

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, DC 20590**

**Application of USAC Airways 695 LLC d/b/a Aero
For Authority to Conduct Passenger
Operations as a Commuter Air Carrier
Pursuant to 49 USC §41738**

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DOT-OST-2022-0139

**Supplement to Application of USAC Airways 695 LLC d/b/a
Aero for Commuter Air Carrier Authorization**

Communications with respect to this document should be addressed to:

J. Parker Erkmann
Cooley LLP
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Washington, DC 20004
(202) 842-7800
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Counsel for
USAC Airways 695 LLC
d/b/a Aero

October 1, 2024

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, DC 20590**

**Application of USAC Airways 695 LLC
d/b/a Aero
For Authority to Conduct Passenger
Operations as a Commuter Air Carrier
Pursuant to 49 USC §41738**

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DOT-OST-2022-139

**Supplement to Application of USAC Airways 695 LLC d/b/a
Aero for Commuter Air Carrier Authorization**

USAC Airways 695 LLC d/b/a Aero (“Applicant”) submits this Supplement to its application, originally filed on November 28, 2022 (“Application”) pursuant to Section 41738 of Title 49 of the United States Code, Section 298.50 of the economic regulations of the United States Department of Transportation (“Department” or “DOT”), Parts 201 and 204 of the Department’s regulations as well as its internal rules and procedures for a commuter air carrier authorization so that it may conduct five or more round trips per week between city pairs under 14 CFR Part 380 as a direct air carrier. Applicant submits this Supplement to update the DOT on developments that have occurred in the twenty-two (22) months that the Application has been pending.

Since the submission of the Application, Applicant and its parent company, Aero Technologies, Inc. (“Aero”) have continued to operate and grow their ultra-premium air travel service. Built on the vision that the flight should be just as magical as the ultimate destination, Aero offers an experience that is more than just simply a way of getting from A to B. Led by CEO Ben Klein, Aero transports its customers from the private jet terminal on a premium aircraft with low-density seating, bridging the gap between flying a commercial airline and chartering a private plane. Applicant does not seek to replicate the offerings of Part 121 carriers by flying high-density aircraft on high-frequency routes; indeed, it

remains committed to its ultra-premium model, which necessitates operating low-density aircraft that are configured like private jets and providing an exceptionally high level of service.

Aero is the brainchild of entrepreneur, Garrett Camp, a co-founder of Uber Technologies. Mr. Camp's qualifications as an innovator in the field of transportation are unsurpassed. Mr. Camp is the primary investor in Aero, and investments that he has made since the Application was filed have increased his ownership of Aero.

Applicant currently flies from Los Angeles to vacation destinations like Aspen, Napa, Thermal, Sun Valley, and Los Cabos. During periods of peak demand on popular routes, Applicant's capacity is constrained by the restriction that it cannot operate five round trips per week between two points. Applicant seeks commuter authority to lift that restriction so that it can better serve its growing customer base. Accordingly, Applicant states as follows:

1. Applicant has a Federal Aviation Administration ("FAA") air carrier certificate (5U5A029Q) with Part 135 operations specifications.

2. Applicant again requests authority to conduct five or more round trips per week between city pairs under 14 CFR Part 380 as a direct air carrier. Applicant has a fleet of four ERJ135 aircraft equipped with 16 passenger seats and a ERJ135BJ (Legacy 600) aircraft with 13 passenger seats.

3. Applicant's updated proposed commuter schedule is submitted confidentiality as Exhibit T. It is important to note that Applicant is an operating air carrier, and it seeks commuter authority to increase frequency during peak periods of demand. Applicant does not require commuter authority to increase its fleet or expand to any new markets. As a result, the startup and incremental operating expenses associated with the requested authority are relatively small, which is reflected in the updated forecasted income statement.

4. Complete information in support of Applicant's fitness for commuter authority is

contained in Attachments A through V of the Application, and where they have been updated it is noted on the Table of Exhibits. Letter designations of attachments correspond to section 204.3 of the Department’s regulations; that is, Attachment A is responsive to paragraph (a) of Section 204.3, Attachment B is responsive to paragraph (b), etc.

5. Applicant is a “citizen of the United States” as that term is defined in 49 U.S.C. Section 40102(a)(15). Applicant is a limited liability company organized under the laws of the State of New Jersey and is a wholly-owned subsidiary of Aero Technologies, Inc. (“Aero”). Aero is a Delaware corporation with its principal place of business in Los Angeles, California. Over 94% of the voting interest and total equity of Aero is currently held by U.S. citizen investment funds, Expa and Azure Labs, controlled by Aero founder Garrett Camp. A summary capitalization table depicting the ownership of Aero is provided below:

Aero Technologies, Inc. Summary Capitalization Table			
Investor	Citizenship	Voting %	Equity %
Azure Labs, LLC	U.S.	83.08% ¹	74.13%
Expa Funds	U.S.	11.62%	16.61%
Keyframe Funds I-III	U.S.	1.30%	2.28%
Oakstone Ventures, Inc.	U.S.	0.67%	1.17%
Keyframe Fund IV, L.P.	Non-U.S.	0.56%	0.98%
Cyrus Funds	Non-U.S.	0.95%	1.66%
Albacore Funds	Non-U.S.	0.83%	1.45%
WorkandCo International, Inc.	Non-U.S.	0.27%	0.47%
GGV	Non-U.S.	0.19%	0.33%
Other U.S. Citizen Holders	U.S.	0.43%	0.76%
Other non-U.S. Citizen Holders	Non-U.S.	0.10%	0.16%
Total		100%	100%

Overall, U.S. citizens hold over 97% of the voting interest in Aero and over 93% of the total equity. The additional documents explaining in detail the ownership of Aero and Applicant and demonstrating its

¹ The Series AA shares purchased by Azure Labs provide the holder with two (2) votes for every Series AA share held.

citizenship were submitted with the Application and the Applicant's responses to the Department's request for additional information.²

6. Applicant also satisfies the Department's financial fitness test for an air carrier expanding its operations.³ Applicant is an operating air carrier and plans to use commuter authority only to increase the frequency of operations on certain established, higher-yielding routes. The higher-frequency, more centralized network will allow Applicant to avoid any significant startup expenses. Applicant projects incremental operating expenses of \$3,017,424 during the first year of operations following the grant of commuter authority. Applicant and its parent Aero have positive net working capital.⁴ Accordingly, Applicant need only show funds available of \$754,365 to pass the Department's financial fitness test. Applicant is attaching updated independent verification of over \$7.5 million in the operating bank accounts of Aero and Applicant as Attachment T-3.

7. Collectively, this Supplement, the Application and the attached exhibits establish that Applicant is fit, willing and able to provide air transportation with a commuter air carrier authorization as prescribed by 49 U.S.C. Section 41738.

8. Applicant requests that its Application be processed by the use of expedited non-hearing procedures. There are no issues of material fact, and the use of expedited procedures will serve the public interest by facilitating the expansion of Applicant's innovative services as soon as possible. Applicant respectfully submits that expedited processing of its application is warranted, including reduction of the show cause answer period to five (5) business days.

² Response to Information Request of USAC Airways 695, LLC for Commuter Air Carrier Authorization, DOT-OST-2022-0139-0005 (May 1, 2023).

³ The Department's financial fitness test requires the applicant air carrier to show access to capital necessary to cover all startup expenses, one-fourth a full year's incremental operating expenses and sufficient funds to cover any working capital deficit (current assets-current liabilities).

⁴ Aero's working capital on its August 2024 balance sheet submitted as Attachment K was slightly negative, but the Applicant's networking capital balance results in a net positive working capital balance. Moreover, Aero's current assets have recently increased, as reported in Attachment T-3.

9. WHEREFORE, the Applicant requests that the Department issue a commuter air carrier authorization to USAC Airways 695 LLC d/b/a Aero as well as such other relief as the Department finds is in the public interest.

Respectfully submitted,



J. Parker Erkmann
Cooley LLP
1299 Pennsylvania Ave., NW
Suite 700
Washington, DC 20004
(202) 842-7800
perkmann@cooley.com

Counsel for
USAC Airways 695 LLC
d/b/a Aero

October 1, 2024

CERTIFICATE OF SERVICE

I hereby certify that I have on this 1st day of October 2024 served the foregoing Supplement to the Application of USAC Airways 695 LLC d/b/a Aero for Commuter Air Carrier Authorization via email upon the FAA. Service was also made upon the airport authority for each airport that Applicant intends to serve five or more times per week with the commuter authorization.

Individual, Title	Email	Organization
Robert Ference, POI	Robert.ference@faa.gov	FAA
Raymond Ilgunas, General Counsel	rilgunas@lawa.org	Los Angeles World Airports (LAX & VNY)
John M Ely, County Attorney	john.ely@pitkincounty.com	Aspen/Pitkin County Airport (ASE)



Erin Combs

Supplement to Application of Aero for Commuter Air Carrier Authorization

TABLE OF ATTACHMENTS & EXHIBITS

Attachment or Exhibit	Title	Updates in the Supplement
Attachment A	Response to §204.3(a) - name, address, and telephone number of the Applicant	Updated herein
Attachment B	Response to §204.3(b) - form of the Applicant's organization	Updated herein
Attachment C	Response to §204.3(c) - State law(s) under which the Applicant is organized	No change
Attachment D	Response to §204.3(d) – certification of good standing	Updated herein
Attachment E	Response to §204.3(e) – affidavit of citizenship	Updated herein
Attachment F	Response to §204.3(f) – key personnel	Updated herein
Attachment G	Response to §204.3(g) –resumes and questionnaires for substantial interest holders	Updated herein
Attachment H	Response to §204.3(h) – Applicant's subsidiaries	No change
Attachment I	Response to §204.3(i) - list of the Applicant's shares of stock	No change
Attachment J	Response to §204.3(j) - SEC reports	No Change
Attachment K	Response to §204.3(k) – financial statements	Updated herein
Attachment L	Response to §204.3(l) - list of all actions and outstanding judgments for more than \$5,000	Updated herein
Attachment M	Response to §204.3(m) - actions and outstanding judgments of less than \$5,000	Updated herein
Attachment N	Response to §204.3(n) - description of the Applicant's fleet of aircraft	Updated herein
Attachment O	Response to §204.3(o) - pending investigations, enforcement actions,	Updated herein

