

**FIRST AVIATION SERVICES INC.
15 Riverside Avenue
Westport, Connecticut 06880**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2010 Annual Meeting of Stockholders of First Aviation Services Inc. (the "Annual Meeting") will be held in Bethesda, Maryland on Tuesday, July 27, 2010 at 9:00 a.m. local time for the following purposes:

1. To elect six directors for a term described in more detail in the attached proxy statement.
2. To consider and vote upon a proposal to ratify the appointment of Dixon Hughes PLLC as Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.
3. To transact such other business as may properly come before the Annual Meeting and any and all adjournments or postponements thereof.

The Board of Directors, by resolution, has fixed the close of business on May 28, 2010 as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

Stockholders are invited to attend the Annual Meeting. Whether or not you expect to attend, WE URGE YOU TO SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE. If you attend the Annual Meeting, you may vote your shares in person, which will revoke any previously executed proxy.

If your shares are held of record by a broker, bank or other nominee and you wish to attend the Annual Meeting, you must obtain a letter from the broker, bank or other nominee confirming your beneficial ownership of the shares and bring it to the Annual Meeting. In order to vote your shares at the Annual Meeting, you must obtain a proxy issued in your name from the record holder.

Regardless of how many shares you own, your vote is very important, and we encourage you to exercise your right to vote. Please COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD TODAY.

By order of the Board of Directors,

Larissa A. Strautman
Secretary

June 1, 2010

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FIRST AVIATION SERVICES INC.
15 Riverside Avenue
Westport, Connecticut 06880

PROXY STATEMENT

Introduction

This proxy statement is furnished to the holders of Common Stock, par value \$.01 per share (the "Common Stock"), of First Aviation Services Inc., a Delaware corporation ("First Aviation," "Company" or "FAvS"), in connection with the solicitation of proxies on behalf of the Board of Directors of Company (the "Board") for use at Company's 2010 Annual Meeting of Stockholders, which is scheduled to be held on Tuesday, July 27, 2010, at 9:00 a.m. local time in Bethesda, Maryland and at any adjournment or postponement thereof (the "Annual Meeting"). *Please note this is a change from the prior announced location.* The Notice of Annual Meeting, the stockholders' letter, the Company's Annual Report for the Fiscal Year Ended December 31, 2009 and this proxy statement will be mailed to the stockholders on or about Friday, June 25, 2010. The Company's Annual Report is also available on the Company's website www.firstaviation.com or you may email lstrauman@firstequity.com to request a copy.

FAvS, located in Westport, Connecticut, through its principal operating subsidiaries Aerospace Products International, Inc. ("API"), based in Memphis, Tennessee, Aerospace Turbine Rotables, Inc. ("AeTR") in Wichita, Kansas and Piedmont Propulsion Systems LLC ("PPS") in Winston-Salem, North Carolina is a leading provider of services to the aviation industry worldwide. With locations in the U.S., Canada, Asia Pacific and China plus partners throughout the world, FAvS is a leading provider of aviation products, supply chain management services, repair and overhaul and technology solutions in the industry. These solutions include the sale of aircraft parts and components, the provision of supply chain management services, the overhaul and repair of aircraft rotables including landing gear, brakes, batteries, propellers, starter/generators, wheels and hydraulic, electrical and hydrostatic components and the custom assembly of hoses.

Company's principal executive offices are located at 15 Riverside Avenue, Westport, Connecticut 06880. Additional information about Company can be found on Company's worldwide website at www.firstaviation.com.

Record Date

The Board of Directors has fixed the close of business on May 28, 2010 as the record date (the "Record Date") for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting. Each such holder of Common Stock will be entitled to one vote per share held on all matters to come before the Annual Meeting for each share of Common Stock held on the Record Date, and may vote in person at the annual meeting or by proxy authorized in writing. On the Record Date, there were 15,660,371 shares of Common Stock issued and outstanding of which 9,893,704 represent Class A shares with voting rights.

Matters to Be Considered

At the Annual Meeting, stockholders will be asked to consider and vote upon

- (Proposal 1) The election of six directors to the Board of Directors. The six individuals standing for election at the Meeting shall serve only until the next Annual Meeting or until their successors are elected.

- (Proposal 2) The ratification of the appointment of Dixon Hughes PLLC as Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

The Board of Directors does not know of any other matter to be brought before the Annual Meeting. If any other matter properly comes before the Annual Meeting, the persons named in the enclosed form of proxy or their substitutes will vote in accordance with their best judgment on such matters.

