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June 30, 1998

VIA FACSIMILE

Ms. Sylvia Moore  
U.S. Air Carrier Licensing Division  
Office of International Aviation  
U.S. Department of Transportation  
400 Seventh Street, S.W.  
Room 6412  
Washington, D.C. 20590

Re: Southern Air Transport, Inc.:  
1997/1998 U.S. - Brazil All-Cargo Charters

Dear Ms. Moore:

Pursuant to DOT Order 97-6-33 issued in the 1997/98 Brazil All-Cargo Charter Proceeding on June 30, 1997, Southern Air Transport, Inc. ("Southern Air") was awarded an allocation of one hundred eighty (180) U.S. - Brazil all-cargo charter flights to be operated during the 1997/1998 Brazil Charter Year.

As of June 1, 1998, Southern Air has operated a total of seventy-four (74) U.S. - Brazil all-cargo charter flights during the 1997/98 Brazil All-Cargo Charter Year. See Southern Air U.S. - Brazil Charter Reports, July 1997 - May 1998. Based on Brazil charter flight estimates for the remainder of the final month of the 1997/1998 Brazil All-Cargo Charter Year, Southern Air hereby respectfully returns one (1) additional charter flight to the U.S. - Brazil All-Cargo Charter Pool.<sup>1</sup>

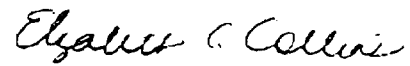
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<sup>1</sup> On May 14, 1998, pursuant to a letter to the Department's Office of International Aviation (U.S. Air Carrier Licensing Division), Southern Air returned a total of eighty-one (81) charter flights to the U.S. - Brazil All-Cargo Charter Pool. On June 15, 1998, Southern Air returned an additional ten (10) charter flights to the Brazil Charter Pool. Southern Air also returned three (3) charter flights on June 24, 1998. Therefore, as of June 24, 1998, Southern Air had retained a total of twelve (12) U.S. - Brazil all-cargo charter flights.

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Should you have any questions please do not hesitate to contact us.

Sincerely,



Pierre Murphy  
Elizabeth C. Collins  
Attorneys for  
Southern Air Transport, Inc.

cc: Ron Barber (SAT)  
Bill Rivenbark (SAT)