	and formal complaints filed by the Department, including the FAA	
Attachment P	Response to §204.3(p) - description of all charges of unfair or deceptive or anticompetitive business practices, or of fraud, felony or antitrust violation	Updated herein
Attachment Q	Response to §204.3(q) - description of any aircraft accidents or incidents	Updated herein
Attachment R	Response to §204.3(r) - brief narrative history of the Applicant	The narrative in this Supplement is incorporated herein.
Attachment S	Response to §204.3(s) - authority under which the Applicant has conducted or is conducting transportation operations	No Change
Attachment T	Response to §204.3(t) - summary of the service to be operated if the application is granted Confidential Treatment Requested Under § 302.12	Updated herein
Attachment U	Response to §204.3(u) - Counterpart of Agreement 18900 (OST Form 4523)	No change
Attachment V	Response to §204.3(v) - certification	Updated herein
Exhibits 1-30	Submitted with Application and Response to Request for Information	Incorporated herein
Exhibit 31	Explanation of U.S. Citizenship	
Exhibit 32	Aero Equity Ownership Wiring Diagram	Updated herein
Exhibit 33	Aero Capitalization Table	Updated herein
Exhibit 34	USAC Airways 695 LLC Limited Liability Company Operating Agreement	
Exhibit 35	Amended and Restated Certificate of Incorporation for Aero Technologies, Inc.	

Attachments A - C

Response to §204.3(a)

The name, address, and telephone number of the applicant;

Response to §204.3(b):

The form of the Applicant's organization;

Response to §204.3(c):

The State law(s) under which the applicant is organized;

USAC Airways 695, LLC
16233 Vanowen Street
Van Nuys, CA 91406

323-745-2376

USAC Airways 695, LLC is a limited liability company formed under the laws of the State of New Jersey.

Attachment D

Response to §204.3(d):

If the applicant is a corporation, a statement provided by the Office of the Secretary of State, or other agent of the State in which the applicant is incorporated, certifying that the applicant corporation is in good standing.

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

**USAC AIRWAYS 695 LLC
0450000448**

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on June 28, 2015.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and office are:

*INCORPORATING SERVICES, LTD
349 KINDERKAMACK ROAD
WESTWOOD, NJ 07675*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
27th day of September, 2024*

*Elizabeth Maher Muoio
State Treasurer*

Certificate Number : 6157515185

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AERO TECHNOLOGIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AERO TECHNOLOGIES, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Jeffrey W. Bullock, Secretary of State

5448947 8300

SR# 20243803283

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204498634

Date: 09-27-24

Attachment E

Response to §204.3(e):

A sworn affidavit stating that the applicant is a citizen of the United States.

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, DC 20590**

_____)
**Application of USAC Airways 695 LLC d/b/a Aero Air)
For Authority to Conduct Passenger)
Operations as a Commuter Air Carrier)
Pursuant to 49 USC §41738)**
_____)

DOT-OST-2022-0139

**DECLARATION OF CITIZENSHIP OF
USAC AIRWAYS 695 LLC d/b/a AERO**

I, Benjamin Klein, do declare as follows that:

1. I am the duly elected, qualified and serving President of USAC Airways 695 LLC d/b/a Aero and am authorized to make this declaration.
2. USAC Airways 695 LLC d/b/a Aero is a citizen of the United States within the meaning of 49 U.S.C. Section 40102(a)(15).

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

Dated: September 30, 2024



Benjamin Klein

Attachment F

Response to §204.3(f):

The identity of the key personnel who would be employed by the applicant

The list of Key Personnel has been updated, and new resumes and questionnaires have been submitted for those with new roles.⁵ All current Key Personnel that were Key Personnel at the time of the Application have confirmed that their responses to Section 204.3 (l), (m), (o), and (p) remain unchanged.

⁵ Former key personnel, Uma Subramanian, Ken Zedan and Thomas Andino have left the company. John Rappaport no longer serves as a Director.

Key personnel who will be employed by the applicant:

Key Person	Position	Citizenship	Exhibit
Benjamin Klein	Chief Executive Officer, Director of Aero. President of USAC Airways 695 LLC	U.S.	F-11, submitted herein
Mikael Pelet	Chief Financial Officer & VP of Operations	France / U.K.	F-2
Angie Malo	SVP Flight Operations, Aero	U.S.	F-5
Jeffrey Terry	Chief Pilot	U.S.	F-6
Sean Parker	Director of Maintenance	U.S.	F-12, submitted herein
Christopher Malo	VP of Safety	U.S.	F-8
Garrett Camp	Director of Aero	U.S./ Canada / U.K.	F-9
Roberto Sanabria	Director of Aero, Secretary	U.S.	F-10

Attachment F-11

QUESTIONNAIRE
KEY PERSONNEL

**Department of Transportation Inquiry for
USAC Airways 695, LLC & Aero Technologies, Inc.**

Key personnel include Directors, President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector.¹

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting shares of USAC Airways 695, LLC or a parent corporation.