Quorum; Required Votes

The presence at the Annual Meeting, in person, by the holders of a majority of the voting power of the issued and outstanding shares of Common Stock on the Record Date entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. Abstentions and “broker non-votes” will be counted as present and entitled to vote for purposes of determining a quorum at the Annual Meeting. A “broker non-vote” occurs when a bank, broker or other holder of record (“broker”) holding shares in “street name” for a beneficial owner does not vote on a particular proposal because it does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

Election of directors requires the affirmative vote of a plurality of the votes cast at the Annual Meeting. If no voting direction is made on a returned proxy card, the proxy will be voted **for** the director nominees. Only votes “FOR” a director or withheld from a director are counted in determining whether a plurality has been achieved for such director.

Ratification of the appointment of Dixon Hughes PLLC as Company’s independent registered public accounting firm for the fiscal year ending December 31, 2010 requires the affirmative vote of a majority of the voting power of the issued and outstanding shares of Common Stock cast in person or by proxy at the Annual Meeting and entitled to vote on such matters. If no voting direction is made on a returned proxy card, the proxy will be voted **for** the ratification of the appointment of Dixon Hughes PLLC as Company’s independent registered public accounting firm.

Stockholders may vote “FOR” or “AGAINST” proposals 1 and 2, or may abstain from voting.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

The following questions and answers are intended to address some commonly asked questions regarding the annual meeting. These questions and answers may not address all questions that may be important to you as our stockholder. Please refer to the more detailed information contained elsewhere in this proxy statement.

Q: What is the date, time and place of the annual meeting?

A: Tuesday, July 27, 2010, at 9:00 a.m. local time in Bethesda, Maryland. *Please note this is a change from the prior announced location.* If you plan to attend the meeting please RSVP to lstrautman@firsttequity.com.

Q: Who is soliciting my proxy?

A: The board of directors of First Aviation Services Inc.

Q: What am I being asked to vote on?

A: You are being asked to consider and vote on the following:

Proposal 1. *Election of Directors.* To elect Aaron P. Hollander, Stanley J. Hill, Robert L. Kirk, Joseph J. Lhota, Shmuel Fledel and Avraham Ortal to the board of directors of Company for a term to expire at the next Annual Meeting of Stockholders, or until their successors are duly elected and qualified.

Proposal 2. ***Ratification of Auditors.*** To ratify the appointment of Dixon Hughes PLLC as Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

Other Business. To consider and vote upon any such other business as may properly come before the annual meeting or any adjournments of the meeting. Management and the board of directors of Company are not aware of any other matters to come before the meeting.

Q: How does our board of directors recommend that I vote?

A: Our board of directors recommends that you vote "**FOR**" Proposals 1 and 2.

Q: What votes of our stockholders are required to approve the proposals?

A: The votes required to adopt the proposals are as follows:

- Proposal 1: as to each director, more of the votes cast at the Annual Meeting being cast affirmatively than being withheld, and
- Proposal 2: the affirmative vote of a majority of the shares of Common Stock cast in person or by proxy at the Annual Meeting.

Because abstentions are treated as shares present or represented and voting, abstaining has the same effect as a vote "AGAINST" Proposals 1 and 2. If no voting direction is given on a returned proxy card, the proxy will be voted "FOR" the director nominees and "FOR" Proposal 1 and 2.

Q: Who is entitled to vote at the Annual Meeting?

A: Only stockholders of record as of the close of business on May 28, 2010, the record date for the meeting, are entitled to receive notice of and to vote at the meeting. You will have one vote at the meeting for each share of our Common Stock you owned at the close of business on the record date. On the record date, 15,660,371 shares of our Common Stock, held by approximately 206 holders of record, were outstanding, of which 9,893,704 represent Class A shares with voting rights.

Q: What do I need to do now? How do I vote?

A: After you have carefully read this document, indicate on your proxy card how you want your shares to be voted. Then complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible. This will enable your shares to be represented at the Annual Meeting.

Q: If my broker holds my shares in "street name," will my broker vote my shares for me?

A: If you are the beneficial owner of shares held in "street name" by a brokerage firm, bank, or other nominee, such entity, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to your nominee, it will nevertheless be entitled to vote your shares on "discretionary" items but will not be permitted to do so on "non-discretionary" items. The election of directors is a not a discretionary item on which your nominee will be entitled to vote your shares in the absence of instructions from you. The ratification of Dixon Hughes as Company's independent registered public accounting firm is a discretionary item, and your nominee will be able to vote your shares on that item even without instructions from you.

