPENSES | | |
| 5100 | Flying Operations | 5,773,455 |
| 5400 | Maintenance | 1,047,753 |
| 6900 | General Services and Administration | 3,283,701 |
| 7000 | Depreciation & Amortization | 39,597 |
| 7100 | Transport Related Expenses | 0 |
| 7199 | Total Operating Expenses | 10,144,506 |
| 7999 | Operating Profit or Loss | -289,531 |
| NONOPERATING EXPENSE (INCOME) | | |
| 8181 | Int. Exp. (Inc.) on L-T-D & Cap. Leases | 413 |
| 8182 | Other Interest Expense (Income) | -11,203 |
| 8185 | Foreign Exchange (Gain) or Loss | 0 |
| 8188.5 | Capital (Gains)/Losses- Op. Prop. | 0 |
| | Capital (Gains)/Losses- Other | |
| 8189 | Other Expense (Income) - Net | -32,607 |
| 8199 | Nonoperating Expense (Income) | -43,397 |
| 8999 | Income Before Income Taxes | -246,134 |
| 9100 | Income Tax Expense | 0 |
| 9199 | Inc. Bf. Disc. Ops & Other Items | -246,134 |
| 9600 | Discontinued Operations | 0 |
| 9796 | Extraordinary Items | 0 |
| 9797 | Inc. Tax Appl. To Extraord. Item | 0 |
| 9799 | Income Before Account. Changes | -246,134 |
| 9800 | Accounting Changes | 0 |
| 9899 | Net Income | -246,134 |
| 9900.7 | Full-Time Employees | 75 |
| 9900.8 | Part-Time Employees | 2 |

AIRCRAFT OPERATING EXP. - Sch. P-5.1 Grp I > 20M Qtr: June 30, 2000
 Air Carrier: Operation: Domestic PRQD
 Total Exp DC-8-71
 Code 9999 Code 8602

| ACCT # | DESCRIPTION | Total Exp Code 9999 | DC-8-71 Code 8602 |
|--------|----------------------------------|------------------------|----------------------|
| ----- | | | |
| | DIRECT EXPENSES: | | |
| | FLYING OPERATIONS (Less Rentals | | |
| 3 | Pilots and Copilots (S&W & Benef | 6,250 | 6,250 |
| 4 | Aircraft Fuel and Oil | 0 | 0 |
| 5 | Other | 393 | 393 |
| 6 | Total Flying Ops. (Less Rentals | 6,643 | 6,643 |
| 7 | Maintenance - Flight Equipment | | |
| 8 | Depr. & Rental - Flight Equipme | 16,030 | 16,030 |
| 9 | Total Direct Expenses | 33,524 | 33,524 |

AIRCRAFT OPERATING EXP. - Sch. P-5.1 Grp I > 20M Qtr: June 30, 2000
 Air Carrier: Operation: International PRG1
 Total Eqp B-747-2/3 DC-8-71
 Code 9999 Code 8172 Code 8602

| ACCT # | DESCRIPTION | Total Eqp Code 9999 | B-747-2/3 Code 8172 | DC-8-71 Code 8602 |
|--------|----------------------------------|------------------------|------------------------|----------------------|
| | DIRECT EXPENSES: | | | |
| | FLYING OPERATIONS (Less Rentals | | | |
| 3 | Pilots and Copilots (S&W & Benef | 404,863 | 0 | 404,863 |
| 4 | Aircraft Fuel and Oil | 1,713,770 | 1,713,131 | 639 |
| 5 | Other | 110,078 | 45,890 | 66,188 |
| 6 | Total Flying Ops. (Less Rentals | 2,228,711 | 1,757,021 | 471,690 |
| 7 | Maintenance - Flight Equipment | 1,031,722 | 0 | 1,031,722 |
| 8 | Depr. & Rental - Flight Equipme | 3,440,700 | 2,769,099 | 671,601 |
| 9 | Total Direct Expenses | 6,701,133 | 4,526,120 | 2,175,013 |