For each key person listed above, please state:

1. Your name and address:

Benjamin Klein

**Aero Technologies, Inc.
16233 Vanowen Street
Van Nuys, CA 91406**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

See the attached resume.

3. The number of shares of stock held by you.

N/A

¹ Key personnel also include any other key officials who may not be involved with the day-to-day operation of USAC Airways 695, LLC or its parent Aero Technologies, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Aero Technologies, Inc. is, or potentially could be, substantial.

QUESTIONNAIRE (KEY PERSONNEL)
USAC Airways 695 & Aero Technologies, Inc.

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

N/A

5. Your citizenship: United States of America

6. Please state the officer ships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

N/A

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

N/A

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

None

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

None

QUESTIONNAIRE (KEY PERSONNEL)
USAC Airways 695 & Aero Technologies, Inc.

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

None

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

None

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers, crew on board, and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also, include any positive actions taken to prevent an occurrence of similar events.

None

Signature: _____



Print name: **Benjamin Klein**
CEO
Aero Technologies, Inc.
President
USAC Airways 695 LLC

Dated: September 24, 2024

Benjamin Klein – CV

Aero Technologies, Inc.

CEO

President USAC Airways 695 LLC

General Counsel and Corporate Secretary

September 2023 – Present

May 2023 - Present

July 2021 – September 2023

Skyryse, Inc.

General Counsel and Head of Government Affairs

March 2019 – July 2021

Gross & Klein LLP

Partner

January 2016 – March 2019

The Klein Firm LLC

Owner – Law Practice

October 2011 – January 2016

Contract Attorney

July 2011 - October 2011

SLG, LLP

Associate – Law Practice

March 2009 – July 2011

Katan Adventures, LLC

Owner – Travel Business

January 2008 – March 2009

Davis Polk & Wardwell

Associate – Law Practice

October 2006 – January 2008

Travelling

August 2006 – Sept. 2006

Federal Judiciary

Law Clerk

August 2005 – August 2006

Paul Weiss

Associate – Law Practice

March 2004 – July 2005

Studying for Bar Exam

January 2004 – Feb 2004

Attachment F-12

QUESTIONNAIRE
KEY PERSONNEL

Department of Transportation Inquiry for
USAC Airways 695, LLC & Aero Technologies, Inc.

Key personnel include Directors, President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector.¹

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting shares of USAC Airways 695, LLC or a parent corporation.

For each key person listed above, please state:

1. Your name and address:

Sean P Peters – Director of Maintenance

REDACTED

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

See the attached resume.

3. The number of shares of stock held by you. **None**

¹ Key personnel also include any other key officials who may not be involved with the day-to-day operation of USAC Airways 695, LLC or its parent Aero Technologies, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Aero Technologies, Inc. is, or potentially could be, substantial.

QUESTIONNAIRE (KEY PERSONNEL)
USAC Airways 695 & Aero Technologies, Inc.

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:
N/A
5. Your citizenship: **United States of America**
6. Please state the officer ships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:
N/A
7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:
N/A
8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:
N/A
9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:
N/A

QUESTIONNAIRE (KEY PERSONNEL)
USAC Airways 695 & Aero Technologies, Inc.

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

N/A

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

N/A

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers, crew on board, and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also, include any positive actions taken to prevent an occurrence of similar events.

N/A

Signature: _____



Print name: **Sean P Peters**

Dated: _____

04 Sept 2024

Sean P Peters
REDACTED

Experience

Nov 2022 - Present	USAC Airways 695 LLC dba Aero <i>Director of Maintenance and Chief Inspector</i>	Van Nuys, CA
Sept 2022 – Oct 2022	Transition period (unemployed)	
Apr 2022 – Sept 2022	Delux Public Charter, LLC dba JSX <i>Heavy Maintenance Manager</i>	Dallas, TX
Oct 2020 – Mar 2022	PSA Airlines <i>Heavy Maintenance Rep</i>	Vandalia, OH
Oct 2019 – Oct 2020	Delux Public Charter, LC dba JSX <i>Heavy Maintenance Rep</i>	Dallas, TX
Aug 2016 – Oct 2019	C&L Aviation Services <i>Project Manager</i>	Bangor, ME
Jun 2016 – Aug 2016	Republic Airways <i>Materials Specialist</i>	Columbus, OH
Jul 2015 – Aug 2016	Lane Aviation <i>Line Service Agent</i>	Columbus, OH
Oct 2013 – Jul 2015	Lowes RDC 990 <i>Utility Technician, Maintenance</i>	Findlay, OH
Aug 2012 – Mar 2013	Air America Flight Center <i>Independent Contractor, Pilot</i>	Daytona Beach, FL
Jul 2010 – Jun 2012	Silver International Airlines <i>Cross Utilized Customer Service / Ground Security Coordinator</i>	Jamestown, NY