Q: May I attend the Annual Meeting and vote in person?

A: Yes. All stockholders are invited to attend the Annual Meeting. Stockholders of record can vote in person at the Annual Meeting. If your shares are held in street name, you are not the shareholder of record and you must ask your broker or other nominee how you can vote at the Annual Meeting.

Q: When should I return my proxy card?

A: You should return your proxy card as soon as possible so that your shares will be voted at the Annual Meeting.

Q: May I change my vote after I have mailed my signed proxy card?

A: Yes. You may change your vote at any time before the shares of our Common Stock reflected on your proxy card are voted at the Annual Meeting. If your shares are registered in your name, you can do this in one of three ways:

- first, you can deliver to our Secretary a written notice (dated later than the date of your proxy card) stating that you would like to revoke your proxy;
- second, you can complete, execute and deliver to our Secretary a new, later-dated proxy card for the same shares, provided the new proxy card is received before the polls close at the meeting; or
- third, you can attend the meeting and vote in person.

Any written notice of revocation should be delivered to our Secretary at or before the taking of the vote at the meeting. Written notices of revocation and other communications about revoking your proxy should be addressed to:

First Aviation Services Inc.
15 Riverside Avenue
Westport, Connecticut 06880
Attention: Larissa A. Strautman, Secretary

Revocation of your proxy without any further action will mean your shares will not be voted at the Annual Meeting or counted toward satisfying the quorum requirements. Your attendance at the Annual Meeting will not revoke your proxy unless you specifically request to vote at the meeting.

If you have instructed your broker to vote your shares, you must follow directions received from your broker to change your vote. You cannot vote shares held in "street name" by returning a proxy card directly to us or by voting in person at the meeting, unless you obtain a legal proxy from your bank or broker.

Q: What does it mean if I receive more than one proxy card?

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive.

Q: How can I obtain a separate set of voting materials?

A: You may obtain a separate set of voting materials by contacting our Secretary, Larissa Strautman, at (203) 291-3300.

Q: Who can help answer my other questions?

A: Our Secretary, Larissa Strautman. Ms. Strautman may be reached by calling (203) 291-3300.

Summary of Acquisitions closed December 7, 2009

On December 7, 2009 the Company completed its acquisition of the Kelly Aerospace Turbine Rotables, Inc. business from Kelly Aerospace, Inc., which business became a new subsidiary named Aerospace Turbine Rotables, Inc. ("AeTR"). The Company at the same date separately acquired the propeller overhaul repair business and parts business of Limco-Piedmont Inc. through a newly formed subsidiary Piedmont Propulsion Systems, LLC ("PPS"). The transactions resulted in Limco-Piedmont acquiring approximately 37% of the Company's common stock in the form of newly-issued Class B common non-voting shares, plus preferred stock, and Limco-Piedmont guaranteeing certain debt required to finance the purchase of AeTR. Limco-Piedmont is a subsidiary of TAT Technologies Ltd. (NASDAQ: TATT).

As a condition of the TAT entity's guaranty, approximately \$2.3 million of Company debt inclusive of interest due to JEM III, LLC, an entity controlled by Mr. Aaron Hollander, Chief Executive Officer of Company, was converted in part to Class A Common Stock and in part to Series A Preferred Stock.

The acquisition transactions are more fully described in the 2009 Proxy Statement dated November 10, 2009.

Election of Directors (Proposal No. 1)

Board's nominees for election to the Board of Directors for a term expiring at the Annual Meeting of Stockholders in the year 2011.

Stockholders vote to elect all of the Company's directors annually. Accordingly, the Company has named six nominees for election to the Board of Directors. If the nominees are elected, the size of the Board will be six directors with no vacancies. The nominees for director are Aaron P. Hollander, Stanley J. Hill, Robert L. Kirk, Joseph J. Lhota, Shmuel Fledel and Avraham Ortal. Per Section 6(a) of the Stockholders Agreement of November 9, 2009 between Piedmont Aviation Component Services LLC ("Piedmont"), First Equity Group Inc. and Aaron Hollander, as long as "Piedmont and its Permitted Transferees own at least 10% of the (First Aviation) stock, Piedmont shall have the right...to have two designees serve on the Company's Board of Directors." Furthermore, per Section 6(b), Aaron Hollander must vote in favor of the Piedmont designees. Mr. Fledel and Mr. Ortal are both the designees of Piedmont, while Messrs. Hill, Kirk and Lhota are independent directors.

