



May 21, 2007

52A

A RESOLUTION AUTHORIZING THE EXECUTION OF A PRELIMINARY AGREEMENT WITH ELLIOTT AVIATION OF DES MOINES, INC. REGARDING THE ISSUANCE OF NOT TO EXCEED \$6,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF SPECIAL FACILITY REVENUE BONDS (ELLIOTT AVIATION PROJECT) OF THE CITY OF DES MOINES, IOWA, DIRECTING PUBLICATION OF NOTICE OF INTENTION TO ISSUE, CALLING A PUBLIC HEARING ON THE PROPOSAL TO ISSUE SAID BONDS AND DECLARING AN OFFICIAL INTENT TO REIMBURSE

WHEREAS, the City of Des Moines, Iowa (the "Issuer") is a municipal corporation and political subdivision organized and existing under the Constitution and laws of the State of Iowa, and is authorized and empowered by Chapter 419 of the Code of Iowa (the "Act"), to issue its bonds and loan the proceeds from the sale of said bonds to one or more parties to be used to finance all or a portion of the cost of acquiring, constructing, improving and equipping a "project", as that term is defined in the Act, including a national, regional, or divisional headquarters facility of a company that does multistate business and to retire any existing indebtedness and refund any outstanding bonds issued under the Act; and

WHEREAS, the Issuer has been requested by Elliott Aviation of Des Moines, Inc., an Iowa corporation (the "Borrower"), to authorize and issue its revenue bonds pursuant to the provisions of the Act for the purpose of financing costs of (i) a regional headquarters facility to be used by Borrower, consisting of three aircraft hangars, and a general aviation terminal and a supporting office area with certain other directly related improvements (the "Project"), (ii) funding a reserve fund, and (iii) paying costs of issuance and related costs. The Project will be located at 2800 SW McKinley Avenue, Des Moines, Iowa, adjacent to the Des Moines International Airport and will be leased to the Borrower by the Issuer pursuant to a Fixed Base Operator Lease and Agreement; and

WHEREAS, based on information provided by the Borrower, the amount necessary to finance all or a portion of the cost of constructing the Project, funding a reserve fund and paying costs of issuance, including necessary expenses incidental thereto, will require the issuance by the Issuer of not to exceed \$6,000,000 aggregate principal amount of its Special Facility Revenue Bonds, in one or more series (the "Bonds") pursuant to the provisions of the Act, and it is proposed that the Issuer loan said amount to the Borrower under a Loan Agreement between the Issuer and Borrower pursuant to which loan payments will be made by the Borrower in amounts sufficient to pay the principal of, premium, if any, and interest on said Bonds, as and when the same shall be due; and

WHEREAS, the Bonds, if issued, shall be limited obligations of the Issuer, and shall not constitute nor give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing powers, and the principal of, interest and premium, if any, on the Bonds shall be payable solely out of the revenues derived from the Loan Agreement and the Project to be financed by the Bonds; and

WHEREAS, the Borrower wishes to proceed with the Project and reasonably expects to pay costs of the Project prior to the issuance of the Bonds and wishes to reimburse original expenditures paid from its own funds with proceeds of the Bonds, and in order to comply with Treasury Regulation 1.150-2, it is necessary for the Issuer to declare an official intent to reimburse original expenditures paid by the Borrower with proceeds of the Bonds; and

WHEREAS, before the Bonds may be issued, it is necessary to conduct a public hearing on the proposal to issue the Bonds, all as required and provided by Section 419.9 of the Act and Section 147(f) of the Code; and

WHEREAS, a Preliminary Agreement in the form and with the contents set forth in Exhibit A attached hereto, has been presented to the Issuer which sets forth certain mutual undertakings and agreements between the Issuer and the Borrower, relating to the further processing of the Bonds.

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Governing Body of the Issuer as follows:

Section 1. The Preliminary Agreement in the form and with the contents set forth in Exhibit A attached hereto is hereby approved, and the Mayor is hereby authorized to execute said Preliminary Agreement and the City Clerk is hereby authorized to attest the same and to affix the seal of the Issuer thereto; said Preliminary Agreement, which constitutes and is hereby made a part of this Resolution, to be in substantially the form, text and containing the provisions set forth in Exhibit A attached hereto. Officials of the Issuer are hereby authorized to take such further action as may be necessary to carry out the intent and purpose of the Preliminary Agreement.

Section 2. A public hearing shall be conducted on June 18, 2007, at 5:00 p.m., before this Governing Body in the Council Chambers at City Hall on the proposal to issue not to exceed \$6,000,000 aggregate principal amount of the Issuer's Special Facility Revenue Bonds (Elliott Aviation Project) in one or more series pursuant to the provisions of the Act, for the purpose of financing costs of (i) the Borrower's regional headquarters facility which shall be comprised of three aircraft hangars, and a general aviation terminal and a supporting office area with certain other directly related improvements (the "Project"), (ii) funding a reserve fund, and (iii) paying costs of issuance and related costs, including necessary expenses incidental thereto, and all local residents

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who appear at said hearing shall be given an opportunity to express their views for or against the proposal to issue such Bonds; and at said hearing, or any adjournment thereof, this Governing Body shall adopt a Resolution determining whether or not to proceed with the issuance of said Bonds.

