

Statement of Company Policy Regarding Securities Trades By Officers, Directors and Team Members of AirNet Systems, Inc.

THE NEED FOR A POLICY STATEMENT

As you may know, federal securities laws prohibit the purchase or sale of our securities while you are aware of material nonpublic information concerning the Company. These laws also prohibit you from disclosing or “tipping” material nonpublic information to others who then trade in our securities. Both the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (“NYSE”) investigate and are very effective at detecting insider trading violations. Insider trading violations are pursued vigorously by the SEC and federal prosecutors and are punished severely. While the regulatory authorities concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on companies and other “controlling persons” (defined as persons who may control those who may have material nonpublic information) if they fail to take reasonable steps to prevent insider trading by company personnel.

Our Board of Directors has adopted this Policy Statement both to satisfy our obligation to prevent insider trading and to help you avoid the severe consequences associated with violations of the insider trading laws. The Policy Statement also is intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company (not just directors, officers and other key team members). We have all worked hard over the years to establish a reputation for integrity and ethical conduct, and we can not afford to have that reputation damaged.

THE CONSEQUENCES

The consequences of an insider trading violation can be severe:

Traders and Tippees. Directors, officers and team members (or their tippees) who trade on inside information can be subject to the following penalties:

- A civil penalty of up to three times the profit gained or loss avoided;
- A criminal fine of up to \$5,000,000 (no matter how small the profit); and
- A jail term of up to 20 years.

If you tip information to a person who then trades, you can be subject to the same penalties as the tippee, even if you did not trade and did not profit from the tippee’s trading.

Control Persons. The Company and its supervisory personnel, if they fail to take appropriate steps to prevent illegal insider trading, can be subject to “controlling person” liability for an insider trading violation, with the following potential penalties:

- A civil penalty of up to \$1,000,000 or, if greater, three times the profit gained or loss avoided as a result of the associate's violation; and
- A criminal fine of up to \$25,000,000.

Company-Imposed Sanctions. Failure to comply with this Policy Statement may also subject you to Company-imposed sanctions, including dismissal for cause, whether or not your failure to comply results in a violation of law.

STATEMENT OF POLICY

Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career. For this reason, and to avoid even the appearance of improper conduct, we have adopted the following policy:

No director, officer or team member of the Company or its subsidiaries who is aware of material non-public information relating to the Company may, directly or through family members or other persons or entities:

- **buy or sell securities of the Company or engage in any other action to take personal advantage of that information, or**
- **pass that information on to others outside the Company, including family and friends.**

In addition, it is our policy that no director, officer or team member of the Company or its subsidiaries who, in the course of working for us, learns of material nonpublic information about a company with which we do business (including one of our customers or suppliers) may trade in that company's securities until the information becomes public or is no longer material.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not excepted from the policy. The securities laws do not recognize these kinds of mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

We are required under Regulation FD of the federal securities laws to avoid the selective disclosure of material nonpublic information. We have established procedures for releasing material information in a manner that is designed to broadly disseminate it to the public immediately upon its release. Therefore, you may not disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. You also may not discuss material, nonpublic information about the Company or its business in an internet "chat room" or similar internet-based forum.

What is Material Information? Material information is any information that a reasonable investor would consider important in making a decision to buy, hold or sell securities. Any information that could be expected to affect the price of a security, whether it is positive or negative, should be considered material. Some examples of information that ordinarily would be regarded as material are:

- Projections of future earnings or losses, or other earnings guidance;
- Earnings that are inconsistent with the expectations of the investment community;
- A pending or proposed merger, acquisition or tender offer;
- A pending or proposed acquisition or disposition of a significant asset, including the disposition of a subsidiary;
- Major events regarding the Company's securities, including a change in dividend policy, the declaration of a stock split, or an offering of additional securities;
- A change in management or a change in control;
- Development of a significant new product or process;
- Impending bankruptcy or the existence of severe liquidity problems;
- Actual or threatened major litigation or the resolution of such litigation;
- The gain or loss of a significant customer or supplier; and
- The resignation or termination of independent auditors.

Remember, anyone scrutinizing your transactions in our securities will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight. Questions concerning the materiality of particular information should be resolved in favor of materiality.

When Information is "Public"? If you are aware of material nonpublic information, you may not trade until the information has been disclosed broadly to the marketplace (such as by press release or an SEC filing) **and** the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, as a general rule, information should not be considered fully absorbed by the marketplace until the beginning of the third full business day after the information is released. If, for example, we were to make an announcement on a Tuesday, you should not trade in the Company's securities until Friday. If an announcement were made on a Friday, Wednesday generally would be the first eligible trading day.

SCOPE OF POLICY

Persons Covered. As a director, officer or team member of the Company or one of its subsidiaries, this Policy Statement applies to you. The same restrictions that apply to you apply to your family members who reside with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in our securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in our securities). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in our securities.

Companies Covered. The prohibition on insider trading in this Policy Statement is not limited to trading in our securities. It includes trading in the securities of other entities, such as customers or suppliers of the Company and those with which the Company may be negotiating a major transaction, such as an acquisition, investment or sale. Information that is not material to the Company may nevertheless be material to one of those other entities. Any inquiries as to whether an entity is covered by this Policy Statement should be directed to Gary Qualmann or Denise Brown.