All nominees are presently directors. The Company does not know of any reason why any nominee would be unable to serve as a director. If elected, each nominee will serve for a term to expire at the Annual Meeting of Stockholders in the year 2011, or until his successor is duly elected and qualified. Mr. Robert L. Kirk has indicated it is his intention to serve as director until such time as the Board nominates and approves a successor director. Mr. Kirk has agreed to continue to serve as a consultant to the Company after such time. Background information for the nominees can be found under the caption "Directors" below.

Directors will be elected by a plurality of the votes cast at the annual meeting.

The Board of Directors recommends a vote FOR the election of Aaron P. Hollander, Stanley J. Hill, Robert L. Kirk, Joseph J. Lhota, Shmuel Fledel and Avraham Ortal.

Directors

The current directors of Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Positions</u>
Aaron P. Hollander	53	Chairman of the Board, CEO and Director
Stanley J. Hill	68	Independent Director
Robert L. Kirk	81	Independent Director
Joseph J. Lhota	55	Independent Director
Shmuel Fledel	57	Director
Avraham Ortal	42	Director

Aaron P. Hollander co-founded First Aviation Services Inc. and has served as Chairman of the Board of Directors of Company since March 1995. In October 2006, Mr. Hollander succeeded Mr. Michael Culver as CEO of Company. In 1985, Mr. Hollander co-founded First Equity Group, Inc. First Equity Group's ownership interests, in addition to Company, include First Equity Development Inc., an aerospace investment and advisory firm ("First Equity"), and Imtek, LLC ("Imtek"), a specialty marketing and fulfillment company. Mr. Hollander is Chairman of Imtek, LLC. Mr. Hollander is the sole shareholder of First Equity Group.

Stanley J. Hill has served as a Director since December 2000. In 2000, Mr. Hill retired as the President, CEO and Chairman of Kaiser Aerospace and Electronics Corporation and its parent, K Systems, Inc. (collectively, "Kaiser Aerospace"). Mr. Hill had been associated with Kaiser Aerospace for nearly 30 years. Mr. Hill is a director of Intevac Inc., which is based in Santa Clara, CA, and has its stock traded on the NASDAQ national market.

Robert L. Kirk has served as a Director since March 1997. In 1998, Mr. Kirk retired as the Chairman of British Aerospace Holdings, Inc., an international aerospace corporation. Mr. Kirk had been Chairman since 1992. Mr. Kirk served as Chairman and CEO of CSX Transportation, Inc., the railroad subsidiary of CSX Corporation, from 1990 to 1992, and was Chairman and CEO of Allied-Signal Aerospace Co. from 1986 to 1989.

Joseph J. Lhota became a Director in April 2002. Mr. Lhota currently serves as Executive Vice President at Madison Square Garden, Inc. From 2002 to 2010, Mr. Lhota served as Executive Vice President of Cablevision Systems Corporation. Prior to joining Cablevision, Mr. Lhota served in various positions on former New York City Mayor Rudolph W. Giuliani's senior management team. From 1998 to 2001, he was New York's Deputy Mayor for Operations, overseeing the day-to-day operations of city government. Prior to his government service, Mr. Lhota spent 15 years in investment banking specializing in public finance. He served as director of public finance at CS First Boston Corporation and as a member of its Public Finance Management Committee. He also has been a managing director at Paine Webber Incorporated.

Dr. Shmuel Fledel has served as TAT's CEO since May 2008. Prior to joining TAT, between the years 2005 and 2008, Dr. Fledel served as Vice President, Maintenance and Engineering of El-AL Israel Airlines Ltd. From 1998 to 2005, Dr. Fledel served as the CEO of Cyclone Aviation Products Ltd., an Israeli company which serves as the Elbit Systems Group's design and production center for metal and composite structural aircraft components and parts for leading aerospace companies and OEMs. From 1995 to 1998, Col. (Res.) Fledel served as the Depot Commander of the Israeli Air Force. Dr. Fledel holds a Ph.D. and an MSr. degree in Structural Dynamics, both from the University of Maryland, and a BSc. degree in Aeronautical Engineering from the Technion - Israel Institute of Technology.

