

FIRST AVIATION SERVICES INC.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter was revised on February 26, 2008 and adopted by the Board of Directors (the "Board") of First Aviation Services Inc. (the "Company"). It is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company.

I. PURPOSES

The Compensation Committee (the "Committee") shall assist (A) the Board in overseeing the Company's management compensation policies and practices, including (i) determining and approving the compensation of the Company's Chief Executive Officer ("CEO") and the Company's other executive officers; (ii) reviewing and approving executive level management incentive compensation policies and programs; and (iii) periodically reviewing with Chairman of the Board and CEO succession plans for senior executive officers.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more independent members of the Board of Directors of the Company.

Committee members shall continue to be members as long as they remain directors and until their successors as Committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select from among its members an acting chairman for purposes of the meeting.

III. COMMITTEE MEETINGS

The Committee shall meet at least once during the year, or more frequently as circumstances dictate.

The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may also take action by unanimous written consent. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least annually with the CEO and any other executive officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

IV. KEY RESPONSIBILITIES AND DELEGATION

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee, by resolutions approved by a majority of the Committee may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with applicable law.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans, to the extent permitted by law and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that, consistent with paragraphs 4, 5 and 6 below, the Committee shall determine and approve the awards made under such plan to any executive officer and any other member of senior management as the Committee shall designate and shall at least annually review the awards made to such other members of senior management as the Committee shall designate.

To fulfill its purposes, the Committee shall:

1. establish and review the Company's overall management compensation philosophy and policy which is to reward superior performance as an incentive to create shareholder value by attracting, retaining and motivating personnel critical to the success of the Company through the alignment of executive compensation with short and long-term performance and strategic objectives of the Company.
2. review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers, including annual and long-term performance goals and objectives;
3. review and authorize any employment, compensation, benefit or severance agreement with any executive officer;

4. evaluate at least annually the performance of the Company's executive officers against corporate goals and objectives, including the annual performance objectives and, based on this evaluation, determine and approve the compensation level (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the executive officers, reviewing as appropriate, any agreement or understanding relating to each executive officer's employment, incentive compensation, or other benefits based on this evaluation;
5. review at least annually the compensation of such members of senior management as the Committee determines to be appropriate (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites);
6. review at least annually the Company's management compensation programs, including any management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans or programs;
7. review, approve and recommend to the Board action on any equity-based compensation plan for employees of or consultants to the Company and any modifications of any such plan and authorize all awards, including the award of shares or share options, pursuant to such plans;
8. review and approve any non-equity-based incentive compensation plans for employees of or consultants to the Company and any modifications of any such plan and review at least annually the awards made pursuant to such plans;
9. monitor compliance by management with such rules, policies and guidelines for the issuance of equity based compensation awards pursuant to compensation plans as the Committee or the Board may establish;
10. review, approve and recommend to the Board action on any changes in employee retirement plans or programs, and other material employee benefit plans and programs;
11. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;
12. report to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
13. periodically review, with the Chairman of the Board and Chief Executive Officer, the succession plans for senior executive officers and making recommendations to the Board relating to those succession plans.