

AirNet Systems, Inc.
Charter of the Audit Committee of the Board of Directors

This Charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of AirNet Systems, Inc. ("AirNet"). The Committee shall review and reassess the adequacy of this Charter no less frequently than annually and obtain the approval of the Board for any amendments to this Charter. This Charter and any amendments hereto shall be publicly disclosed at the times and in the manner required by the applicable rules or criteria established by the American Stock Exchange ("AMEX") and the Securities and Exchange Commission (the "SEC") and, in any event, shall be posted on AirNet's website.

I. Composition

The Committee shall serve at the pleasure of the Board. The Committee shall consist of at least three members of the Board, each of whom shall be recommended annually by the Nominating and Corporate Governance Committee and appointed by the Board. Each member of the Committee shall be free of any relationship with AirNet or any of its subsidiaries that would interfere with the exercise of his or her independent judgment. Each Committee member shall qualify as an "independent director" as that term is defined in the corporate governance requirements of AMEX as well as in Rule 10A 3 under the Securities Exchange Act of 1934 (the "Exchange Act") and satisfy any other standards of independence as may be prescribed by then applicable laws, rules, regulations or listing standards. AirNet shall disclose Board determinations in respect of the independence of the Committee members in AirNet's annual proxy statement. In addition, the members of the Committee shall meet all other qualifications for audit committee membership as set forth in the rules, regulations and listing standards of AMEX, the Sarbanes-Oxley Act of 2002 (the "SOX" Act) and the rules and regulations promulgated by the SEC pursuant to the SOX Act.

All Committee members shall be financially literate, which shall include the ability to read and understand AirNet's financial statements. At least one member of the Committee shall have accounting or related financial management expertise as interpreted by the Board of Directors in its business judgment. At least one member of the Committee shall be an "audit committee financial expert," as such term is defined in the rules and regulations promulgated by the SEC pursuant to the SOX Act, and shall be "financially sophisticated" as such term is defined in the audit committee requirements of AMEX.

If a Committee member serves on the audit committee of more than two other public companies, such member shall promptly notify the other members of the Committee and the Nominating and Corporate Governance Committee and the Nominating and Corporate Governance Committee shall recommend to the Board, and

the Board shall determine, whether such simultaneous service would impair the ability of such member to effectively serve on the Committee.

The Board, upon recommendation of the Nominating and Corporate Governance Committee, may fill any vacancies in the Committee and may remove a Committee member from membership on the Committee at any time, with or without cause. The Committee shall be chaired by one of its members nominated by the Nominating and Corporate Governance Committee and appointed by the Board. If the Board does not appoint a Chairman of the Committee, the Committee may designate a Chairman by majority vote of the full Committee.

The Committee may designate its own Secretary who may be a non-Committee member.

II. Purpose

The Committee is appointed by the Board to: (i) oversee the accounting and financial reporting processes of AirNet; (ii) oversee the audits of AirNet's financial statements; (iii) appoint, compensate and oversee the independent registered public accounting firm employed by AirNet for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (the "independent auditors");; and (iv) assist the Board in its oversight of:

- the integrity of AirNet's financial statements;
- AirNet's compliance with legal and regulatory requirements, including the legal compliance and ethics programs established by management and the Board;
- the independent auditors' qualifications and independence; and
- the performance of AirNet's internal audit function and independent auditors.

While the Committee has the authority and responsibilities set forth in this Charter, it is not the duty or responsibility of the Committee to prepare AirNet's financial statements, to plan or conduct audits or to determine that AirNet's financial statements are complete and accurate and in accordance with generally accepted accounting principles ("GAAP"). AirNet's management is responsible for the preparation, presentation and integrity of AirNet's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by AirNet and for the establishment and maintenance of systems of disclosure controls and procedures and internal control over financial reporting. The independent auditors are responsible for auditing AirNet's annual financial statements and for reviewing AirNet's unaudited interim financial statements.

III. Advisors

The Committee shall have the authority to engage and compensate independent counsel and other advisors, as the Committee determines necessary to carry out its duties,

and may, as appropriate, obtain outside advice and assistance from legal, accounting and other advisors. AirNet shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for AirNet; payment of compensation to any other advisors employed by the Committee; and payment of ordinary administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its duties.

IV. Meetings

The Committee shall meet on at least a quarterly basis and may convene more frequently as circumstances dictate. All Audit Committee members are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law. The Committee may have in attendance at its meetings such members of management, the independent auditors, the personnel responsible for the internal audit function or others as the Committee may deem necessary or desirable to provide the information the Committee needs to carry out its duties and responsibilities.

