CARIBEX, INC.



AIRCRAFT MANAGEMENT PROGRAM

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Introduction

Caribex was started in 1984 by Robert Firth who retired in 2000 from active airline flying and began operating executive jets and offering custom management programs .Captain Firth has logged over 22,000 hours and has operated over 100 different types of aircraft worldwide including three years in Vietnam. Caribex is a solely owned aviation management and consulting company registered in Delaware. As a chief Pilot and director of operations with several 121 airlines, Captain Firth managed up to 600 pilots and 25 jet and turboprop aircraft.

Caribex has experience managing as many as twelve corporate aircraft simultaneously. Caribex started one of the very first shared ownership programs in 1971. The key in all such programs is the basic agreement between the company providing the services and the client.

Management agreement

The management agreement provides the structural basis for CARIBEX, INC. to assist in creating the structure to manage the aircraft on behalf of the principals. The essential philosophy of the agreement is based on a cost plus program wherein CARIBEX, INC. provides its services on a fixed monthly basis with variable expenditures being charged to the principals.

This methodology allows for the management company to eliminate considerable costly administrative effort and expense by eliminating the need to invoicing of any kind.

MANAGEMENT:

THE AREAS CARIBEX, INC. PROVIDES SERVICE INCLUDE:

- Locating the selected aircraft
- Arrange for inspections and test flight
- Arrange for a US Corporation and a bank trust to hold the stock in a corporation holding the Leased aircraft as it's sole asset.
- Following purchase, arrange the title search and transfer to new corporate owner entity and N registry
- Schedule any maintenance to remedy any defects and discrepancies found during the inspection and test flight and to install any desired equipment such as Sat phones, etc.
- Provide a full time maintenance reprehensive to supervise the maintenance
- Locate, retain & train highly experienced and professional pilots.
- Place the aircraft under insurance
- Schedule the delivery of the aircraft
- Purchase a stock of specialized tooling, tow bars, rotables, and expendables to accompany the aircraft.
- Arrange for offices and hangar space t the base of operations.
- Order and arrange for vendors for all navigation and maintenance publications
- Arrange for the dispatcher to have contacts 24/7 with the principals as regards desired flights.
- Provide fuel, flight plans and handling arrangements for the passengers and aircraft on any flights.
- Arrange for all catering, limos hotels, etc. for the passengers and crew

- Provide relief crews whenever necessary.
- Schedule all routine and non-routine maintenance
- Maintain the ships historical records
- Provide detailed management and accounting reports on a monthly basis
- Provide quarterly reports on the market value of the aircraft.
- Arrange to add additional aircraft whenever required.
- Arrange for the sale of the aircraft when determined by the principals

The following presents CARIBEX, INC.'s aviation management program

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THE 5 MOST IMPORTANT FACTORS IN CHOOSING AN AIRCRAFT MANAGEMENT COMPANY

As you research the best Aircraft Management Company for you, consider these important factors.

1. Safety and Security Record

Safety record including years in business and miles flown Safety and Security Systems and Procedures: Pilot training and experience, maintenance training, aircraft audits, overall security plan and implementation.

CARIBEX, INC. has operated private and commercial aircraft worldwide for over 42 years

2. Customer Service

True 24/7 service: Can you reach a "live," onsite person around the clock in case of last minute flight arrangements, changes, special requests, or questions? Client Relations expert: Will you primarily work with one person who knows the intimate details of your aircraft and can assist you with any and all communication necessary across departments?

CARIBEX, INC. will have and always has had the best professional dispatch capabilities in the business.

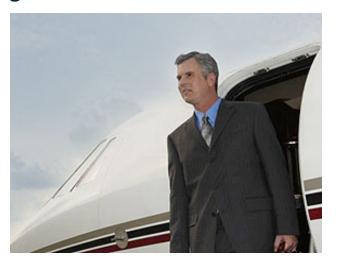
3. Company Experience and Financial Stability

Company experience: How long has the company been in business? What is their reputation? • Financial stability: Do they have the resources to invest in equipment, safety, quality programs and customer service

CARIBEX, INC. Aircraft Management

An Option that is Right for You

CARIBEX, INC. Management offers a program where we deliver 100% of the maintenance, training and security operations of your aircraft.





We offer a Turnkey Aircraft Management program where we take care of all the day-to-day responsibility and management of your aircraft --

Exclusive Cost Efficiencies

By contracting with CARIBEX, INC., you can save thousands of dollars. We can arrange fuel discounts, Registry offshore (Aruba) which can save considerable money. Additional discounts with insurance carriers, maintenance providers and simulator-based training suppliers are also passed on to the aircraft owner.

Impeccable Safety Record

As part of the private and commercial aviation business for over 40 years, we have, due to our commercial background, managed more flight miles and more flights than any purely corporate aircraft operation worldwide and, we have maintained an impeccable safety record.

Our pilots are highly experienced professionals and exceptionally well trained. We require all of our pilots to have an Airline Transport Pilot (ATP) license and a minimum of 5,000 flight hours for captains and 2,000 flight hours for first officers - all our pilots must exceed the training standards set by the JAA or FAA. We personally fly with our pilots and insist on simulator based re current training. We place 2 rated pilots on all of our flights as well as qualified cabin attendants on larger aircraft.

Personal Account Team

Our clients are assigned a personal Account Team led by a single point of contact, with a dedicated customer service specialist available 24/7. This team also includes technical experts from fleet maintenance, operations and accounting -- all working in unison with your interests in mind.