Section 3. The City Clerk of the Issuer is hereby directed to publish one time, not less than 15 days prior to the date fixed for said hearing, in The Des Moines Register, a legal newspaper published and having a general circulation within the Issuer, a Notice of Intention to issue said Bonds in substantially the following form:



May 21, 2007

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NOTICE OF PUBLIC HEARING ON INTENTION
TO ISSUE
SPECIAL FACILITY REVENUE BONDS
(ELLIOTT AVIATION PROJECT)

Notice is hereby given that a public hearing will be conducted before the City Council of the City of Des Moines, Iowa (the "Issuer"), in the Council Chambers at City Hall in said City at _____ .m., on June 18, 2007, on the proposal to issue not to exceed \$6,000,000 principal amount of the Issuer's Special Facility Revenue Bonds (Elliott Aviation Project), pursuant to the provisions of Chapter 419 of the Code of Iowa, for the purpose of financing the costs of (i) a regional headquarters facility to be used by Elliott Aviation, Inc. (the "Borrower"), consisting of three aircraft hangars, and a general aviation terminal and a supporting office area with certain other directly related improvements (the "Project"), (ii) funding a reserve fund, and (iii) paying costs of issuance and related costs. The Project will be located at 2800 SW McKinley Avenue, Des Moines, Iowa, adjacent to the Des Moines International Airport and will be leased to the Borrower by the Issuer pursuant to a Fixed Base Operator Lease and Agreement. It is contemplated that a Loan Agreement will be entered into between the Issuer and the Borrower, under which the Issuer will loan to said Borrower the proceeds from the sale of the Bonds in return for loan payments from the Borrower sufficient to pay the principal of, premium, if any, and interest on such Bonds as the same shall fall due.

Such Bonds, if issued, and the interest thereon, will be payable solely out of the revenues derived from the Loan Agreement and shall never constitute an indebtedness of the Issuer within the meaning of any state constitutional provision or statutory limitation, and shall not constitute nor give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing powers.

All local residents who appear at the hearing shall be given an opportunity to express their views for or against the proposal to issue the Bonds, and at the hearing, or any adjournment thereof, the City Council of the Issuer shall adopt a resolution determining whether or not to proceed with the issuance of the Bonds.

Dated this _____ day of _____, 2007

City Clerk of Des Moines, Iowa

(End of Notice)

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SZA

Date May 21, 2007

Section 4. Based upon representations of the Borrower, it is reasonably expected that original expenditures for Project costs will be paid from the Borrower's own funds prior to the issuance of the Bonds and the Issuer hereby declares an official intent in accordance with Treasury Regulation 1.150-2 to reimburse such original expenditures with proceeds of the Bonds.

Section 5. Officials of the Issuer are hereby authorized to take such further action as may be necessary to carry out the intent and purpose of this Resolution.

Section 6. All Resolutions and Orders or parts thereof, in conflict herewith are, to the extent of such conflict, hereby repealed, and this Resolution shall be in full force and effect immediately upon its adoption.

Moved by: _____ to adopt.

Form approved: _____
Deputy City Attorney

(Council Communication No. 07-309)

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
COLEMAN				
HENSLEY				
KIERNAN				
MAHAFFEY				
MEYER				
VLASSIS				
TOTAL				
MOTION CARRIED				APPROVED

CERTIFICATE

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

Mayor

City Clerk

AHLERS & COONEY, P.C.

52A

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www.ahlerslaw.com

john h. bunz
jbunz@ahlerslaw.com

direct dial:
(515) 246-0336

May 15, 2007

VIA HAND DELIVERY

Ms. Diane Rauh
City Clerk
400 Robert D. Ray Drive
Des Moines, Iowa 50309

RE: City of Des Moines, Iowa
Special Facility Revenue Bonds
(Elliott Aviation Project)

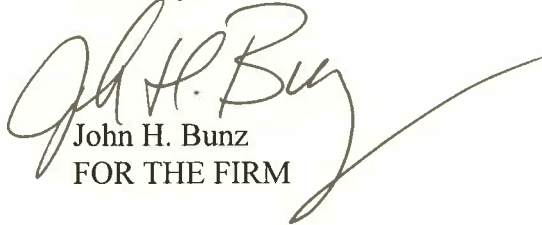
Dear Ms. Rauh:

I am enclosing a suggested Roll Call for consideration by the City Council at its May 21, 2007 meeting in connection with the above-referenced project. Following the Council's action, we would appreciate receiving a certified copy of the enclosed Roll Call for inclusion in our transcripts.

On behalf of Elliott Aviation of Des Moines, Inc., an Iowa corporation (the "Company"), I hereby enclose the Company's Industrial Revenue Bond Issue Application, along with its application fee in the amount of \$1,000, payable to the City of Des Moines, Iowa, in connection with the Company's \$6,000,000 Special Facility Revenue Bonds.

Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,


John H. Bunz
FOR THE FIRM

JHB:ej
Enclosure
cc: Allen McKinley
NJACKSON\534909.1\WP222127001

EXHIBIT A

PRELIMINARY AGREEMENT

THIS PRELIMINARY AGREEMENT is between the City of Des Moines, Iowa (the "Issuer") and Elliot Aviation of Des Moines, Inc. (the "Borrower").

