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January 24, 2007

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Not Admitted in D.C.  
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Dorothy Y. Beard  
Chief, Dockets  
Department of Transportation  
400 7th Street, S.W. – PL-401  
Washington, D.C. 20590

Re: Docket No. OST-2005-23307  
Errata

Dear Ms. Beard:

Virgin America filed Objections to Order 2006-12-23 and Motion for Leave to File Additional Evidentiary Material (“Objections”) on January 18, 2007, in the above-captioned proceeding. Included in the Objections at Exhibit 4 was an affidavit of Cyrus Freidheim (“Exhibit 4”). The public version of Exhibit 4 available on the Department’s Electronic Management System (at pages 115 through 118 of the Objections) contains a clerical error. Accordingly, enclosed is an errata sheet and copies of the pages containing the correct information. Please note that the confidential version of Exhibit 4 filed with the Department, and provided to opposing parties, is correct.

We have provided a copy of this letter to opposing parties. Please do not hesitate to contact me if you have any questions.

Best regards,

Jonathon H. Foglia  
Associate

ERRATA SHEET

Public Version of Objections to Order 2006-12-23  
and Motion for Leave to File Additional Evidentiary Material

<u>Item</u>	<u>Pages</u>	<u>Clerical Error</u>	<u>Correction</u>
1	116-118 (Public Version of Exhibit 4 – Affidavit of Cyrus Freidheim).	116-118 are mistakenly identical to pages 130-132.	Replace pages 116-118 with the enclosed two pages.

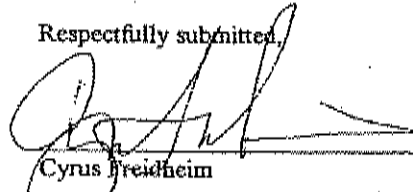
**Public Version**

7. In addition, telephonic Meetings of the Board of Directors in which I participated occurred on the following dates: July 26, 2006; July 28, 2006; July 30, 2006; July 31, 2006; December 20, 2006; December 28, 2006; and January 9, 2007.
8. Various members of the Board have conducted approximately 60 other telephonic meetings since December of 2005. Some of these calls preceded my arrival to the Board of Directors of Virgin America.
9. In addition to [REDACTED] the Board has on numerous occasions approved, after careful consideration and deliberation, significant contracts and agreements for Virgin America related to the operation of an airline. These contracts include, but are not limited to, the following: 1) a multi-million dollar agreement with General Electric entered into on July 20, 2006 for aircraft engine services; 2) a multi-million dollar contract with Honeywell entered into on July 20, 2006 for avionics systems and maintenance of aircraft auxiliary power units; 3) a multi-million dollar agreement with Bridgestone entered into on July 20, 2006 for aircraft tires; 4) a multi-million dollar contract with Travelport entered into on August 9, 2006 for a global distribution system for reservations and online travel agency services; 5) a multi-million dollar contract with Menzies Aviation USA entered into on August 9, 2006 for ground handling at San Francisco International Airport ("SFO") and warehousing service at SFO and New York's John F. Kennedy International Airport ("JFK"); 6) a multi-million dollar contract with Swissport USA entered into on August 9, 2006 for ground-handling services at JFK; 7) a multi-million dollar contract entered into on August 15, 2006 with Lufthansa Technik for aircraft line maintenance; 8) a multi-million dollar contract with Wells Fargo entered into on September 13, 2006 for merchant processing; 9) a multi-million dollar agreement with Empire Aero on October 30, 2006 for the installation of in-flight entertainment systems; 10) a multi-million dollar purchase order with Recaro on November 28, 2006 for aircraft seats; and 11) a multi-million dollar sale/leaseback of aircraft engines with Engine Lease Finance Corporation on December 7, 2006. Together, these contracts and agreements alone amount to many millions of dollars, and are [REDACTED]
10. Since my arrival at to the Board of Directors of Virgin America, it is my belief that each Board Director has been thoroughly engaged in the oversight, management, and control of the company. Because of its active involvement, the Board has also been part of the consideration and deliberation of all of the contracts, agreements, transactions, and amendments referenced herein.

11. It is my belief that at all times relevant herein, Virgin America's CEO, Fred Reid, has acted independently and in the best interests of the company.
12. Affiant says nothing further.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Respectfully submitted,

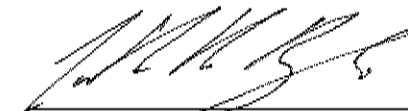


Cyrus Freidheim

Executed on January 16, 2007

CERTIFICATE OF SERVICE

I hereby certify that I have, this the 24<sup>th</sup> day of January, 2007, caused the foregoing letter to be served by electronic mail on persons listed below.



\_\_\_\_\_  
Jonathon H. Foglia, Esq.

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