

**FIRST AMENDMENT**  
**to the**  
**AIR WISCONSIN PILOTS' 401(k) PLAN**  
**(as amended and restated effective January 1, 2002)**

WHEREAS, the Air Wisconsin Pilots' 401(k) Plan (the "Plan") was restated effective as of January 1, 2002; and

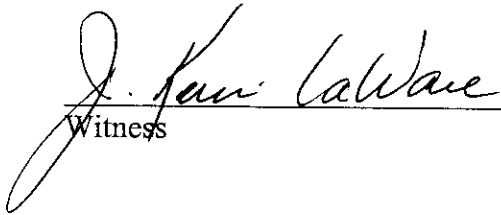
WHEREAS, the Employer and the Association desire to clarify the Plan;

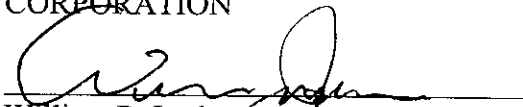
NOW, THEREFORE, the Plan and Trust are hereby amended, effective January 1, 2003, unless provided otherwise herein, as follows:

Section 1.55 of the Plan is amended in its entirety to read as follows:

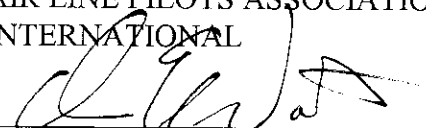
"1.55 YEAR OF SERVICE means each Plan Year during which the Employee has completed at least four hundred and twenty-five (425) Hours of Service; provided however, that solely for purposes of Sections 3.1 and 3.3 of the Plan, a Year of Service shall be deemed completed when an Employee accumulates twelve (12) months of service (whether or not consecutive) with the Company or an Affiliate beginning with the Employee's Date of Employment. For purposes of this provision, a month of service shall be credited when the Employee performs one (1) Hour of Service in such month."

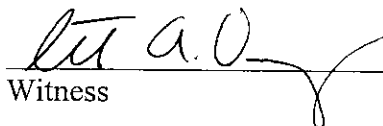
IN WITNESS WHEREOF, the Employer and the Association execute this Amendment the 16th day of June, 2003.

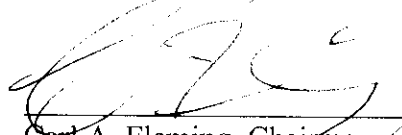
  
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Witness

AIR WISCONSIN AIRLINES  
CORPORATION  
  
\_\_\_\_\_  
William P. Jordan  
E.V.P. Administration and General Counsel

  
\_\_\_\_\_  
Witness

AIR LINE PILOTS ASSOCIATION,  
INTERNATIONAL  
  
\_\_\_\_\_  
Duane E. Woerth, President

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Carl A. Fleming, Chairman  
ARW Master Executive Council