1. Preliminary Statement. Among the matters of mutual inducement which have resulted in the execution of this Agreement are the following:

(a) The Issuer is authorized by Chapter 419 of the Code of Iowa, 2007, as amended (the "Act") to issue its bonds and loan the proceeds from the sale of said bonds to one or more parties to be used to finance all or a portion of the cost of acquiring, constructing, improving and equipping a "project", as that term is defined in the Act, including a national, regional, or divisional headquarters facility of a company that does multistate business and to retire any existing indebtedness and refund any outstanding bonds issued under the Act; and

(b) The Borrower wishes to obtain approvals from the Issuer that the Issuer will hold a hearing and may take steps to issue Industrial Development Revenue Bonds (Elliott Aviation Project) (the "Bonds") and loan the proceeds thereof to the Borrower for the purpose of financing a portion of the cost of (i) a regional headquarters facility to be used by Borrower, consisting of three aircraft hangars, and a general aviation terminal and a supporting office area with certain other directly related improvements (the "Project"), (ii) funding a reserve fund, and (iii) paying costs of issuance and related costs. The Project will be located at 2800 SW McKinley Avenue, Des Moines, Iowa, adjacent to the Des Moines International Airport and will be leased to the Borrower by the Issuer pursuant to a Fixed Base Operator Lease and Agreement; and

2. Undertakings on the Part of the Issuer.

(a) The Issuer, when appropriate and subject to all conditions and acts required to be performed precedent to such financing, will adopt the proceedings necessary to authorize the issuance of the Bonds in an aggregate principal amount not to exceed \$6,000,000.

(b) Subject to due compliance with all requirements of law and the terms of this Agreement, including the public hearing required by the Act, it will cooperate with the Borrower in the issuance and sale of the Bonds, and the proceeds from the issuance of the Bonds shall be loaned to the Borrower pursuant to a loan agreement mutually satisfactory to the Issuer and the Borrower.

(c) The aggregate basic payments (i.e. the payments to be used to pay the principal of, premium, if any, and interest on the Bonds) payable under the loan agreement shall be such sums as shall be sufficient to pay the principal of, interest and redemption premium, if any, on the Bonds as and when the same shall become due and payable.

3. Undertakings on the Part of the Borrower.

(a) The Borrower will cooperate with the Issuer and comply with the Act and all other provisions of law relating to financing of the Project and the issuance and sale of the Bonds; provided, however, that the terms of the Bonds and of the sale and delivery thereof shall be mutually satisfactory to the Issuer and the Borrower.

(b) The Borrower will enter into a loan agreement with the Issuer under the terms of which the Borrower will obligate itself to pay to the Issuer sums sufficient to pay the principal of and interest and redemption premium, if any, on the Bonds as and when the same shall become due and payable, such instrument to contain other provisions required by law and such other provisions as shall be mutually acceptable to the Issuer and the Borrower.

4. General Provisions.

(a) All commitments on the part of the Issuer under paragraph 2 and of the Borrower under paragraph 3 herein are subject to the condition that on or before one year from the date hereof (or such other date as shall be mutually agreed to) the Issuer and the Borrower shall have agreed to mutually acceptable terms relating to the issuance and sale of the Bonds, and mutually acceptable terms and conditions of the documents referred to in paragraph 3 and the proceedings referred to in paragraphs 2 and 3 hereof.

(b) Whether or not the events set forth in (a) of this paragraph take place within the time set forth or any extension thereof, the Borrower agrees (i) to pay all applicable deposits and review fees of the Issuer and Issuer's counsel at the times and in the amounts requested and (ii) to reimburse the Issuer for all reasonable and necessary direct out-of-pocket expenses which the Issuer may incur, including but not limited to, legal fees, administrative costs, printing and publication costs and filing fees arising from the execution of this Agreement and the performance by the Issuer, or preparation to perform of its obligations hereunder, or done at the request of the Borrower.

(c) All commitments of the Issuer hereunder are further subject to the conditions that the Issuer and its elected and appointed officials shall in no event incur any liability for any act or omission hereunder, and that the Bonds shall not constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision and shall not constitute nor give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing powers.

The execution of this Preliminary Agreement by the Issuer is not intended to nor does it create a binding commitment on the part of the Issuer to proceed with the issuance of the Bonds. It is further understood that the issuance of the Bonds is subject to further review by the City Council of the Issuer and compliance with all provisions of the Act and the Code, including the holding of a public hearing with respect thereto.

(d) The Borrower represents that the information contained in Section 5 of the resolution of the Issuer approving this Preliminary Agreement has been provided to the Issuer by the Borrower and is true and correct.

(e) Preparation of all resolutions, agreements, instruments, certificates or other documents in final form for adoption and execution shall be the sole responsibility of Bonds Counsel.

Dated this _____ day of May, 2007.

CITY OF DES MOINES, IOWA

(SEAL)

By _____
Mayor

Attest:

City Clerk

ELLIOTT AVIATION OF DES MOINES, INC.

By _____

Its _____

52A

City of Des Moines
Finance Department
Industrial Revenue Bond Issue
Application

Background

Legal Name of Application: Elliott Aviation of Des Moines, Inc.

Address: 2800 SW McKinley Avenue, Des Moines, Iowa

Telephone Number: (309) 799-3183; FAX Number: 309.799.9893

Contact Person: Jeff Hyland

Experience in Business: See Corporate Brochure attached.

