



FLYING CLUB OVERVIEW

TopFlight Aviation, Inc.

The Mission

I got my private pilot's a few years back. Like many in my position, once I started training the first thing I had to figure out whether I was going to be a renter, or I was going to own a plane or be part of a club. There weren't many choices for clubs around town...there was really only one at each airport at best, and some of them were hopelessly backed up with a long waiting list. Some of them didn't have the kind of airplanes that appealed to me or would accomplish my mission.

Renting didn't seem like a great option either. Flying a 40-year old Cessna 172 was ok to get started, but wasn't a great fit for me longer term. With a wife and three kids, what and how would I rent if I wanted to fly the family somewhere for a weekend or longer?

I had a vision of a setup where there was an ideal plane for every mission: a sporty and fun to fly airplane for just getting up in the air or taking short trips, but also a serious cross country plane for vacations and travel. But alas, funds are finite and such a setup is not financially practical for most people, and even if it were, most of us have spouses who would consider that a non-starter.

I knew the only way I could realistically make my vision happen anytime soon was to start a club with these ideals. And if it appealed to me, I believed it would probably appeal to a few other pilots as well. And that was the genesis of TopFlight Aviation: a club that was designed from scratch to be the ultimate balance of top-flight equipment, a reasonable financial proposition for members, and a great social club. With an equity-ownership model, members would have a stake in the care and maintenance of the aircraft, and the planes would therefore be cherished and pampered, enhancing longevity, value, and performance.

The Fleet

1. Flight Design CTLS: The top-selling LSA in America. It's the perfect plane for getting up in the air and enjoying a flight in VFR conditions. It's agile, responsive, fun to fly, and sports great visibility. It has a modern integrated glass cockpit and digital autopilot. At 120 ktas cruise it can also be a decent cross country machine. Sipping 5 gallons an hour of unleaded, it's also very cost efficient.

2. Cirrus SR20 G3 : This plane needs no introduction. Great versatile plane for travelling, training, and all-purpose. Garmin Perspective avionics platform.

3. Cirrus SR22 G5: : There is no rival when it comes to performance, safety, and interior comfort for cross country flights. Garmin Perspective avionics with FIKI, Air Conditioning, EVS night-vision Camera. Truly a world-class travelling machine. Great speed and useful load, with 5 seats.

Moreover...Safety is a top priority, and all our aircraft are equipped with BRS parachute systems. As non-profit corporate entity, members of TopFlight Aviation are assured of two very important things: the club exists solely for the benefit of members, and the club is run with a strong level of corporate governance that the state of Tennessee requires of non-profit corporations.

Last but certainly not least, TopFlight Aviation is a social club. This will be a place to build friendships and commingle with other pilots who have a passion for aviation. The club fosters an atmosphere of camaraderie, flight safety, continuous learning, and service to the community.

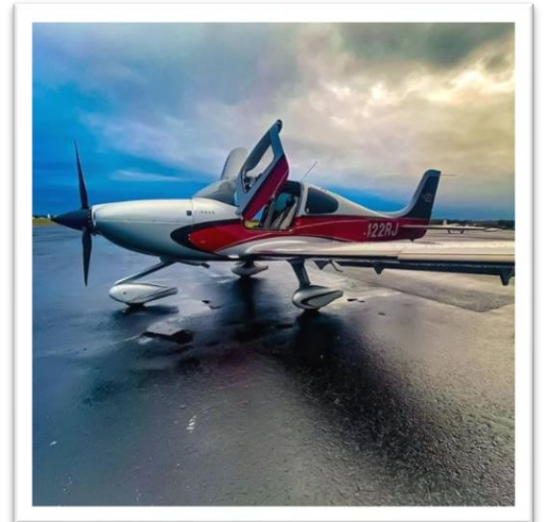
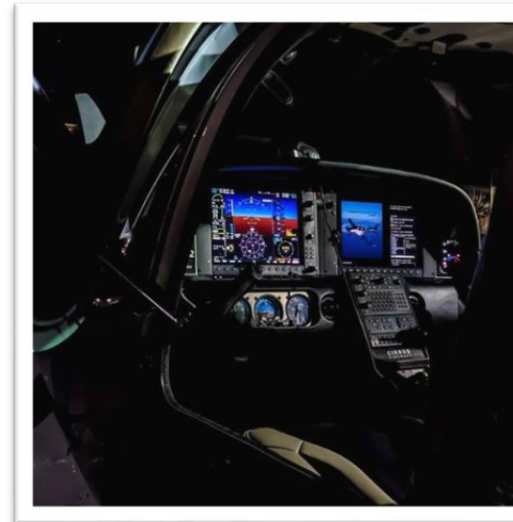
Ben Sanford, President, TopFlight Aviation Inc.