Attachment G

Response to §204.3(g):

A list of all persons having a substantial interest in the applicant:

Compliance Questionnaires for Substantial Interest Holders

Since the Application was submitted, Azure Labs LLC has acquired additional Series B-3 and Series AA Preferred Shares in Aero, diluting the interests of other shareholders from what was reported in the Application. Thus, the only investor holding a substantial interest is Azure Labs, LLC. The updated voting percentages are listed in Exhibits 32 and 33. All other information submitted in the questionnaires remains accurate, including all responses to 204.3 (l), (m), (o), and (p) and (q).

Substantial Interest Holder	Position	Citizenship	Application Exhibit
Expa-Aero, LLC	Investor in Aero	U.S.	G-1
Expa Group Holdings, LLC	Investor in Aero	U.S.	G-2
Expa EC2– A1, LLC	Investor in Aero	U.S.	G-3
Expa EC3– A1, LLC	Investor in Aero	U.S.	G-4
Azure Labs, LLC	Investor in Aero	U.S.	G-5
Key Frame Fund I, L.P.	Investor in Aero	U.S.	G-6
Key Frame Fund II, L.P.	Investor in Aero	U.S.	G-7
Key Frame Fund III, L.P.	Investor in Aero	U.S.	G-8

Attachment H

Response to §204.3(h):

A list of the Applicant's subsidiaries, if any, including a description of each subsidiary's principal business and relationship to the Applicant.

USAC Airways 695 LLC does not have any subsidiaries.

Attachment I

Response to §204.3(i):

A list of the applicant's shares of stock in, or control of, any air carrier, foreign air carrier, common carrier, or person substantially engaged in the business of aeronautics.

USAC Airways 695 LLC does not have any shares of stock in, or control of, any air carrier, foreign air carrier, common carrier, or person substantially engaged in the business of aeronautics.

Attachment J

Response to §204.3(j):

To the extent any relevant corporation has been engaged in any business prior to the filing of the application, each applicant shall provide:

- (1) Copies of the 10K Annual Reports filed in the past 3 years by any relevant corporation required to file such reports with the Securities and Exchange Commission, and**
- (2) Copies of recently filed 10Q Quarterly Reports, as necessary, in order to show the financial condition and results of operations of the enterprise current to within 3 months of the date of the filing of the application.**

Neither the Applicant nor its parent company Aero Technologies, Inc. file financial statements with the Securities and Exchange Commission.

Attachment K

Response to §204.3(k):

If 10K Reports are not filed with the Securities and Exchange Commission, the following, for the 3 most recent calendar or fiscal years, reflecting the financial condition and results of operations of the enterprise current to within 3 months of the date of the filing of the application:

- (1) The Balance Sheet of each relevant corporation;**
- (2) The Income Statement of each relevant corporation;**
- (3) All footnotes applicable to the financial statements, including:**
 - (i) A statement as to whether the documents were prepared in accordance with Generally Accepted Accounting Principles, and**
 - (ii) A description of the significant accounting policies of each relevant corporation, such as for depreciation, amortization of intangibles, overhauls, unearned revenues, and cost capitalization;**
- (4) A statement of significant events occurring subsequent to the most recent Balance Sheet date for each relevant corporation; and**
- (5) A statement identifying the person who has prepared the financial statements, his or her accounting qualifications, and any affiliation he or she has with the applicant.**

Aero's Unconsolidated Financial Statements

A statement as to where the documents were prepared in accordance with Generally Accepted Accounting Principles:

A description of the significant accounting policies of each relevant corporation, such as for depreciation, amortization of intangibles, overhauls, unearned revenues, and cost capitalization:

A statement of significant events occurring subsequent to the most recent Balance Sheet date for each relevant corporation:

A statement identifying the person who has prepared the financial statements, his or her accounting qualifications, and any affiliation he or she has with the applicant:

INCOME STATEMENT		FY 2023	
	USAC AIRWAYS 695 LLC	AERO TECHNOLOGIES INC.	
Flight Revenues	20,350,190	20,709,215	
Other Revenues	0	58,961	
Revenue	20,350,190	20,768,175	
Salaries, Wages & Benefits	9,041,161	19,509,596	
Aircraft Fuel and Related Taxes	5,865,465	6,353,885	
Landing Fees and Other Rents	3,719,397	4,368,616	
Depreciation & Amortization	113,417	3,549,029	
Maintenance, Materials & Repairs	2,846,299	3,229,147	
Other operating expenses	6,403,064	19,011,992	
Total Expenses	27,988,803	56,022,266	
Net Ordinary Income/(loss)	(7,638,613)	(35,254,091)	
Other Income/(Expenses)	(98,497)	(982,633)	
Net Income/(loss)	(7,737,110)	(36,236,724)	