The Committee may fix its own rules of procedure, which shall be consistent with AirNet's Code of Regulations and this Charter. The Chairman of the Committee or any other member of the Committee may call meetings during the year as each deems necessary. In addition, to the extent permitted by AirNet's Amended Articles and Code of Regulations, the Committee may take action by unanimous written consent. At each regularly scheduled meeting of the Board, the Chairman of the Committee shall provide the Board with a report of the Committee's activities and proceedings.

A majority of the whole Committee shall constitute a quorum for the transaction of any business by the Committee at a meeting. Unless otherwise required by this Charter or AirNet's Code of Regulations, action may be taken by a majority of the members of the Committee at a meeting at which a quorum is present.

The Committee may delegate to its Chairman such authority as the Committee deems to be appropriate, except such authority as may be required by applicable law, rules, regulations or listing standards to be exercised by the whole Committee or by a subcommittee, which the Committee has the authority to form and delegate to, consisting of one or more Committee members, when appropriate. Such delegated authority may include the authority to pre-approve audit services and permitted non-audit services, and the decisions made pursuant to such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The proceedings and decisions of the Committee shall be recorded in minutes, which shall be circulated to all members of the Committee for approval prior to signature by the Chairman of the Committee. The approved minutes shall then be circulated to the

members of the full Board. The approved minutes shall be maintained with the books and records of the Company.

As part of its role to foster open communications, the Committee shall meet periodically with management, with the personnel responsible for the internal audit function and with the independent auditors in separate executive sessions to discuss issues and concerns warranting the attention of the Committee.

V. Authority and Specific Duties and Responsibilities

The primary responsibility of the Committee is to oversee AirNet's accounting and financial reporting processes on behalf of the Board and report the results of its activities to the Board. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of AirNet and its subsidiaries.

The Committee shall maintain policies and procedures and meeting schedules, consistent with the requirements of this Charter, to enable the Committee to best react to changing conditions and circumstances and fulfill its purpose. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The following activities shall be the common recurring activities of the Committee in carrying out its purpose. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out such other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

A. Retention and Oversight of Independent Auditors

1. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The Committee shall have the sole authority to retain and replace the independent auditors. The independent auditors shall not be permitted to render any services to AirNet or its subsidiaries unless the terms of, and the fees to be paid for, such services, whether audit services or permitted non-audit services, have been approved by the Committee as provided for under Paragraphs 4 through 7 below. The independent auditors shall report directly to the Committee.
2. The Committee shall monitor the independence, qualifications and performance of the independent auditors by, among other things:

- At least annually, obtaining and reviewing a report by the independent auditors describing:
 - the independent auditors' internal quality-control procedures;
 - any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.

The independent auditors shall also submit such a report to the Committee promptly after any review, inquiry or investigation referred to in the preceding sentence.

- At least annually, obtaining from the independent auditors a formal written statement delineating all relationships with, and professional services provided to, AirNet and its subsidiaries, consistent with Independence Standards Board Standard No. 1. The Committee shall also be responsible for actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and taking, or recommending that the full Board take, appropriate action in response to the independent auditors' report to satisfy itself of the independent auditors' independence.
 - Evaluating the qualifications, performance and independence of the independent auditors and the senior members of the independent auditors' team. The Committee shall consider whether it is in AirNet's best interest to rotate independent auditors or lead and reviewing (concurring) audit partners, and monitor the independent auditors' compliance with the applicable requirement that the lead and reviewing (concurring) audit partners be rotated at least every five years.
 - If so determined by the Committee, taking additional action to satisfy itself of the qualifications, performance and independence of the independent auditors.
3. The Committee shall present to the Board the conclusions of the Committee with respect to the independence, qualifications and performance of the independent auditors.
 4. The Committee shall, and shall have the sole authority to, pre-approve all audit services and, as provided in the SOX Act, all permitted non-audit services. In no event shall the independent auditors perform any non-audit services for AirNet or

