



2002 AIRPORT ROAD
GRAND RAPIDS, MN 55744

218/326-6657

November 20, 1984

TO: ALL FELLOW EMPLOYEES

FROM: ROBERT D. SWENSON
PRESIDENT & CHIEF EXECUTIVE OFFICER

The competition is heating up and we all must be ready to go in the new cities we're staffing and with the new F27 route on December 1, 1984. After withdrawing their overnight aircraft and eliminating their early morning departures and evening arrivals into Brainerd and Bemidji, Republic decided to replace these flights on top of ours during mid-December. The abilities of our people and our personalized passenger service should make us a tough competitor in these markets. These factors, combined with our excellent through fares on Northwest, our joint advertising and Mesaba's segment qualifications for Northwest Orient's Free Flight Plan, should strengthen our service. Although we are committed to serve Brainerd and Bemidji over the long haul, we are in a short-term horse race that requires everyone's support. From each passenger's first reservation call to receiving baggage at their destination, we must be better than our competition.

In addition to Brainerd and Bemidji staffing, on December 1, we will be staffing Hibbing. This should give us better coverage and higher boardings in three cities in our route system. We are also converting to Northwest in Omaha on December 1 which should give us better presence in that city.

We are having "Open House" at both Brainerd and Bemidji prior to our service startups there. The Brainerd "Open House" is on November 29th from 4:30 - 7:30 PM, at the Brainerd Crow Wing County Airport. In Bemidji, the "Open House" will be on Friday, November 30th, from 4:30 - 7:30 PM. At both locations, refreshments will be served and there will be drawings for free ticket giveaways on Mesaba. If anyone has a particular interest in these events and would like to attend, please contact Al Hamm in Minneapolis/St. Paul for details.

On December 1st, we have a few schedule changes on our existing routes. One, we are enacting early morning service in Fairmont, Mankato and Worthington and two, we are connecting Pierre with Rapid City early in the morning to allow for Denver and Salt Lake early morning connections. The changes in Southwestern Minnesota occurred because of positive input from our Station Managers there, as well as, our desire to make possible early connections again. The changes for Pierre are the result of beneficial meetings conducted in Minneapolis/St. Paul two weeks ago with representatives from the State of South Dakota, the Mayor of Pierre and the travel agencies. Due to the departure of Western and Frontier Commuter from Pierre and the support we are now getting there, I believe that progress is being made on this route.

Due to our opening up of new stations and the movement of several of our Customer Service Managers, I have included a new station update for everyone to know where these fine personnel are located:

Mark Schneewind	Bemidji	Dave Miller	Brainerd
Laurel Meyer	Brookings	Keith Shoberg	Fort Dodge
Lee Thies	Hibbing	John Kunkel	Mason City
Chris Van Den Heuvel	Mitchell		

Effective December 1, all of our Grand Rapids based Pilots will be based out of Minneapolis/St. Paul. Because of this, we will be overnighing crews in Grand Rapids just as we now do in other cities. This move will give us many better efficiencies, including: scheduling, training, upgrades and communication. We are glad that this move is being accomplished.

Manuals and F27 procedures are being changed to allow smoking in certain areas of this aircraft. Very soon now, we will be able to accommodate smoking on the F27 flights.

The Inflight Services Department is presently moving from Flight Operations into the Marketing Department. Although the Captain of every flight is in command of the aircraft, due to the constant interaction with our passengers and the important marketing function that the Flight Attendants fill, this move will be a natural occurrence for us. It is a common practice within the industry to have the Inflight Services Department report to the Marketing Department.

We are presently researching the availability of a program of payroll deduction to purchase Mesaba stock. Several interested employees have asked if this would be possible and I believe it is an excellent idea. Dave Knudson, Vice President & Treasurer, is presently working on such a program. As soon as this is organized, we will let you know.

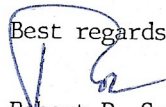
You probably are aware of the recent change in management at Frontier Airlines naming M.C. Lund as their new President and Chief Executive Officer. Mr. Lund is one of Mesaba's Board of Directors and as such, has donated his time over the past few years to help us with our growth. We are very fortunate to have such talent on our Board of Directors.

Since September 27, we have seen new personnel join our Company. Please welcome the following new employees. Thank you for selecting Mesaba as your place of employment.

10/1/84	Daniel Krutsch	FT PSA	Minneapolis/St. Paul
10/1/84	Henery Nguyen	FT MINCE	Minneapolis/St. Paul
10/3/84	Eric Clausen	PT PSA	Minneapolis/St. Paul
10/8/84	Daniel Bohnen	FT MINCE	Minneapolis/St. Paul
10/15/84	Tom Talbot	FT DISPATCH	Minneapolis/St. Paul
10/21/84	Craig Hendel	FT PSA	Worthington
10/24/84	Dennis Edwards	PT PSA	Pierre
10/26/84	Kelly Nelson	PT PSA	Minneapolis/St. Paul
11/5/84	Dean Amundson	FT MINCE	Minneapolis/St. Paul
11/16/84	Neil Chapel	PT PSA	Minneapolis/St. Paul
11/16/84	John Fritze	PT PSA	Minneapolis/St. Paul
11/16/84	Greg Falvey	PT PSA	Minneapolis/St. Paul
11/18/84	Jodie Herold	FT PSA	Brookings
11/18/84	Devin Mix	FT PSA	Minneapolis/St. Paul
11/18/84	Lori Durst	FT PSA	Mitchell
11/18/84	Dave Parish	FT PSA	Minneapolis/St. Paul
11/18/84	Scott Lepper	FT PSA	Brainerd
11/18/84	Robert Oberstar	FT PSA	Hibbing
11/18/84	John Turenne	FT PSA	Brainerd
11/18/84	Kim Lawton	FT PSA	Fort Dodge

Our work is cut out for us December 1. Let's set an all-time boarding record for the system and as many individual cities as we can. Thank you for your support. Best wishes for a safe and Happy Thanksgiving Holiday.

Best regards,


Robert D. Swenson
President & Chief Executive Officer