Your Asset Maintained at Peak Level

Under our Turnkey Aircraft Management program, your aircraft will be maintained to its utmost performance level. Every aircraft that we have managed must pass a rigorous conformity inspection such as you have recently done. Your aircraft will be maintained to the strictest of standards. Our Managed Aircraft are held to the same conformity and maintenance standards as are the commercial carriers.

In addition, all aircraft must pass annual, random safety audits by our Standards and Security Department so you'll be confident that your aircraft is always flying at its highest performance and safety level.

Putting Your Best Interests First

Every decision that we make regarding your aircraft puts your best interests first. Whether it is an aircraft part being purchased, a pilot hired or a charter flight being scheduled on your aircraft -- the decision is carefully evaluated to maximize the benefit to you. Safety Is always first in our priorities,

How we do this:

We will open offices near the aircraft base of operations and arrange for a full time staff member who is also a rated pilot to provide accounting and management programs that will provide you with the information you need to effectively cost control your aircraft investment.

We will provide monthly reports that reflect the hours and cycles on the aircraft, routings, passengers carried, cost of the flight and ground operations presented in a understandable format.

Scheduled Maintenance:

We will provide advance forecasts of down times for inspections and maintenance that is coming due so you can better schedule the use of your aircraft.

Insurance:

We will work with your administrative offices to ensure that copies of the aircraft insurance policies are kept in a secure location and that the amount of liability and hull coverage is adequate for all your requirements.

Registry

We can register you aircraft in the United States to facilitate avoidance of any VAT and registrations taxes that have made aviation so terribly expensive for EU owners.

All crew members will be CARIBEX, INC. employees so as to further reduce your liability and the many difficulties of offering direct employment. All the managed aircraft contract crews and staff will be employed by the off- shore corporation.

Payments:

CARIBEX, INC. has developed a vastly simplified and effective methodology for handling the myriad expenses that are encountered every day in aircraft management.

We use a corporate credit card supplied by the client/ owner with a general merchant authorization permitting CARIBEX, INC. to charge the operational and management cost to the card on a monthly and timely basis. This means that we will provide you with a general budget which we will agree on and, following that, CARIBEX, INC. will charge the card for the various items that appear on the approved budget.

These charges will reflect fuel, engine hourly insurance and maintenance reserves, landing fees, parking, en-route navigational fees (when applicable) and crew costs for hotels etc. for those flights you have scheduled.

We, in this way, do not send invoices to your payables department for each and every item appearing on the aviation budget. For flight planning, fuel and nav

fees, we will use a vendor such as Universal Flight Services who will provide a master credit account for each managed aircraft.

Perhaps more importantly, as aviation payments often have to be made in advance or when immediately incurred, such as fuel and handling, landing fees, crew hotels, etc., by handling the vendor agreements in this way, we establish and maintain excellent credit and 100% of the operational and management expenses will be handled in an expeditious way.

How does this work?

CARIBEX, INC., in order to establish credit with COLT fuel, an Aviation Service company, would send them a cash deposit based on a charge to the Credit card wherein the proceeds are paid into our accounts. This deposit allows CARIBEX, INC to be issued a COLT credit card and, as an established card holder, thereby charge our flight planning, handling and fueling costs whenever we use COLT. In a similar manner, we will establish credit with Universal flight Services for the same purposes as well as Jeppessen for navigation publications, Universal for the navigation data base and various maintenance facilities, office rent, aircraft insurance, Satellite phones, supplies, crew and staff salaries, etc. Everything we will need to operate your aircraft safely and efficiency will be arranged as a charge to the same accounts.

You will receive a monthly statement from y our credit card issuer and from CARIBEX, INC. that will tally with the approved budget. Thus, you can be assured of receiving only a <u>single payment</u> each month for the operation of your aircraft. Nothing we know of works this well and is this simple.

Once you enter a flight into the system, we can provide instantly a average quote so before take off, you will know what that particular flight or series of flight will cost. The monthly report we issue will provide you with detailed information indicating your total fuel bills, a summary of your monthly flights, destinations, passengers and the costs.

The monthly report is sent to your accounting department or CFO or as you direct. The data presented allows for a separation of pleasure and business flying as well as the itemized charges for the month. If you didn't use the aircraft during the billing period, the only costs are the fixed monthly management fee.

What do we do on a daily basis?

- Open offices and locate hangar space
- Employ, train & schedule experienced pilots & cabin staff
- Employ an office manager/ Dir maintenance
- Obtain credit from all required vendors
- Build the ships library
- Arrange and pay for the aircraft's insurance
- Arrange for the off shore registration
- Order services from a number of vendors
- Obtain communications for the crew including SAT phone
- Schedule all inspections
- Ensure that the aircraft meets all scheduled maintenance Requirements
- Maintain the ships historical records in a digital professional format
- Receive and process all flight requests
- Provide professional flight following
- Obtain clearances, file flight plans
- Arrange catering
- Arrange hotels for the crews
- Arrange ground transportation for crews and company personnel
- Arrange & confirm handlers at all destinations
- Schedule all ships maintenance
- Log all manufactures service bulletins and maintenance alerts
- Make payments to the engine insurer Honeywell
- Deliver concise monthly operational and expense reports
- Schedule aircraft cleaning and refurbishment when needed

The CARIBEX, INC. Employment Handbook

CARIBEX, INC., provides initial indoctrination training to the personnel involved in flying and maintaining your aircraft.

We have a detailed manual that forms the basis of the crew performance covering every aspect of their daily work.

We will establish communications guidelines and company identification such that out crews and scheduling personnel will become very familiar with the owners requirements and travel plans.

This concludes our presentation. There remains a review of our Management Agreement.