



2002 AIRPORT ROAD  
GRAND RAPIDS, MN 55744

218/326-6657

September 30, 1985

TO: ALL FELLOW EMPLOYEES  
FROM: ROBERT D. SWENSON, PRESIDENT & CHIEF EXECUTIVE OFFICER

Greetings to everyone in the Company! We may all need "Warm" greetings after the recent snow flurries action across our system. Let us all hope that "Mother Nature" holds off a bit longer before really sending Winter upon us.

We have recently initiated several operational and corporate changes which most of you should be aware of. First of all, our Duluth start-up date has officially been moved back to December 3. This change was due to a delay on the part of Fokker, Inc. in delivering new aircraft, which in turn delayed the date we are able to take delivery of our two (2) recently leased aircraft. As it stands now, we look forward to taking delivery of the first aircraft within the next 60 days and the second leased aircraft by April of 1986. Our third purchased Fokker will arrive this November and will allow for our expansion to Duluth in December.

On a corporate level, Mesaba proposes to file a registration statement with the Securities & Exchange Commission for the public sale of roughly 1,000,000 shares of common stock. These shares will be sold at market value and the revenue generated by the sale will help us in our efforts to expand our operations into the future. There is a lot of effort going into the registration at this time.

A concern of all of ours recently has been the number of reliability problems we have experienced across our route system due to mechanical and ATC delays. We are working in several areas to get our dependability level back to normal. In a couple of weeks, we will be completing a specific Beech maintenance check required on each 99. ~~These checks were required airworthiness inspections that have taken one Beech a week out of the schedule for approximately 3 days at a time. These inspections are nearly accomplished and should improve our reliability.~~ In addition, our newly leased aircraft, when they arrive, will help give us more flexibility with our route system.

Very soon, we will be hearing more from the Department of Transportation on several of our Essential Air Service routes. On our Mason City and Fort Dodge route, there is a possibility of Great Lakes Airline being awarded the service bid, assuming they are able to meet EAS without any subsidy requirements. If, by chance, that situation arises, we will be immediately re-allocating our personnel and equipment into other Iowa markets.

A decision on our Southern Minnesota route could be released anywhere from two weeks to several months. I do not believe that the DOT will separate any cities from the route which currently includes Mankato, Fairmont and Worthington, but if they did, and only awarded us service to two cities, we would need to look at restructuring our operations in those markets. Finally, with regard to Thief River Falls, a decision should be forthcoming within the next two months. Until we hear more on all of these cities, we will try to maintain our competitiveness in bidding these markets all the while continuing to serve these cities with dedicated quality air service.

We want to welcome these new employees to our Company. Mesaba welcomes you aboard -

FULL TIME

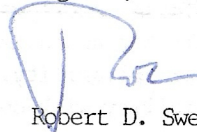
Rebecca Haskell	CSA	BJI	8/11/85 (PT to FT)
Crystal A. Pogue	CSA	GPZ	8/13/85
Joalyce Guericke	CSA	FOD	8/18/85
Linda Gould	Dispatch	MSP	8/21/85
Ricardo Sereno	Line	MSP	8/28/85
Patrick Burke	CSM	MHE	8/29/85
Roxanne Anderson	Flgt Att	MSP	9/4/85
Candus Handlos	Flgt Att	MSP	9/5/85
Ingrid Olson	Flgt Att		
	and Recep	MSP	9/9/85
David Thomas	Groomer	MSP	9/9/85
Michael Lang	Mech	MSP	9/10/85

PART TIME

Carolyn Hammer	CSA	HIB	8/28/85
Brent Crega	CSA	MSP	9/3/85
William Ashton	CSA	MSP	9/3/85
Kathryn Lampert	CSA	BRD	9/3/85
Elizabeth Arnold	PSA	BJI	9/4/85
Kimberly Crider	PSA	MSP	9/24/85
Dennis Schroeder	PSA	MSP	9/24/85

We have all worked hard to achieve the successful growth we have experienced in the past couple of years and I want to thank you for your support and dedication. As the winter months approach, I want to urge you to continue making an effort towards providing quality air service to our passengers.

Regards,



Robert D. Swenson  
President & Chief Executive Officer