Dr. Avraham Ortal has been a director of Limco-Piedmont Inc. since January 2008. Since February 2008, Dr. Ortal has served as the CEO of KMN Capital Ltd., a subsidiary of Kaman Holdings Ltd., the parent of Isal Amlat, and as the vice president of Kaman Holdings Ltd., and is responsible for all of its international operations. From March 1999 to January 2008, Dr. Ortal was a partner in the law firm of Zellermyer, Pelossof & Co. of Tel Aviv, Israel. Prior to joining Zellermyer, Pelossof & Co., Dr. Ortal was an associate at the New York law firm Davis Polk & Wardwell and was an Adjunct Lecturer (Mergers & Acquisitions) at the Duke University School of Law. Dr. Ortal holds an LL.B. degree from the College of Management, an L.L.M. degree from Duke University School of Law and an S.J.D. degree from Duke University.

See “Certain Relationships and Related Person Transactions” below about the relationship between Company’s PPS subsidiary and companies in which Messrs. Fledel and Ortal are officers.

Information Regarding the Board of Directors and its Committees

General

The Company feels that the leadership structure in place with the positions of Chief Executive Officer and Chairman positions combined is best for the Company’s management. Company does have a lead independent director, that individual being Mr. Joseph J. Lhota.

The Company believes that the experience and skill sets of the current Board members give them full qualifications to capably serve in their capacities as Board of Directors. The skills the individual members bring to bear include leadership, industry, marketing and finance experience. All Board members possess the highest personal and professional ethics, integrity and values, and are committed to representing the long term interests of shareholders. The Company does not have a formal policy with regard to the consideration of diversity in identifying Director nominees, but does seek to provide the Board with a depth of experience and differences in viewpoints and skills.

Director Independence

Even though Company is not required to meet this standard, the Board of Directors has determined that each of Messrs. Hill, Kirk and Lhota is an “independent director” when applying the rules and regulations of The NASDAQ Stock Market LLC (“NASDAQ”).

Committees of the Board

The Board currently has, and appoints the members of, standing Executive, Audit, Nominating and Corporate Governance, and Compensation Committees. Each member of the Audit, Nominating and Corporate Governance, and Compensation Committees is an “independent director” when applying the rules and regulations of NASDAQ. The members of each of the committees of the Board are as follows:

<u>Executive Committee</u>	<u>Audit Committee</u>	<u>Nominating and Corporate Governance Committee</u>	<u>Compensation Committee</u>
Aaron P. Hollander Joseph J. Lhota	Joseph J. Lhota, Chairman Robert L. Kirk Stanley J. Hill	Stanley J. Hill, Chairman Robert L. Kirk Joseph J. Lhota	Robert L. Kirk, Chairman Stanley J. Hill Joseph J. Lhota

Executive Committee

The Executive Committee currently consists of two directors of Company, Messrs. Hollander and Lhota. The Executive Committee has the power and authority to exercise all of the powers and authority of the

Board of Directors in managing the business affairs of Company, except that it does not have the power and authority to: (i) amend the Certificate of Incorporation or Bylaws of Company; (ii) adopt an agreement of merger or consolidation, or to recommend to the stockholders the sale, lease or exchange of all or substantially all of Company's property and assets; (iii) recommend to stockholders a dissolution of Company or a revocation of the dissolution; or (iv) declare a dividend or authorize the issuance of stock of Company unless expressly authorized by a resolution of the Board of Directors.

Audit Committee

The Audit Committee assists the Board of Directors in fulfilling its responsibility to oversee management regarding: (i) the conduct and integrity of Company's financial reporting; (ii) Company's systems of internal accounting and financial and disclosure controls; (iii) the qualifications, engagement, compensation, independence and performance of Company's independent registered public accounting firm, their conduct of the annual audit, and their engagement for any other services; (iv) Company's legal and regulatory compliance; (v) Company's codes of ethics as established by management and the Board; and (vi) the preparation of the audit committee report for inclusion in Company's annual proxy statement. The Audit Committee also reviews and approves transactions or courses of dealing with related parties.

The Audit Committee may also perform such other tasks as are assigned to it from time to time by the Board of Directors. The Audit Committee has the power to retain outside counsel, independent auditors or other advisors to assist it in carrying out its activities.

The Audit Committee is governed by a written charter approved by the Board of Directors. The charter is available on Company's website at www.firstaviation.com.