Bond Counsel: Ahlers & Cooney, PC

Address: 100 Court Avenue, Suite 600, Des Moines, Iowa 50309

Telephone Number: (515) 243-7611; FAX Number: (515) 243-2149

Financial Adviser: _____

Address: _____

Telephone Number: _____; FAX Number: _____

Other Industrial/Commercial Revenue Bond Issues (Please provide date, size, and use of proceeds):
None

List all outstanding parity debt (Please provide date, size, use of proceeds, and term length):
None

Proposed Bond Issue

Amount of Request: \$ 6,000,000 Date of Issue: July, 2007

Will bond proceeds be used for a project within corporate limits of City of Des Moines? Yes

Public sale or private placement of bonds: Private placement

What is pledged revenues source for bond repayment? N/A

Attach detailed revenue projects and projections of coverage for bond repayment revenue source:

Has letter of credit or other security been obtained? (If yes, please attach). No, but it is process

Describe financing arrangement for project (include equity participation by applicant):

The project will be financed with the proceeds of the bonds. The Bonds will be backed by a letter of credit issued by U.S. Bank.

Describe construction financing (if applicable), including applicant participation: The construction will be financed with bond proceeds. Applicant will fund construction costs until the bonds are issued. Payments made by Applicant will be reimbursed from proceeds of the bonds.

Summary

Describe how the project will benefit the City of Des Moines: See below.

A. Describe use of bond proceeds:

The bond proceeds will be used to construct a regional headquarters facility to be used by Applicant consisting of three aircraft hangars, a general aviation terminal and supporting office area with certain other directly related improvements.

B. Project Location:

**2800 SW McKinley Avenue, Des Moines, Iowa, adjacent to the
Des Moines International Airport.**

C. Project Description:

See A. above

Employment Data:

D. Estimated number of jobs created:

None anticipated in our forecast

E. Describe timetable for creating and phasing in new jobs:

F. Describe efforts to be used in providing employment opportunity for the handicapped:

G. Describe how the project will benefit the City of Des Moines:

**The new general aviation terminal will provide the Des Moines
International Airport a modern state of the art destination point
for general and business aviation traffic. The hangar facilities will
provide storage capabilities to businesses that bring their corporate
aircraft to the City.**

ELLIOTT AVIATION OF DES MOINES, INC.
Lease Renewal and Facilities Upgrade

	Annual Rent		2012 Inc (Dec)	INCREMENTAL (INCOME) EXPENSE				
	Current	Proposed		2007	2008	2009	2010	2011
DSM Ground Rent	\$ 69,058	\$ 220,000	\$ 150,942	0	0	0	0	75,471
Credit			\$ -					
New FBO & Hangars								
Cost	\$ 6,056,668							
Interest rate	4.70%							
Term in months	240							
Payment	\$ 38,124.31							
Avg Interest		\$ 226,189	\$ 226,189	274,547	265,761	256,553	240,302	226,189
Depreciation		\$ 201,889	\$ 201,889	201,889	201,889	201,889	201,889	201,889
								<u>448,328</u>
New Hangar Insurance	0.220%	\$ 13,325	\$ 13,325	13,325	13,325	13,325	13,325	13,325
New FBO Utilities		\$ 18,000	\$ 18,000	18,000	18,000	18,000	18,000	18,000
								<u>479,652</u>
Increase in rents								
New Hangar #3 1/4 shares	\$ 14,400							
Existing Tenants Rent Increa	\$ 3,796							
		\$ (172,800)	\$ (172,800)	(172,800)	(172,800)	(172,800)	(172,800)	(172,800)
		\$ (45,549)	\$ (45,549)	(21,275)	(42,551)	(67,139)	(88,930)	(45,549)
New Hangar #2- Pioneer	\$ 13,068							
Adjust to rent after 5 year	\$ 2,332							
Transient Hangar #1	\$ 12,000							
		\$ (156,816)	\$ (184,800)	(156,816)	(156,816)	(156,816)	(156,816)	(184,800)
		\$ (144,000)	\$ (144,000)	(144,000)	(144,000)	(144,000)	(144,000)	(144,000)
Annual net expense (income)	\$ 69,058	\$ 160,238	\$ 63,195	\$ 12,869	\$ (17,193)	\$ (50,988)	\$ (82,430)	\$ (12,275)
Monthly net expense (income)	\$ 5,755	\$ 13,353	\$ 5,266					
Annual net expense (income)	\$ 69,058	\$ 160,238	\$ 63,195					
add fuel margin \$ 10 per gallon	\$ -	\$ (100,000)	\$ (100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
tees								
	\$ 69,058	\$ 60,238	\$ (36,805)	\$ (87,131)	\$ (117,193)	\$ (150,988)	\$ (182,430)	\$ (214,335)
								<u>(112,275)</u>

ELLIOTT AVIATION

Consider It Done.