- any of its subsidiaries which are prohibited by applicable law or the rules or regulations implemented by the SEC or the Public Company Accounting Oversight Board.
5. The Committee may satisfy its pre-approval duties under Paragraph 4 by delegating pre-approval authority to one or more members of the Committee. A pre-approval granted pursuant to the preceding sentence shall be reported to the Committee at the next Committee meeting following such pre-approval.
 6. The pre-approval requirements of Paragraphs 4 and 5 are waived with respect to the provision of services by the independent auditors, other than audit, review or attest services, if:
 - The aggregate amount of all such services provided constitutes no more than five percent of the total amount of revenues paid by AirNet to the independent auditors during the fiscal year in which the services are provided;
 - Such services were not recognized by AirNet at the time of engagement to be non-audit services; and
 - Such services are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or the member(s) of the Committee to whom pre-approval authority has been delegated under Paragraph 5 above.
 7. The Committee may establish pre-approval policies and procedures, in compliance with the rules and criteria established by the SEC. Such pre approval policies and procedures must be detailed as to the particular services to be provided, ensure that the Committee knows precisely what services it is being asked to pre approve and not include any delegation to management of the Committee's responsibilities under applicable laws, rules and regulations to pre approve all services provided by the independent auditors.
 8. AirNet must disclose the following in each annual proxy statement and Annual Report on Form 10 K:
 - The Committee's pre-approval policies and procedures;
 - The percentage of the total fees paid to the independent auditors where the de minimus exception described in Paragraph 6 above was used; and
 - The amounts of "audit fees", "audit-related fees", "tax fees" and "all other fees" paid by AirNet and its subsidiaries to the independent auditors for each of the two most recently completed fiscal years.

9. The Committee shall set clear hiring policies for employees or former employees of the independent auditors that comply with applicable laws, rules and regulations.

B. Independent Audit

10. The Committee shall review with the independent auditors, and approve, prior to the beginning of each audit, the overall scope and plans for the audit, including the adequacy of staffing, the professional services to be provided, the audit procedures to be used and the fees to be charged by the independent auditors. The Committee's review should include an explanation from the independent auditors of the factors considered by the independent auditors in determining the audit scope, including the major risk factors.
11. The Committee shall on a timely basis obtain and review reports from the independent auditors relating to the performance of the audit in accordance with applicable laws, rules and regulations.
12. The Committee shall discuss with the independent auditors the matters required to be discussed by applicable Statements on Auditing Standards relating to the conduct of the audit.
13. The Committee shall provide sufficient opportunity for the independent auditors to meet privately with the Committee. The Committee shall review with the independent auditors any audit problems or difficulties the independent auditors encountered in the course of the audit work and management's response including, without limitation, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. The Committee shall attempt to resolve disagreements between management and the independent auditors regarding financial reporting.
14. The Committee shall periodically receive and review reports from the independent auditors on matters including: (i) the critical accounting policies and practices to be used; (ii) alternative GAAP treatments of financial information that have been discussed with management, the ramifications of these alternative treatments and the independent auditors and management, such as management letters or schedules of unadjusted differences

C. Disclosure and Financial Reporting

15. The Committee shall review and discuss the interim financial statements and the disclosures to be made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" with management and the independent auditors prior to the filing of each Quarterly Report on Form 10 Q of

AirNet. Also, the Committee shall discuss the results of the independent auditors' review of AirNet's interim financial statements for the applicable fiscal quarter.

16. The Committee shall review and discuss with management and the independent auditors AirNet's annual audited financial statements, the related independent auditors' report and the disclosures to be made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" prior to recommending to the Board the inclusion of the annual audited financial statements in the applicable Annual Report on Form 10 K of AirNet. In particular, during and after the audit process, the Committee should: (i) discuss with financial management and the independent auditors any new auditing and accounting principles and practices that must or may be adopted and their impact on AirNet's financial statements; (ii) discuss with the independent auditors their judgment about the quality, as well as the acceptability, of the accounting principles that AirNet applies in its financial reporting; and (iii) periodically discuss areas of known financial risk and uncertainty with management and management's plans to deal with these risks and uncertainties.
17. The Committee shall prepare the audit committee report to be included in AirNet's annual proxy statement and review any other information related to the duties and responsibilities of the Committee required to be disclosed under applicable laws, rules, regulations and listing standards.
18. The Committee shall generally discuss with management and, where appropriate, the independent auditors, the type and presentation of financial information to be disclosed in AirNet's earnings releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information and reconciliations of the same) as well as review any financial information or earnings guidance provided to analysts and/or rating agencies. The Committee does not need to discuss in advance each earnings release or each instance in which AirNet may provide earnings guidance.