Transactions Covered. Trading includes purchases and sales of the Company's common shares, derivative securities such as put and call options and convertible debentures and preferred shares, and debt securities (debentures, bonds and notes). Trading also includes certain transactions under our stock-based compensation plans, as follows:

- **Stock Option Exercises.** This Policy Statement's trading restrictions generally **do not** apply to the exercise of a stock option (unless the stock option exercised has a reload feature) or to the exercise of a tax withholding right pursuant to which you elect to have the Company withhold common shares subject to a stock option to satisfy tax withholding requirements. The trading restrictions **do** apply, however, to any sale of the underlying common shares or to a cashless exercise of the stock option through a broker, as this entails selling a portion of the underlying common shares to cover the costs of exercise. **Our directors, executive officers and certain other key team members cannot exercise stock options unless they comply with the pre-clearance procedures and blackout periods outlined in a separate Memorandum we are delivering to them.**
- **Associate Stock Purchase Program.** This Policy Statement's trading restrictions **do not** apply to purchases of common shares of the Company in the Associate Stock Purchase Program resulting from your periodic payroll contributions to the Program pursuant to the election you made at the time of your enrollment in the Program. The trading restrictions **do** apply to your sales of Company common shares purchased pursuant to the Program.

OTHER PROHIBITED TRANSACTIONS

The Company considers it improper and inappropriate for any of our directors, officers or team members to engage in short-term or speculative transactions in our securities or in other transactions in our securities that may lead to inadvertent violations of the insider trading laws. Therefore, it is our policy that directors, officers and team members may not engage in any of the following transactions:

- **Short-term Trading.** Short-term trading of our securities may be distracting to you and may unduly focus you on our short-term stock market performance instead of our long-term business objectives. For these reasons, any director, officer or other team member who purchases our securities in the open market may not sell any Company securities during the six months following the purchase. The prohibition applies only to purchases in the open market, and does not apply to stock option exercises or other employee benefit plan acquisitions.
- **Short Sales.** Short sales of our securities (i.e., sales of securities that are not then owned) evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or our short-term prospects. In addition, short sales may reduce the seller's incentive to improve our performance. For these reasons, short sales of our securities are prohibited. In addition, Section 16(c) of the Securities Exchange Act of 1934 prohibits our officers and directors from engaging in short sales.
- **Publicly Traded Options.** A transaction in options is, in effect, a bet on the short-term movement of our common shares and therefore creates the appearance that the director, officer or team member is trading based on inside information. Transactions in options also may focus the director's, officer's or team member's attention on short-term performance at the expense of our long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, are prohibited.
- **Standing Orders.** Standing orders should be used only for a very brief period of time. A standing order placed with a broker to sell or purchase our common shares at a specified price leaves you with no control over the timing of the transaction. A standing order transaction executed by the broker when you are aware of material nonpublic information may result in unlawful insider trading.
- **Hedging Transactions.** Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a director, officer or team member to lock in much of the value of his or her common shares, often in exchange for all or part of the potential for upside appreciation in the common shares. These transactions allow the director, officer or team member to continue to own the covered common shares, but without the full risks and rewards of ownership. When that occurs, the director, officer or team member may no longer

have the same objectives as our other shareholders. Therefore, directors, officers and team members are prohibited from engaging in any such transactions.

- ***Margin Accounts and Pledges.*** Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. Because a margin sale or foreclosure sale may occur at a time when you are aware of material nonpublic information or otherwise are not permitted to trade in our securities, you are prohibited from holding our securities in a margin account or pledging our securities as collateral for a loan. An exception to this prohibition may be granted where you wish to pledge our securities as collateral for a loan (not including margin debt) and clearly demonstrate the financial capacity to repay the loan without resort to the pledged securities. If you wish to pledge Company securities as collateral for a loan, you must submit a request for approval to Gary Qualmann or Denise Brown at least two weeks prior to the proposed execution of documents evidencing the proposed pledge.

POST-TERMINATION TRANSACTIONS

The Policy Statement continues to apply to your transactions in our securities even after your service with us ends. If you are aware of material nonpublic information when your service with us ends, you may not trade in our securities until that information has become public or is no longer material.

COMPANY ASSISTANCE

If you have a question about this Policy Statement or its application to any proposed transaction, you may obtain additional guidance from Gary Qualmann (614-532-4072), Denise Brown (614-532-4032) or Robin Ludwig (614-532-4010) of the Company, or Betsy Farrar (614-464-5607) or Rocky Robins (614-464-6223) of Vorys, Sater, Seymour and Pease LLP, the Company's outside counsel. Ultimately, however, the responsibility for adhering to this Policy Statement and avoiding unlawful transactions rests with you.

CERTIFICATIONS

Everyone (other than directors, executive officers and other selected key team members notified by Gary Qualmann or Denise Brown) who receives a copy of this Policy Statement must certify their understanding of, and intent to comply with, this Policy Statement. A copy of the Certification that must be signed is enclosed with this Memorandum. Please sign the Certification and return it to Lysa Wiederman in HR for inclusion in your personnel file. Directors, executive officers and other selected key team members are subject to additional restrictions on their transactions in our securities, which are described in a separate memorandum.

AIRNET SYSTEMS, INC.

CERTIFICATION

I certify that:

1. I have read and understand the Statement of Company Policy Regarding Securities Trades by Officers, Directors and Team Members of AirNet Systems, Inc., dated February 17, 2004 (the "Statement of Policy"). I understand that Gary Qualmann, Denise Brown and Robin Ludwig of AirNet Systems, Inc. are available to answer to any questions I have regarding the Statement of Policy.

2. I will comply with the Statement of Policy for so long as I am subject to the Statement of Policy.

Signature: _____

Date: _____

Print name: _____

Department: _____