Draft Unaudited Balance Sheet		31-Dec-23	
ASSETS	USAC AIRWAYS 695 LLC	AERO TECHNOLOGIES INC.	
Bank Accounts	2,366,953	4,395,286	
Accounts Receivables	744,035	750,491	
Other current assets	3,101,984	4,795,214	
Total Current Assets	6,212,972	9,940,991	
Fixed assets	1,376,025	31,310,888	
Accumulated Depreciation	-113,417	-6,598,030	
Total Fixed Assets	1,262,608	24,712,858	
Restricted Cash	0	40,000	
Investments	0	0	
Intercompany Receivables	12,177,256	0	
Other Assets	384,663	937,417	
Total Other Assets	12,561,919	977,417	
TOTAL ASSETS	20,037,500	35,631,266	
LIABILITIES AND EQUITY			
Accounts Payable	1,267,235	1,689,794	
Accrued Liabilities	4,068,024	12,299,942	
Other Current Liabilities	1,712,955	1,926,407	
Total Current Liabilities	7,048,214	15,916,143	
Long Term Loan Payable	0	15,136,672	
Intercompany Payable	28,740,405	0	
Total Long-Term Liabilities	28,740,405	15,136,672	
Total Liabilities	35,788,620	31,052,815	
Opening Balance Equity	375,000	123,761,986	
Retained Earnings	-8,389,010	-83,157,807	
Net Income	-7,737,110	-36,236,724	
Cumulative Translation Adjustment	0	210,997	
Total Equity	-15,751,120	4,578,451	
TOTAL LIABILITIES AND EQUITY	20,037,500	35,631,266	

INCOME STATEMENT		Jan-Aug 2024	
	USAC AIRWAYS 695 LLC	AERO TECHNOLOGIES INC.	
Flight Revenues	12,049,861	11,788,636	
Other Revenues	0	29,075	
Revenue	12,049,861	11,817,712	
Salaries, Wages & Benefits	5,531,070	8,849,143	
Aircraft Fuel and Related Taxes	2,845,713	2,845,713	
Landing Fees and Other Rents	2,009,324	2,020,210	
Depreciation & Amortization	478,952	2,301,019	
Maintenance, Materials & Repairs	1,290,450	1,290,450	
Other operating expenses	5,143,616	8,709,207	
Total Expenses	17,299,123	26,015,741	
Net Ordinary Income/(loss)	(5,249,263)	(14,198,030)	
Other Income/(Expenses)	2,899	(1,921,168)	
Net Income/(loss)	(5,246,364)	(16,119,198)	

Draft Unaudited Balance Sheet		31-Aug-24	
ASSETS	USAC AIRWAYS 695 LLC	AERO TECHNOLOGIES INC.	
Bank Accounts	2,292,590	4,076,390	
Accounts Receivables	1,103,009	1,125,188	
Other current assets	3,062,947	4,260,449	
Total Current Assets	6,458,547	9,462,027	
Fixed assets	2,911,240	28,110,723	
Accumulated Depreciation	-835,757	-8,897,160	
Total Fixed Assets	2,075,484	19,213,563	
Restricted Cash	0	40,000	
Investments	0	-126	
Intercompany Receivables	13,116,774	0	
Other Assets	466,513	1,272,209	
Total Other Assets	13,583,288	1,312,083	
TOTAL ASSETS	22,117,318	29,987,672	
LIABILITIES AND EQUITY			
Accounts Payable	244,588	590,940	
Accrued Liabilities	3,502,531	7,143,957	
Other Current Liabilities	1,748,156	1,848,976	
Total Current Liabilities	5,495,275	9,583,874	
Long Term Loan Payable	0	12,809,472	
Intercompany Payable	37,619,526	0	
Total Long-Term Liabilities	37,619,526	12,809,472	
Total Liabilities	43,114,801	22,393,345	
Opening Balance Equity	375,000	143,179,857	
Retained Earnings	-16,126,120	-119,204,088	
Net Income	-5,246,364	-16,119,198	
Cumulative Translation Adjustment	0	-262,245	
Total Equity	-20,997,483	7,594,327	
TOTAL LIABILITIES AND EQUITY	22,117,318	29,987,672	



Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statement and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

ASSETS

Bank Accounts

Cash and cash equivalents to include cash and deposits with financial institutions with maturities of less than 90 days.

Accounts Receivable

Accounts receivable relate to flight operations of the Company and the Company uses the allowance method of recognizing uncollectible accounts receivable. At August 31, 2024, there is no allowance for doubtful accounts established and in the opinion of management all outstanding receivables are considered fully collectible. Management determines the allowance for doubtful accounts by regularly evaluating historical experience and current economic conditions. Receivables are written off when deemed uncollectible.

Other Current Assets

Prepaid expenses and other current assets include security deposits, including funds held in escrow, and prepayments of insurance policies and subscription fees for aviation maintenance, inventory & operations software.

Fixed Assets

Property and equipment, stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful life of the asset, as follows:

	Useful Life
Aircraft	10 years
C-Check Maintenance Inspection	2 years
Capitalized aircraft parts	Fleet life

Routine maintenance for aircraft is expensed as incurred.