Moline, IL
Quad City International Airport (MLI)
800.447.6711

Des Moines, IA
Des Moines International Airport (DSM)
800.332.3511

Minneapolis, MN
Flying Cloud Airport (FCM)
800.541.9110

Omaha, NE
Eppley Airfield (OMA)
800.228.7088

elliottaviation.com

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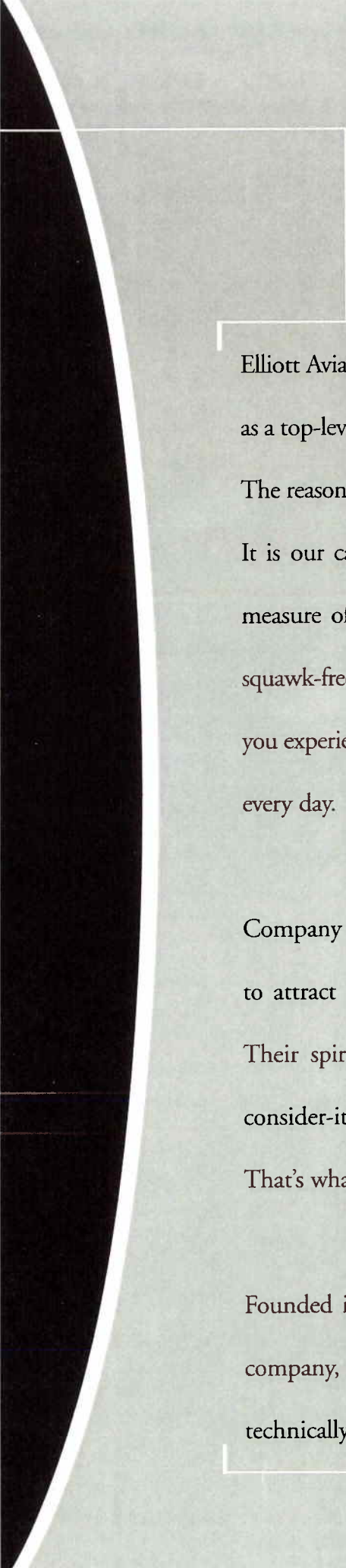
twenty-three



WELCOME TO ELLIOTT AVIATION

WE DEVELOP TOTAL AIRCRAFT SOLUTIONS

WITH EXCEPTIONAL PEOPLE, INNOVATIVE TECHNOLOGY,
AND PROVEN PROCESSES.



Elliott Aviation, with four locations in the Midwest, is recognized nationally as a top-level business aviation organization offering Total Aircraft Solutions. The reason for continuing success and growing national prominence is clear. It is our capable, experienced and enthusiastic people who bring a large measure of pride to every job, building a record of on-time, on-budget, squawk-free deliveries. This is a major component of the customer satisfaction you experience at Elliott Aviation – and the job satisfaction our people enjoy every day.


Company president Wynn Elliott put it this way, “We have been fortunate to attract and keep some of the most qualified people in the industry. Their spirit of individual responsibility, customer-focus and confident, consider-it-done attitude add up to satisfaction that builds repeat business. That’s what our success is all about.”

Founded in 1936 by Herb and Arlene Elliott, and still a family-owned company, Elliott Aviation is a national leader in developing unique and technically innovative aviation products and services in turbine aircraft.



AIRCRAFT SALES

ACQUIRING THE RIGHT AIRCRAFT IS KEY TO COST-EFFECTIVE BUSINESS TRAVEL,
AND NO GROUP OF PEOPLE ANYWHERE IS
MORE **QUALIFIED TO HELP ASSURE YOUR SUCCESS** IN THIS EFFORT.



Determining which aircraft best suits your need is a process that starts with comprehensive knowledge about your business travel. Listening, analyzing and making knowledgeable recommendations based upon years of experience is what you receive from Elliott Aviation's aircraft sales specialists.


Customers have been coming to us for new Beechcraft airplanes since 1947. We presently offer new A36 Bonanzas, 58 Barons and C90B King Airs in a seven-state franchise area. Our specialists can help you acquire any new Raytheon aircraft, including a Hawker or Premier I jet.

With computerized access to world markets we can find the pre-owned turbine aircraft you need, and it will meet our stringent standards – your assurance of safety, quality and lasting value. And whether you buy a new or pre-owned aircraft, we will exceed your expectations with the acquisition process and with our service after the sale. Successfully fulfilling customer needs is our key to building long-term relationships with owners and operators who demand top level service, knowledge and expertise.



AIRCRAFT ACQUISITION AND BROKERAGE

BUYING AN AIRCRAFT IS A MAJOR BUSINESS UNDERTAKING,
AND YOU NEED OUR **EXPERIENCED AVIATION PROFESSIONALS**
ON YOUR SIDE TO HELP PROTECT THAT INVESTMENT.



Successful acquisition of a premier pre-owned aircraft is a process requiring expertise as well as current market knowledge. You need specialists who can help you select the right aircraft at the best price, show you performance and operating cost comparisons and provide cash flow analyses. This is all part of the Total Aircraft Solutions advantage at Elliott Aviation.


Another advantage is outstanding technical services. Not only can we thoroughly inspect the aircraft and examine logbooks prior to purchase, we can handle installations, modifications and completions to transform and equip your aircraft. We can “build it the way you want it.”

When you sell your aircraft, our brokerage service provides you with a market evaluation and price review to establish a fair asking price. Then we expose your aircraft to the right audiences using sales literature, websites, trade publications, direct mail and email newsletters as well as aircraft showings through our network of sales professionals. Everything is handled for you, professionally and successfully.



COMPLETION CENTER - PAINT

PART ART AND PART SCIENCE, THERE'S MORE TO PAINTING AN AIRCRAFT
THAN MEETS THE EYE – AND WE HAVE **THE PEOPLE, THE PROCESSES**
AND THE TECHNOLOGY TO ACHIEVE EXTRAORDINARY RESULTS.



Aircraft coating is a complex technology requiring sophisticated equipment as well as specialists with a wide range of expertise and experience. From the careful stripping of old paint to the final detailing of new color stripes, there is no margin for error.

Technicians working with proven processes and today's most advanced coating technology assure your total satisfaction. Even with an average of almost 20 years experience, our paint specialists go through extensive training on all painting processes. Our paint bay is one of the nation's few down draft type facilities, maximizing capture of overspray particles and inhibiting infiltration by outside contaminants, with a four-stage filtration system providing continuous clean air.