D. Other Matters the Committee is to Address

19. The Committee shall discuss with management and the independent auditors the significant financial reporting and disclosure items emphasized by applicable laws, rules and regulations.
20. The Committee should review and discuss periodically as it deems appropriate:
 - o Any analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connections with the preparation of financial statements (including analysis of the effects of alternative GAAP methods on the financial statements);

- Major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles; and
 - The effect of regulatory and accounting initiatives on the financial statements of AirNet.
21. Periodically, the Committee should take the following actions regarding legal and regulatory compliance:
- Review and discuss the effect of regulatory and accounting initiatives with management, the independent auditors and the personnel responsible for the internal audit function; and
 - Review and discuss AirNet's compliance with legal and regulatory requirements with management and the independent auditors and the personnel responsible for the internal audit function.
22. Periodically, the Committee should discuss with management, including the risk manager, policies with respect to risk assessment and risk management, including guidelines and policies governing the process by which risk assessment and management is undertaken, AirNet's major financial risk exposures and the steps management has taken to monitor and control such exposures.
23. The Committee should review and discuss with management and AirNet's attorneys any risk factor disclosure of AirNet prior to its disclosure.
24. The Committee shall review and make recommendations to the Board with respect to any proposed transaction involving AirNet or any subsidiary of AirNet, and any director or executive officer of AirNet or any subsidiary of AirNet, or any such transaction involving an immediate family member of any such director or executive officer or involving any entity in which any such director or executive officer has more than a modest financial interest.

E. Oversight of Internal Audit Function

25. The personnel responsible for the internal audit function shall receive instructions from the Chief Financial Officer of AirNet. The Committee shall discuss with management, the personnel responsible for the internal audit function and the Independent auditors the internal audit function, the adequacy and scope of the annual internal audit plan, budget and staffing and any recommended material changes in the planned scope of the internal audit function. The personnel responsible for the internal audit function may at any time, at their option or on the direction of the Committee, report on any matter directly to the Committee. The Committee has the authority to meet privately with any and all personnel

responsible for the internal audit function at any time, or from time to time, at the Committee's sole discretion.

26. The Committee shall periodically review the work and performance of the personnel responsible for the internal audit function.
27. The Committee shall review the assessments by the personnel responsible for the internal audit function of AirNet's risk management processes and system of internal control.

F. Oversight of Internal Controls

28. The Committee shall periodically review with management, including AirNet's personnel responsible for the internal audit function, and the independent auditors, reports and recommendation relating to the integrity of AirNet's internal accounting procedures and controls, including, but not limited to:
 - Any significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect AirNet's ability to record, process, summarize and report financial information, including any material weakness in internal control over financial reporting identified by the independent auditors;
 - Any fraud, whether or not material, that involves management or other employees who have a significant role in AirNet's internal control over financial reporting; and
 - Any significant changes in internal control over financial reporting or in other factors that could significantly affect internal control over financial reporting, including corrective actions with regard to significant deficiencies and material weaknesses.
29. The Committee shall review and monitor AirNet's plans for implementing any necessary or desirable improvements to its internal accounting procedures and controls.
30. The Committee shall establish procedures for (i) the receipt, review, retention, and treatment of complaints received by AirNet regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of AirNet of concerns regarding questionable accounting or auditing matters.

G. General Compliance and Oversight

31. The Committee shall periodically meet separately with management, with the personnel responsible for the internal audit function and with the independent auditors.
32. The Committee shall regularly report to the Board and review with the full Board any issues that arise with respect to the quality or integrity of AirNet's financial statements, AirNet's compliance with legal or regulatory requirements, the qualifications, performance and independence of the independent auditors, or the performance of the internal audit function.
33. The Committee shall receive reports on at least an annual basis regarding AirNet's compliance program, and review matters regarding the communication of and compliance with AirNet's Corporate Governance Guidelines and Code of Business Conduct and Ethics.
34. The Committee shall have the authority to investigate violations of AirNet's Code of Business Conduct and Ethics and to approve such waivers from such Code of Business Conduct and Ethics for directors and executive officers of AirNet as the Committee deems appropriate.
35. The Committee shall have the authority to establish other rules and operating policies and procedures in order to fulfill its obligations under this Charter and applicable laws, rules and regulations.
36. At least annually, in consultation with the Nominating and Corporate Governance Committee, the Committee shall perform an evaluation of its performance to determine whether the Committee is functioning effectively.
37. The Committee shall receive attorneys' reports of evidence of a material violation of an applicable United States federal or state securities law, a material breach of fiduciary duty arising under United States federal or state law, or a similar material violation of any United States federal or state law.