

ORIGINAL

CITY OF SAN DIEGO

CONSENT TO ASSIGNMENT OF LEASE
(Flying "J" Aviation)

The CITY OF SAN DIEGO ("CITY"), under that certain Flat Rate Lease ("LEASE") pertaining to the Flying "J" Aviation F.B.O. on file with the City Clerk as document No. 00-18361 dated November 12, 1996, as amended, with

Flying "J" Aviation, a Partnership

("LESSEE"), effective December 1, 1996, consents to the assignment of the LEASE contemplated by that certain Stock Purchase Agreement dated as of April 1, 2003 ("AGREEMENT", a copy of which is attached to this Consent), made by and between the above Lessee and

First Flight Corporation, a California corporation

("CORPORATION"), with Frederick James Willert as majority shareholder, subject to the following terms and conditions as follows:

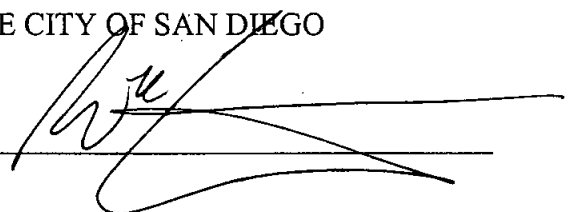
1. CORPORATION agrees to assume all rights and obligations of LESSEE under the LEASE arising on and after the effective date of the AGREEMENT and to perform all covenants, conditions and provisions of the LEASE to be performed by LESSEE on and after the effective date of the LEASE.
2. Fredrick James Willert specifically indemnifies and hold harmless the CITY from any and all liabilities and obligations which may arise as a result of this Consent to Assignment of Lease as described in Exhibit "A".
3. CORPORATION assumes responsibility for any and all rights and obligations of LESSEE under the Lease.
4. This Consent does not release LESSEE from liability for violation of any of the terms and conditions of the LEASE except as such liability is expressly assumed by CORPORATION in the Agreement.
5. Pursuant to Section 4.4 of the Lease (Additional Consideration to City), and as part of the consideration for assignment of the Lease, LESSEE shall pay CITY two percent (2%) of the gross amount paid for the leasehold in connection with this assignment.

IN WITNESS HEREOF, the CONSENT TO ASSIGNMENT OF LEASE is executed by CITY acting by and through its City Manager and by LESSEE and CORPORATION, acting by and through its lawful, authorized designee.

THE CITY OF SAN DIEGO

Dated

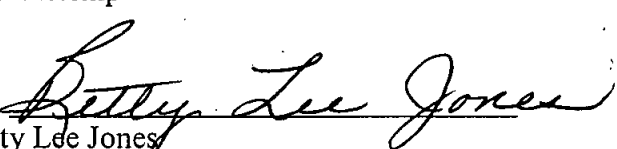
8/12/03

By: 

FLYING "J" AVIATION,
a Partnership

Dated

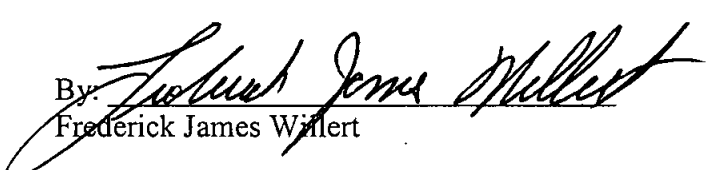
7/24/03

By: 

Betty Lee Jones

FIRST FLIGHT CORPORATION,
a California corporation

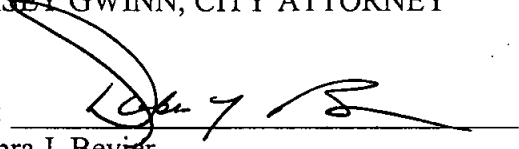
Dated

By: 

Frederick James Willert

APPROVED AS TO FORM AND LEGALITY THIS 20th DAY OF August, 2003.

CASEY GWINN, CITY ATTORNEY

By: 

Debra J. Bevier

Deputy City Attorney

CPA

July 8, 2003

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CITY OF SAN DIEGO

CONSENT TO ASSIGNMENT OF LEASE AGREEMENT

The City of San Diego (CITY) as LESSOR under that certain Lease Agreement entered into with Brown Field Aviation Ventures, (BFAV), a California Corporation, (LESSEE), dated December 1, 1996 and filed in the office of the City Clerk as Document 00-18361, hereby consents to the assignment of a portion of the lease, consisting of 2.94 acres of ramp on Brown Field Airport, including Building 2005, consisting of approximately 3,424 square feet, to Flying J Aviation (JONES), (ASSIGNEE), described as area "B" in the aforesaid Lease Agreement in accordance with the terms and conditions set out in the attached Assignment of Lease Agreement entered into by LESSEE and ASSIGNEE, dated

4/8/99, 1999 and in accordance with additional conditions as follows: (None).

THE CITY OF SAN DIEGO

Date: 4-8-98

By: Tracy R. Williams
Deputy Director, Airports Division

APPROVED AS TO FORM
AND LEGALITY

CASEY GWINN, City Attorney

Date: 4-13-99

By: Russella Deard
Deputy City Attorney