Paint is applied in a computer-controlled environment, maintaining optimal heat and humidity and providing a high-gloss finish with maximum paint adhesion. Using our enhanced drying process, your aircraft dries in as little as eight hours, minimizing downtime. This paint bay accommodates aircraft the size of a Falcon 50, Citation X or Hawker Horizon.



COMPLETION CENTER - INTERIORS

CREATIVE DESIGN, HANDCRAFTED EXCELLENCE AND ATTENTION

TO DETAIL ASSURE **TOTAL SATISFACTION**, WHILE EXPERIENCE AND
PROFESSIONAL MANAGEMENT DELIVER OUTSTANDING VALUE.



Noise reduction systems, fiber optic lighting, electric window shades, in-seat massage and heating systems, custom control panels – so many cabin amenities are available for your aircraft interior today. Seats can be restyled and covered with fine wool fabrics or full-grain leathers. We can custom-design and fabricate fine cabinetry, using your choice of handsome wood veneers, or we will renew your existing units with modern styling and our state-of-the-art veneer refinishing process. Craftsmen fabricate, assemble, install, fit and finish each task with careful attention to detail and commitment to quality.


Electronics literally bring the world into your cabin, with phone, fax, Internet, DVD, television and networks that provide movie channels, financial reports, news, sports, weather and aircraft position information. And exciting new e-choices are continually being developed.

Our designers can plan your interior completely or work with you to help develop your own ideas for enhancing your cabin as a restful relaxation area or sophisticated office in the sky.



TECHNICAL SERVICES

WE OFFER TECHNOLOGICAL EXPERTISE, ENGINEERING SUPPORT
AND ON-TIME, ON-BUDGET, SQUAWK-FREE SERVICE
FOR A VARIETY OF TURBINE AIRCRAFT THROUGH MEDIUM JETS.



Elliott Aviation has many long-term customers who consistently bring their Beechjets, King Airs, Hawkers, Citations, Learjets, Premiers and other turbine aircraft here for service. We are a Raytheon Platinum-Rated Factory Authorized Service Center for all Beechcraft and Hawker aircraft. For maintenance, repair and modification on King Airs and the Beechjet/Hawker 400XP, no service center in the world has greater experience and expertise.


Our industry-leading service technicians are trained by major airframe and engine manufacturers, so you will always have an expert team of specialists to take care of your every need.

To assure complete satisfaction, a Customer Service Representative is assigned to coordinate all technical processes involved in your aircraft service. Each CSR assumes personal responsibility for minimizing your downtime and for on-time, on-budget, squawk-free aircraft delivery. This customer-focused attitude and dedication to excellence are why so many customers fly long distances, over other major aviation centers, to access our Total Aircraft Solutions.



AVIONICS MODIFICATIONS

CONSISTENTLY RATED A NATIONAL TOP TEN AVIONICS CENTER,
 ELLIOTT AVIATION IS THE **MODIFICATION AND SERVICE FACILITY** OF CHOICE
 FOR NUMEROUS AIRCRAFT OPERATORS FROM COAST TO COAST.



Elliott Aviation was first to certify installation of most significant safety products introduced in the past decade, and we pioneered STCs for EGPWS installations long before the Federal Aviation Administration's TAWS mandate.


Experienced people, cost-effective processes and innovative technology have made us a top ten avionics center and a world leader in STCs for installation of TAWS, TCAS, FMS, Flat Panels and other systems in a variety of turbine aircraft. And we stay at the forefront in RVSM certifications. Here's what all this means to you: whatever avionics need you have, bring it here and consider it done. Our on-time, on-budget, squawk-free record enables us to maintain a high level of customer satisfaction

Through many years, Elliott Aviation has been a top dealer and Factory-Authorized Warranty Repair Center for Collins, Honeywell, Universal Avionics and other leading OEMs. Avionics and instrument troubleshooting capabilities as well as our overhaul and exchange service are what you would expect to find at an avionics center of this caliber.



PRODUCT DEVELOPMENT AND ENGINEERING

TRANSLATING INNOVATIVE IDEAS INTO FAA-APPROVED PRODUCTS
AND **DEVELOPING STCS** FOR A VARIETY OF EQUIPMENT INSTALLATIONS
AND MODIFICATIONS ARE ALL IN A DAY'S WORK.



They work with new systems and modifications to provide increased safety, performance and utility for your aircraft. They develop STCs for new equipment installations and find ways to interface new technology with existing equipment. They engineer RVSM certifications and identify new needs aircraft operators will have in the near future. These specialists are continuously coming up with technological innovations for Total Aircraft Solutions.

Plus, after years of working closely with the FAA, they know how to move smoothly from initial conception through all the requirements and paperwork to final certification.

Cabin Noise Reduction


An example of technological innovation is the Elliott Aviation Sound Management System featuring UltraQuiet Active Noise Control, offering increased comfort, hearing protection and ease of conversation. This cabin noise reduction system was selected by Raytheon Aircraft Company to be standard equipment on their King Air 350, and it is available for aftermarket installation in the King Air 200, 300, and 350, the Raytheon 1900D airliner and the Twin Commander.



PARTS AND ROTABLES SUPPORT

EXPERIENCED PEOPLE WHO KNOW PARTS AND ROTABLES.

PLUS INVENTORY AND PROCESSES THAT ASSURE
QUICK AND ACCURATE RESPONSE TO YOUR NEEDS.



No "order takers" here. All our service representatives are experienced parts professionals who treat your needs with knowledge, accuracy and urgency. You get competitive prices on FAA-authorized parts as well as rotatable exchange. Your order of in-stock parts is shipped the day it is received. And with our multi-million dollar inventory, your parts are normally in stock.