Club Aircraft – N422RJ

2013 Cirrus SR22 G5

Specs & Features

- Garmin 12" Perspective Glass Cockpit
- Garmin Digital Autopilot
- GMA 350 Audio Panel
- Factory A/C
- ADSB In/Out
- FIKI
- FLIR EVS Night Vision Camera
- XM Weather
- 5 Seats



Club Aircraft – N262BC

2010 Cirrus SR20 G3

Specs & Features

- Garmin Perspective Glass Cockpit
- Garmin Digital Autopilot
- GMA 350c Audio Panel
- ADSB In/Out
- XM Weather
- 4 Seats



Club Aircraft – N155RA

2011 Flight Design CTLS

Specs & Features

- Dynon SkyView Glass Cockpit
- Digital Autopilot
- BRS Parachute System
- 120kts Cruise Speed
- VFR Only
- ADSB In & Out
- 5 GPH Fuel Consumption, Unleaded
- Rotax 100hp engine



Club Structure

A High-Quality Plane for Every Mission

Club Structure: Non-Profit TN Corporation, Equity Club

Home Base Airport: KJWN John Tune Nashville

Financials

Initiation Fee: \$2,000

Member Equity Buy-in: \$15,000*

Monthly Dues: \$450*

Member Capacity: 18 with current fleet

Current Fleet

Dry Rate

2 Seater LSA: N155RA 2011 Flight Design

\$65

4 Seater: N262BC 2010 Cirrus SR20 G3

\$105

5 Seater: N422RJ 2013 Cirrus SR22 G5

\$140

*Financials are based on 22 members, all expenses split equally, and are subject to potential increases should overhead costs increase. Additional capital may be called from members for additional planned or unplanned expenses that arise. Airplane dry rates are also subject to change over time to optimize club financials.

Officers and Board Members

President; Chairman of the Board: Ben Sanford
Senior Vice President, UBS Financial Services, Inc.

Secretary; Board Member: Eric Greenfield, M.D.
Regional Medical Director, St. Thomas Hospitals

Treasurer; Board Member: Kevin Cullum
President and CEO, Nissan Motor Acceptance Corp.



Vice President: Jeremy Howard
President, Merryman-Farr

Maintenance Officer: Mark Pierce
Emergency Medicine Physician, Middle TN Emergency Physicians

Safety Officer: Peter Miller
Vice President Operations and Innovation, Performix

More About the Club...

Key Tenets:

Top Flight Equipment: Our mission is to own best-in-class aircraft for a range of missions, and properly maintain them at a high standard for our members.

Schedule Availability: We seek to maintain a workable member-to-plane ratio to ensure good access and availability of equipment for member use.

What qualities do we seek in new members?

- Individuals seeking long term membership in the club
- Financially stable
- Individuals interested in participating in the social aspect of the club and attending regular meetings
- Individuals willing to volunteer time towards club needs (ie: serve in officer roles, help with plane upkeep, etc...)

In Addition...

Insurance requirements for our Cirrus aircraft require that a member has an IFR rating in order to be able to fly the aircraft solo. We have pilots of all ranges in the club, from student pilots to very experienced. You may use the Cirrus aircraft to train for your instrument rating, but may not fly solo until you have obtained your instrument rating. In addition, the SR20 requires 100+ hours total flight time and the SR22 requires 200+ hours total flight time for a pilot to be qualified to fly solo, in addition to the other requirements. The Flight Design CTLS does not have the IFR or total time requirement and can be flown solo by student pilot members.