The Board of Directors has determined that each of the members of the Audit Committee is "independent" when applying the rules and regulations of NASDAQ and the SEC. Furthermore Mr. Joseph J. Lhota through his professional experience and education is considered an audit committee financial expert.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee assists the Board of Directors in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) overseeing Company's policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board; (iii) overseeing implementation of Company's Corporate Governance Guidelines and Principles; and (iv) reviewing the overall corporate governance of Company and recommending changes when necessary or desirable.

The Committee may also perform such other tasks as are assigned to it from time to time by the Board of Directors. The Committee has the power to retain outside counsel or other advisors to assist it in carrying out its activities.

The Committee is governed by a written charter approved by the Board of Directors and consists entirely of independent directors. The charter is available on Company's website at www.firstaviation.com.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board. This assessment by which the Committee considers candidates for director is based upon various criteria, including their integrity, independence, ability to exercise sound business judgment, demonstrated leadership ability, breadth of knowledge about issues affecting Company and business experience and technical skills, in particular the extent to which they possess experience and skills relevant to Company's business which would be helpful to the Board in determining and executing Company's strategies.

In the case of incumbent directors whose terms of office are set to expire, the Committee reviews such directors' overall service to Company during their terms, including the number of meetings attended, level of participation and quality of performance.

Consideration of new director nominee candidates typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. The Committee identifies potential new director candidates by recommendations from its members, other Board members, Company management and stockholders, and may, if necessary or appropriate, utilize the services of a professional search firm.

The Committee considers recommendations for Board candidates submitted by stockholders using the same criteria (described above) that it applies to recommendations from the Committee, directors and members of management.

In general, written notice of a stockholder proposal or a director nomination must be received by the Nominating Committee not later than the close of business on the 60th day nor earlier than the close of business on the 90th day prior to the 2010 Annual Meeting (or, if less than 70 days' notice of the date of the meeting is given by Company, notice by the stockholder to be timely must be received by the Nominating Committee no later than the 10th day following the day on which public announcement of the date of the meeting is first made by Company), and must contain specified information and conform to certain requirements, as set forth in the By-laws. If the chairman at any meeting of stockholders determines that a stockholder proposal or director nomination was not made in accordance with the By-laws, Company may disregard such proposal or nomination. Proposals and nominations should be addressed to the Secretary of Company, Larissa Strautman, First Aviation Services Inc., 15 Riverside Avenue, Westport, Connecticut 06880-4214.

Compensation Committee

The Compensation Committee assists the Board in overseeing Company's management compensation policies and practices, including: (i) determining and approving the compensation of the CEO and Company's other executive officers; (ii) reviewing and approving executive level management incentive compensation policies and programs; and (iii) periodically reviewing, with the Chairman of the Board and the CEO, succession plans for senior executive officers. The Compensation Committee may also perform such other tasks as are assigned to it from time to time by the Board of Directors. The Compensation Committee has the power to retain outside counsel or other advisors to assist it in carrying out its activities. The Compensation Committee may delegate any of its responsibilities to a subcommittee comprised solely of one or more members of the committee at its discretion.

Company generally follows the following processes and procedures in connection with the consideration and determination of the compensation of the executive officers. Ultimately, the compensation of the executive officers is determined by the Compensation Committee. The members of the committee use their experience and judgment to make decisions they believe are in the best long-term interests of Company. Company's processes and procedures are not formalized but adapt to the particular arrangement being considered. For example, a routine discretionary annual cash bonus for a relatively small amount is handled differently than a multi-year employment agreement. In the case of non-routine arrangements for executive officers, the CEO may discuss the proposed arrangements with one or more directors for their advice and other input, on a preliminary basis. After the arrangements are further refined and term sheets prepared, the committee meets to discuss them with the CEO. During part of the meeting, the CEO and any other employees, if present, are excused so that the committee may deliberate among themselves. The committee may request financial and other data from Company and review strategic and business plans with the CEO. The chairman of the committee may negotiate terms with the CEO or other executive officers. The length of this process varies depending on a variety of factors, and the committee may meet to be updated on progress, receive revised term sheets and other data, ask questions and provide further direction. The committee may also hear from persons with specialized knowledge in certain areas, such as Company's Chief Financial Officer for accounting matters. Ultimately, the committee meets to make the final determination to approve the arrangements, usually after reviewing the related documentation memorializing the arrangements substantially in final form. During the process and at its conclusion, the committee also provides periodic reports of its activities to the full board.