A leader in the field for decades, Elliott Aviation is a distributor or dealer for virtually every top brand of airframe, engine, avionics or instrument parts, with a national reputation for parts expertise and service after the sale. Technical support is available if a problem occurs, and warranties, core credits and new parts returns are handled promptly.


Our rotatable vendors and manufacturers are carefully selected and monitored to meet our highest standards — above and beyond FAA requirements. That is why you are assured of like-new performance and maximum reliability in Elliott Aviation's rotatable exchange program.

Call the toll-free hotline — 800.978.7253.



AIRCRAFT MANAGEMENT AND CHARTER

OUR CHARTER FLEET AND THE CUSTOMER AIRCRAFT WE MANAGE
ARE **CAREFULLY MAINTAINED** BY OUR OWN TECHNICIANS **AND FLOWN**
BY OUR CREWS WHO HAVE THOUSANDS OF FLIGHT HOURS.



Aircraft Management by Elliott Aviation allows you all the benefits of aircraft ownership with none of the time-consuming management responsibilities of operation. We take care of everything – crew, maintenance, paper work, regulations and scores of other management issues. All you have to do is call and schedule your trip. As an Aircraft Management customer, you may choose to let your aircraft earn revenue by working in our charter fleet during normal downtime.

As one of the Midwest's largest charter operators, we offer on-demand charter services and custom corporate transportation. You travel "first class" on your own schedule, with rental car, hotel reservations and catering arranged when requested. Our pilots maintain Airline Transport Pilot ratings and our fleet gives you a choice of jet, turboprop or piston twin aircraft.


We have received numerous safety awards and top ratings from independent research sources, a Gold Rating by Aviation Research Group/US, the FAA Diamond Award for Maintenance Training and the National Business Aviation Association's Commercial Business Flying Safety Award.



FLIGHT SUPPORT SERVICES

FROM THE MOMENT YOU STEP OFF THE AIRCRAFT, YOU EXPERIENCE

A BRAND OF **EXCEPTIONAL SERVICE** THAT IS THE HALLMARK
OF ELLIOTT AVIATION'S FRONT LINE AMBASSADORS.



Our capable and friendly Flight Support people are here to serve you.

So if you're in a hurry, call us inbound and we'll have you ready to roll so fast you'll barely have time for coffee. But if you have business in one of our cities, our passion is to do everything we can to help you – overnight tie-down or hangar, car rental or cab, hotel or dinner reservations – anything you need.

Pilots can relax, watch TV, or work in a comfortable lounge. And they can review a state-of-the-art weather display when it's time to flight plan the next leg. If there is a squawk on your aircraft, our technicians can take care of that while you take care of business. And before you leave, we can arrange for catering to stock your aircraft with food and beverages of your choice.

Our Flight Support Services have made Elliott Aviation a favorite stop for business travelers from coast to coast. Give it a try!



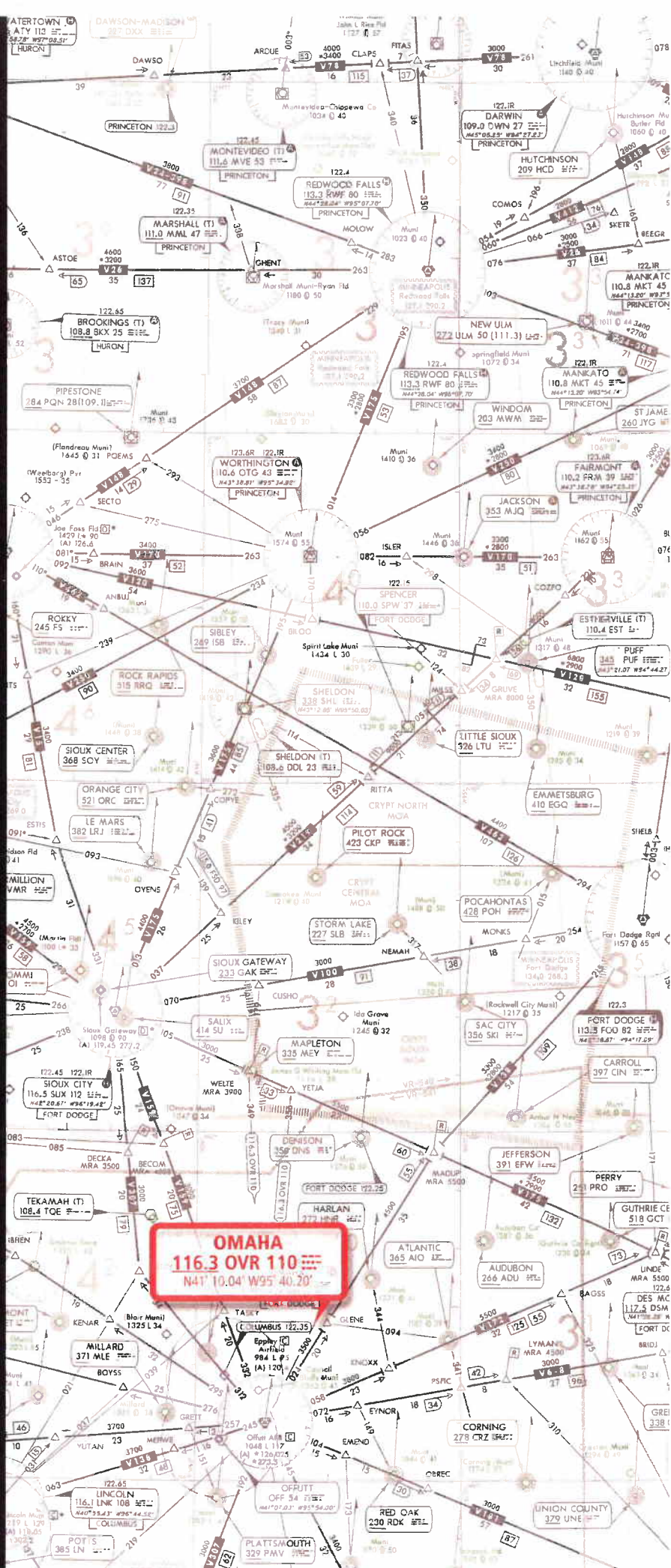
Moline, IL
Quad City International Airport (MLI)
800.447.6711