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The Company applies the deferral method for significant maintenance costs of aircraft. Under this method, the value of each planned major maintenance activity, such as an aircraft C-check maintenance inspection, is capitalized to the aircraft and is depreciated over the remaining period until the next anticipated major maintenance event. The estimated period until the next scheduled major maintenance event is estimated based on assumptions such as estimated cycles, hours, and months, required maintenance intervals, and the age/condition of related parts.

The Company's repairable parts are capitalized to the aircraft when they are installed on the aircraft. The cost of repairing repairable parts is charged to expense as it is incurred. Expendable parts are charged to expense as they are used or consumed in operations, including when they are placed on an aircraft. Repairable and expendable parts are valued at cost, less an allowance for obsolescence.

Long-lived assets held and used, primarily property and equipment, are tested for recoverability when circumstances indicate that the carrying amount of assets may not be recoverable. Recoverability of long-lived assets is evaluated by comparing the carrying value of an asset or asset group to management's best estimate of the undiscounted future operating cash flows expected to be generated by the asset or asset group. If such comparisons indicate that the carrying value of the asset or asset group is not recoverable, an impairment loss is recognized for the amount by which the carrying value of the asset or assets group exceeds its estimated fair value. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. No assets were held for sale as of August 31, 2024.

Restricted Cash

Restricted cash consists of cash held by certain financial institutions in connection with existing loan or credit card agreements.

Intercompany Receivables

Cash advances from USAC Airways 695 LLC to Aero Technologies Inc., maintenance related capital expenditures paid by USAC Airways 695 LLC on behalf of the owners of the aircraft Aero Aircraft Holdings LLC and Aero Aircraft Holdings II LLC.

Other Assets

Other assets primarily consist of security deposits, intangible assets and deferred tax assets.

The intangible assets consist of operating licenses, which are indefinite-lived intangible assets. Intangible assets are tested for impairment when a triggering event occurs indicating the fair value of the asset may be below its carrying amount. As the Company's intangible assets consist of indefinite-lived intangible assets, there was no amortization expense recorded.

Income Tax

Certain income and expenses are not reported in tax returns and financial statements in the same year. The tax effect of such temporary differences is reported as deferred income taxes.



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Deferred tax assets are reported net of a valuation allowance when it is more likely than not that a tax benefit will not be realized. In assessing the likelihood of realization, management considers estimates of future sources of taxable income and calculates the current and deferred tax position based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed returns are recorded when identified. The Company's income tax filings are subject to examination by state and federal tax authorities.

The Company has evaluated its tax positions and any estimates utilized in its tax returns and concluded that the Company has taken no uncertain tax positions that require adjustment to the financial statements to comply with this guidance.

LIABILITIES

Accrued Liabilities

Outstanding credit card balances due.

Other Current Liabilities

Accrued expenses to include maintenance-related provisions, deferred revenue, accrued interest payable and short term loan payable, as well as federal excise taxes payable on flights and accrued payroll.

Deferred revenue represents advanced deposits for scheduled flight and charter reservations and future flight credits issued to customers. Deferred revenue is an obligation to transfer services to a customer for which the Company has already received consideration. Upon receipt of a prepayment from a customer for all or a portion of the transaction price, the Company initially recognizes a contract liability. The contract liability is settled, and revenue is recognized, when the Company satisfies its performance obligation to the customer at a future date.

Long Term Loan Payable

The Company has entered into several promissory notes in order to partially finance the acquisition and upgrades to aircraft. In addition, deferred financing costs incurred in obtaining loans are capitalized and presented as a reduction of long-term debt in the accompanying consolidated balance sheet. Deferred financing costs are amortized to interest expense based on the terms of the related debt using the effective interest method.

Intercompany Payable

Accumulated intercompany loan from the parent company Aero Technologies, Inc. to USAC Airways 695 LLC to fund ongoing startup and operating expenses, as well as some aircraft maintenance related advances financed by Aero Aircraft Holdings LLC and Aero Aircraft Holdings II LLC.

Subsequent Events

On September 20, 2024 the Company closed a re-financing transaction with Bank of America for all of its aircraft that resulted in the payoff of all of the Albacore debt and also resulted in



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additional liquidity for the Company. No additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in the financial statement was identified.

Accounting Firm

The financial statements were prepared by BDO, one of the largest accounting firms in the world.

Attachment L

Response to §204.3(l):

A list of all actions and outstanding judgments for more than \$5,000 against any relevant corporation, key personnel employed (or to be employed) by any relevant corporation, or person having a substantial interest in any relevant corporation, including the amount of each judgment, the party to whom it is payable, and how long it has been outstanding:

Neither USAC Airways 695 LLC nor Aero Technologies, Inc. have any responsive information. Compliance information for Applicant's key personnel and relevant corporations has been provided in the series F and G attachments.