For more routine compensation arrangements with an executive officer, such as a discretionary cash bonus, the CEO makes a recommendation to the Compensation Committee. In ordinary course, the committee meets to determine whether to approve the payment or award, after asking questions of the CEO and reviewing any materials submitted to them.

The Committee is governed by a written charter approved by the Board of Directors. The charter sets out in greater detail the specific responsibilities of the Compensation Committee. The charter is available on Company's website at www.firstaviation.com.

During 2009, the Company conducted a risk assessment of the Company's compensation policies and practices and concluded that they do not motivate imprudent risk taking. In this regard, the Company notes that:

- the Company's annual incentive compensation is based on balanced performance metrics that promote disciplined progress towards longer-term Company goals;
- the Company does not offer significant short-term incentives that might drive high-risk investments at the expense of long-term Company value;
- the Company's compensation programs are weighted towards offering long-term incentives that reward sustainable performance, especially when considering the Company's executive share ownership and holding requirements; and
- the Company's compensation awards are capped at reasonable and sustainable levels, as determined by a review of the Company's economic position and prospects, as well as the compensation offered by comparable companies.

The Company's compensation policies and practices were evaluated to ensure that they do not foster risk taking above the level of risk associated with the Company's business model. For this purpose, the Company considered the Company's growth and return performance, volatility and leverage, and the time horizon of the Company's investments; and compared them to the performance metrics, leverage, and time horizon of the Company's compensation policies and practices. Based on this assessment, the Company concluded that it has a balanced pay and performance program that does not promote excessive risk taking.

Directors' Attendance at Meetings of the Board of Directors

Each director attended at least 75% of the Board Meetings, and a majority of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which he served.

Directors' Attendance at Annual Meetings of Stockholders

The Board of Directors encourages all of its members to attend Company's annual meeting of stockholders. A majority of the Board serving as directors during the fiscal year ended December 31, 2009 attended the 2009 Annual Meeting of Stockholders.

Stockholder Communications with the Board

A stockholder who wishes to communicate with the Board or with specific individual directors may send written communications by mail addressed to the Board of Directors generally, or to such specific director or directors individually, at c/o Corporate Secretary, First Aviation Services Inc., 15 Riverside Avenue, Westport, Connecticut 06880. All communications so addressed will be forwarded to the Board of Directors or the individual director or directors, as applicable.

Codes of Business Conduct and Ethics

The Board of Directors has adopted a Code of Business Conduct and Ethics applicable to all directors, officers and employees of Company and a Supplemental Code of Ethics for the CEO, CFO and other senior financial officers. These Codes of Business Conduct and Ethics are available on Company's website at www.firstaviation.com. Company may disclose certain amendments to, or waivers from, these Codes of Business Conduct and Ethics by posting such information on its website. The Company also maintains a 24 hour ethics hotline for employees to report any ethical, regulatory or any legal concerns.

Report of the Audit Committee

The following is a report of the Audit Committee with respect to Company's audited consolidated financial statements for the fiscal year ended December 31, 2009:

- The Audit Committee has reviewed and discussed the audited consolidated financial statements with management;

Based on the review and discussions with Company's management and independent registered public accounting firm, as set forth above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Company's Annual Report for the fiscal year ended December 31, 2009, which are available on Company's website www.firstaviation.com.

Respectfully submitted by the members of the Audit Committee of the Board of Directors,

Stanley J. Hill
Robert L. Kirk
Joseph J. Lhota

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of Company's Common Stock, as of May 28, 2010 (unless otherwise indicated) by (i) each person who is known by Company to own beneficially more than 5% of the outstanding shares of Common Stock, (ii) each of Company's directors and nominees, (iii) each of the executive officers named in the Summary Compensation Table (included in this Proxy Statement below), and (iv) all directors and current executive officers as a group. Except as indicated in the footnotes to the table, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable. Each of the persons listed in the table who beneficially own more than 5% of the outstanding shares of Common Stock maintains an address at 15 Riverside Avenue, Westport, Connecticut 06880, unless otherwise indicated.