AIRCRAFT OPERATING EXP. - Sch. P-5.1 Grp I > 20M Qtr: June 30, 2000
 Air Carrier: Operation: System PROS
 Total Eqp B-747-2/3 DC-8-71
 Code 9999 Code 8172 Code 8602

| ACCT # | DESCRIPTION | | | |
|--------|----------------------------------|-----------|-----------|-----------|
| | DIRECT EXPENSES: | | | |
| 3 | FLYING OPERATIONS (Less Rentals | | | |
| 4 | Pilots and Copilots (S&W & Benef | 411,113 | 0 | 411,113 |
| 5 | Aircraft Fuel and Oil | 1,713,770 | 1,713,131 | 639 |
| 6 | Other | 110,471 | 45,890 | 66,581 |
| | Total Flying Ops. (Less Rentals | 2,235,354 | 1,757,021 | 478,333 |
| 7 | Maintenance - Flight Equipment | 1,047,752 | 0 | 1,047,752 |
| 8 | Depr. & Rental - Flight Equipme | 3,451,551 | 2,769,099 | 682,452 |
| 9 | Total Direct Expenses | 6,734,657 | 4,526,120 | 2,208,537 |

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Domestic PRQD

| LINE# | DESCRIPTION | AMOUNT |
|---------|---------------------------------|--------|
| | SALARIES & REL. FRINGE BENEFIT | |
| | SALARIES: | |
| Line 3 | General Mgmt. Per. | 1,158 |
| Line 4 | Flight Personnel | 4,760 |
| Line 5 | Maintenance Labor | 891 |
| Line 6 | Aircr. & Traffic Hndl. Per. | 299 |
| Line 7 | Other Personnel | 544 |
| Line 8 | Total Salaries | 7,652 |
| | RELATED FRINGE BENEFITS | |
| Line 10 | Personnel Expense | 519 |
| Line 11 | Empl. Benefits & Pensions | 644 |
| Line 12 | Payroll Taxes | 572 |
| Line 13 | Total Fringe Benefits | 1,735 |
| Line 14 | Total Salaries & Benefits | 9,387 |
| | MATERIALS PURCHASED | |
| Line 16 | Aircraft Fuel & Oil | 0 |
| Line 17 | Maintenance Materials | 169 |
| Line 18 | Passenger Food | 0 |
| Line 19 | Other Materials | 19 |
| Line 20 | Total Materials | 188 |
| | SERVICES PURCHASED | |
| Line 22 | Advertising & Other Promotion | 0 |
| Line 23 | Communications | 384 |
| Line 24 | Insurance | 949 |
| Line 25 | Outside Flight Eqpt. Maint. | 756 |
| Line 26 | Traffic Commissions - Passenger | 0 |
| Line 27 | Traffic Commissions - Cargo | 0 |
| Line 28 | Other Services | 530 |
| Line 29 | Total Services | 2,619 |
| Line 30 | LANDING FEES | 0 |
| Line 31 | RENTALS | 10,682 |
| Line 32 | DEPRECIATION | 221 |
| Line 33 | AMORTIZATION | 13 |
| Line 34 | OTHER | 26,540 |
| Line 35 | TRANSPORT RELATED EXPENSES | 0 |
| Line 36 | TOTAL OPERATING EXPENSES | 49,650 |

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000

Air Carrier:

Schedule P-6

Operation : International PRQI

LINE# DESCRIPTION AMOUNT

| | | |
|---------|---------------------------------|------------|
| | SALARIES & REL. FRINGE BENEFIT | |
| | SALARIES: | |
| Line 3 | General Mgmt. Per. | 195,120 |
| Line 4 | Flight Personnel | 306,314 |
| Line 5 | Maintenance Labor | 57,375 |
| Line 6 | Aircr. & Traffic Hndl. Per. | 50,441 |
| Line 7 | Other Personnel | 53,679 |
| Line 8 | Total Salaries | 662,929 |
| | RELATED FRINGE BENEFITS | |
| Line 10 | Personnel Expense | 37,770 |
| Line 11 | Empl. Benefits & Pensions | 55,579 |
| Line 12 | Payroll Taxes | 48,968 |
| Line 13 | Total Fringe Benefits | 142,317 |
| Line 14 | Total Salaries & Benefits | 805,246 |
| | MATERIALS PURCHASED | |
| Line 16 | Aircraft Fuel & Oil | 1,713,770 |
| Line 17 | Maintenance Materials | 10,874 |
| Line 18 | Passenger Food | 0 |
| Line 19 | Other Materials | 1,238 |
| Line 20 | Total Materials | 1,725,882 |
| | SERVICES PURCHASED | |
| Line 22 | Advertising & Other Promotion | 0 |
| Line 23 | Communications | 290,095 |
| Line 24 | Insurance | 66,349 |
| Line 25 | Outside Flight Eqpt. Maint. | 48,622 |
| Line 26 | Traffic Commissions - Passenger | 0 |
| Line 27 | Traffic Commissions - Cargo | 881,563 |
| Line 28 | Other Services | 1,619,541 |
| Line 29 | Total Services | 2,906,170 |
| Line 30 | LANDING FEES | 309,252 |
| Line 31 | RENTALS | 3,431,173 |
| Line 32 | DEPRECIATION | 37,160 |
| Line 33 | AMORTIZATION | 2,203 |
| Line 34 | OTHER | 877,771 |
| Line 35 | TRANSPORT RELATED EXPENSES | 0 |
| Line 36 | TOTAL OPERATING EXPENSES | 10,094,857 |

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : System PRQS

| LINE# | DESCRIPTION | AMOUNT |
|---------|---------------------------------|------------|
| | SALARIES & REL. FRINGE BENEFIT | |
| | SALARIES: | |
| Line 3 | General Mgmt. Per. | 196,278 |
| Line 4 | Flight Personnel | 311,074 |
| Line 5 | Maintenance Labor | 58,266 |
| Line 6 | Aircr. & Traffic Hndl. Per. | 50,740 |
| Line 7 | Other Personnel | 54,223 |
| Line 8 | Total Salaries | 670,581 |
| | RELATED FRINGE BENEFITS | |
| Line 10 | Personnel Expense | 38,289 |
| Line 11 | Empl. Benefits & Pensions | 56,223 |
| Line 12 | Payroll Taxes | 49,540 |
| Line 13 | Total Fringe Benefits | 144,052 |
| Line 14 | Total Salaries & Benefits | 814,633 |
| | MATERIALS PURCHASED | |
| Line 16 | Aircraft Fuel & Oil | 1,713,770 |
| Line 17 | Maintenance Materials | 11,043 |
| Line 18 | Passenger Food | 0 |
| Line 19 | Other Materials | 1,257 |
| Line 20 | Total Materials | 1,726,070 |
| | SERVICES PURCHASED | |
| Line 22 | Advertising & Other Promotion | 0 |
| Line 23 | Communications | 290,479 |
| Line 24 | Insurance | 67,298 |
| Line 25 | Outside Flight Eqpt. Maint. | 49,378 |
| Line 26 | Traffic Commissions - Passenger | 0 |
| Line 27 | Traffic Commissions - Cargo | 881,563 |
| Line 28 | Other Services | 1,620,071 |
| Line 29 | Total Services | 2,908,789 |
| Line 30 | LANDING FEES | 309,252 |
| Line 31 | RENTALS | 3,441,855 |
| Line 32 | DEPRECIATION | 37,381 |
| Line 33 | AMORTIZATION | 2,216 |
| Line 34 | OTHER | 904,311 |
| Line 35 | TRANSPORT RELATED EXPENSES | 0 |
| Line 36 | TOTAL OPERATING EXPENSES | 10,144,507 |