Des Moines, IA
Des Moines International Airport (DSM)
800.332.3511

Minneapolis, MN
Flying Cloud Airport (FCM)
800.541.9110

Omaha, NE
Eppley Airfield (OMA)
800.228.7088

elliottaviation.com

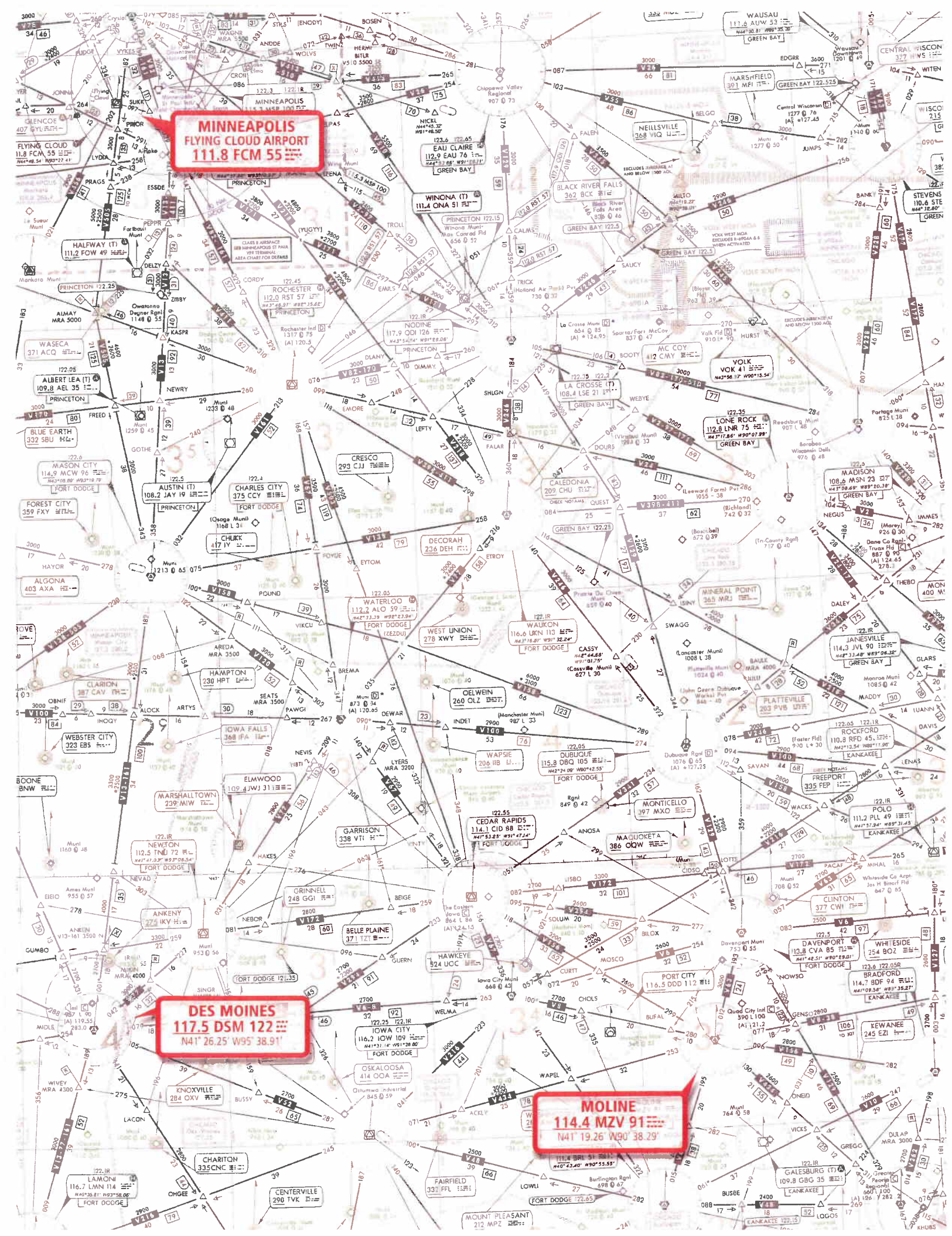


This chart is not for navigation. It is for information only. It has been altered for this publication to reflect the geographical location of Elliott Aviation facilities.

MINNEAPOLIS
FLYING CLOUD AIRPORT
111.8 FCM 55

DES MOINES
117.5 DSM 122
N41° 26.25' W95° 38.91'

MOLINE
114.4 MZV 91
N41° 19.26' W90° 38.29'





Moline • Des Moines • Minneapolis • Omaha

elliottaviation.com