U.S. Department
of Transportation
**Federal Aviation
Administration**

November 1, 2006

Gregory S. Winton, Esquire
[redacted]

RE: Legal Interpretation -- Part 135

Dear Mr. Winton:

In response to the questions raised in your letter dated May 2, 2006, the Federal Aviation Administration (FAA) provides the following:

1. If a certificate holder's president is not authorized to exercise operational control under 14 C.F.R. § 135.77, must the name and title of the president be set forth in the operations specifications?

As noted in your letter, 14 C.F.R. §§ 119.69(a) and 135.23 specify certain required elements be included in a certificate holder's operation specifications. In addition, § 119.49 and FAA Order 8400.10, Air Transportation Operations Inspector's Handbook, Volume 2, paragraph 13, and Volume 3, paragraph 61 also provide guidance and requirements.

At the time the air carrier applies for an air carrier certificate, the appropriate FAA Flight Standards District Office (FSDO) will determine, in conjunction with the applicant, the name and title of each person authorized by the applicant (future certificate holder) to exercise operational control and listed in its operation specifications complying with § 135.77.

This "operational control" person may or may not be the president. Also, the president may have to be listed in accordance with the requirements of §§ 119.49, 119.69(a) or other FAA regulation. And, for U.S. citizenship purposes, the FAA may chose to require the listing of the president, who must be a U.S. citizen.

2. If so, must a certificate holder notify the FAA when its president is substituted or replaced by another individual?

If the president is listed on a certificate holder's operation specifications, whether through § 135.77 or some other requirement in compliance with FAA regulations (e.g., §§ 119.49, 119.69(a)), the certificate holder must notify the FAA when its president is substituted or replaced by another individual.

3. Does substitution or replacement of a certificate holder's president require approval by the FAA?

Since the president must meet U.S. citizenship requirements, the carrier must notify the FAA about the new president and that person's citizenship status.

In addition, whether a change of president requires FAA approval depends upon whether or not the president is listed on the air carrier's operation specifications. The procedures to amend an air carriers operation specifications are set forth in § 119.51 and require FAA approval (see 199.51(a)(3)).

4. Must a certificate holder inform the FAA of any amendment(s) or changes(s) to its Certificate of Incorporation regarding the following:

i. A change of the person designated as president of the corporation.

Yes, since it may affect the company's citizenship requirements or operation specifications. If there is a question, it can be addressed by the local FSDO.

ii. A change of shareholder(s) of the corporation.

Same answer as 4.i. above.

(iii) A change of shares, the number, the par value and/or class of issued shares held by the corporation or shareholder(s).

Same answer as 4.i. above and can be best addressed on a case-by-case basis by the local FSDO.

iv. A change of the post office address to which the secretary of state shall mail a copy of any process against the corporation.

Yes. Section 119.49(a)(1) requires that the operation specifications contain the current "name and mailing address of the certificate holder's agent for service."

v. A change of address of the registered agent.

Yes, if the registered agent is the air carrier's "agent for service."

This response was prepared by Bruce Glendening, Attorney in the Regulations Division of the Office of the Chief Counsel and has been coordinated with the Air Transportation Division of Flight Standards Service. If you have additional questions regarding this matter, please contact us at your convenience at (202) 267-3073.

Sincerely,

Rebecca B. MacPherson
Assistant Chief Counsel
Regulations Division (AGC-200)