Attachment M

Response to §204.3(m):

The number of actions and outstanding judgments of less than \$5,000 against each relevant corporation, key personnel employed (or to be employed) by any relevant corporation, or person having a substantial interest in any relevant corporation, and the total amount owed by each on such judgments:

Neither USAC Airways 695 LLC nor Aero Technologies, Inc. have any responsive information. Compliance information for Applicant's key personnel and relevant corporations has been provided in the series F and G attachments.

Attachment N

Response to §204.3(n):

A description of the Applicant's fleet of aircraft:

- (1) The number of each type of aircraft owned, leased and to be purchased or leased;**
- (2) Applicant's plans, including financing plans, for the purchase or lease of additional aircraft:**
- (3) A sworn affidavit stating that each aircraft owned or leased has been certified by the FAA and currently complies with all FAA safety standards:**

USAC Airways 695 LLC – Current Fleet

Reg. Number	Type	Serial Number	Owner
N404AT	ERJ135LR	145715	Aero Aircraft Holdings LLC*
N809TD	ERJ135BJ (Legacy 600)	14500809	Aero Aircraft Holdings II LLC*
N712AE	ERJ135LR	145247	Aero Aircraft Holdings LLC
N402AT	ERJ135LR	145702	Aero Technologies, Inc
N1023C	ERJ135LR	145550	Aero Aircraft Holdings II LLC
*100% owned by Aero Technologies, Inc.			

Aero has completely reconfigured the ERJ135 to accommodate 16 seats for the ERJ135LR and 13 seats for the ERJ135BJ (Legacy 600), providing passengers with maximum comfort and all the benefits of flying private while offering the convenience and affordability of purchasing by the seat.

USAC Airways 695, LLC – Plans for Fleet Expansion

The Applicant intends to maintain its fleet at its current size for the next 6-12 months.

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, DC 20590**

Application of USAC Airways 695 LLC d/b/a Aero Air)
For Authority to Conduct Passenger)
Operations as a Commuter Air Carrier)
Pursuant to 49 USC §41738)
_____)

DOT-OST-2022-0139

**DECLARATION OF FLEET COMPLIANCE OF
USAC AIRWAYS 695 LLC d/b/a AERO**

I, Sean Peters, do declare as follows that:

1. I am the qualified and serving Director of Maintenance of USAC Airways 695 LLC d/b/a Aero and am authorized to make this declaration.

2. All aircraft owned and leased by Aero, have been certified by the Federal Aviation Administration and currently comply with all applicable Federal Aviation Administration safety standards.

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

Dated: September 30, 2024



Sean Peters
Director of Maintenance

Attachment O

Response to §204.3(o):

A description of the current status of all pending investigations, enforcement actions, and formal complaints filed by the Department, including the FAA, involving the applicant or any relevant corporation, any personnel employed (or to be employed) by any relevant corporation or person having a substantial interest in any relevant corporation, regarding compliance with the Statute or orders, rules, regulations, or requirements issued pursuant to the Statute, and any corrective actions taken:

Neither USAC Airways 695 LLC nor Aero Technologies, Inc. have any responsive information. Compliance information for Applicant's key personnel and relevant corporations has been provided in the series F and G attachments.

Attachment P

Response to §204.3(p):

A description of all charges of unfair or deceptive or anticompetitive business practices, or of fraud, felony or antitrust violation, brought against any relevant corporation or person having a substantial interest in any relevant corporation, or member of the key personnel employed (or to be employed) by any relevant corporation in the past 10 years. Such descriptions shall include the disposition or current status of each such proceeding:

Neither USAC Airways 695 LLC nor Aero Technologies, Inc. have any responsive information. Compliance information for Applicant's key personnel and relevant corporations has been provided in the series F and G attachments.

Attachment Q

Response to §204.3(q):

A description of any aircraft accidents or incidents (as defined in the National Transportation Safety Board Regulations, 49 CFR 830.2) experienced by the applicant, its personnel, or any relevant corporation, which occurred either during the year preceding the date of application or at any time in the past and which remain under investigation by the FAA, the NTSB, or by the company itself, including:

Neither USAC Airways 695 LLC nor Aero Technologies, Inc. have any responsive information. Compliance information for Applicant's key personnel and relevant corporations has been provided in the series F and G attachments.

Attachment R

Response to §204.3(r):

A brief narrative history of the applicant.

A narrative history of the Applicant was provided in the main body of the Application and this Supplement.

Attachment S

Response to §204.3(s):

A description of all Federal, State and foreign authority under which the applicant has conducted or is conducting transportation operations, and the identity of the local FAA office and personnel responsible for processing an application for any additional FAA authority needed to conduct the proposed operations:

USAC Airways 695, LLC d/b/a Aero holds an air carrier operating certificate (5U5A029Q) issued by the Federal Aviation Administration and has been issued OpSpecs under Part 135 of the Federal Aviation Regulations. Aero has economic authority under Part 298 of the Department's regulations. The principal operations inspector for Aero is:

Robert Ference
Robert.ference@faa.gov
570-406-6274
961 Marcon Blvd
Allentown, PA 18109