<u>Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Total Equity</u>
Aaron Hollander (1)		
First Equity Group Inc.	3,786,335	24.2%
JEM III, LLC	2,184,929	14.0%
Piedmont Aviation Component Services, LLC (2) Kernersville, NC	5,766,667	36.8%
The Wynnefield Group (3) New York, NY	2,378,476	15.2%
Robert L. Kirk	150,971	0.0%
Stanley J. Hill	134,192	0.0%
Joseph J. Lhota	125,413	0.0%
Ahmed Metwalli (4)	84,173	0.0%
Shmuel Fledel (5)	--	0.0%
James G. Howell II	--	0.0%
Avraham Ortal (5)	--	0.0%
All directors and current executive officers as a group (8 persons)	6,466,013	41.3%

1. On July 14, 2009 First Equity Group, Inc. reorganized its ownership structure such that subsequent to the restructuring, Aaron P. Hollander owns, in the aggregate, all of the outstanding shares of First Equity Group, Inc. Mr. Hollander has voting control over the First Aviation Services Common A stock held by First Equity Group which includes 378,604 shares of First Aviation Services Common A stock granted to Founex, Inc., an entity controlled by Mr. Michael Culver until July 1, 2012. First Equity Group, Inc. has pledged 500,000 shares of Company's Common A Stock to TD Bank, the successor-in-interest to Hudson United Bank, as collateral for a loan. Includes 300 shares held by Mr. Hollander as custodian for his minor children. Mr. Hollander is the sole voting shareholder of JEM III, LLC.
2. Class B non-voting shares, which the holder may convert into Class A voting shares at any time.
3. Includes Mr. Nelson Obus - 54,000 shares of Class A Common Stock.
4. Represents Restricted Stock issued as of April 30, 2010 based on Restricted Stock grant agreements of 50,000 shares of Class A Common Stock at \$2.16 and 20,000 shares at \$2.20 dated July 10 and July 17, 2007, respectively that vest ratably over a 36 month period, as well as 20,000 shares purchased on the open market.
5. Both Dr. Fledel and Dr. Ortal are designees of Piedmont Aviation Component Services, LLC.

Compensation of Independent Directors

The Independent Directors of Company are paid in cash and shares of Company stock, in equal amounts each year. They receive no additional compensation for committee service or per meeting attended. The following table reflects independent director compensation for Company’s fiscal year ended December 31, 2009.

Note: From February 1, 2009 through January 31, 2010 the independent directors voluntarily decreased their annual compensation from an annual level of \$60,000 to an annual level of \$48,000.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (1))	Total (\$)
Stanley J. Hill	\$28,000	\$28,000 (2)	\$56,000
Robert L. Kirk	\$28,000	\$28,000 (2)	\$56,000
Joseph J. Lhota	\$28,000	\$28,000 (2)	\$56,000

1. The amounts shown reflect the compensation costs Company recognized for financial statement purposes in the fiscal year ended December 31, 2009, as determined pursuant to FASB ASC Topic 718, or fees earned and payable in shares of Company’s Common Stock. The amounts reflect the fair market value on the date the compensation was earned.
2. Reflects the grant date fair value of \$6,000 computed in accordance with FASB ASC Topic 718 on each of the following grant dates: January 31, 2009, April 30, 2009, July 31, 2009 and October 31, 2009 plus \$4,000 on December 31, 2009. Messrs. Hill, Kirk and Lhota did not have any unvested stock awards outstanding at December 31, 2009.

Executive Compensation and Related Information

The Compensation Committee assists the board of directors in fulfilling its responsibilities with respect to oversight and determination of executive compensation including the compensation of the Executive Officers (as defined under “Summary Compensation Table” below). A description of the Compensation Committee’s composition, functions, duties and responsibilities is set forth in this proxy statement under “Information Regarding the Board of Directors and Its Committees – Compensation Committee.”

Compensation Objectives and Philosophy

The basic philosophy behind executive compensation is to reward executives for performance and use an incentive to create stockholder value by:

- (i) enabling Company to attract, retain and motivate skilled and experienced personnel that are critical to Company’s long-term success;
- (ii) aligning executive compensation with the short-term and long-term financial performance and strategic objectives of Company; and
- (iii) rewarding superior performance.

Salary adjustments, bonuses and long-term incentive grants are reviewed at least annually to ensure consistency with this philosophy. The members of the Compensation Committee, each of whom is an independent director, use their experience and judgment to do what they feel is in the best long-term

interest of Company. The compensation of Company's executive officers is determined solely by the Compensation Committee.

Elements of Compensation

The principal components of our compensation program are base salary, annual incentive bonuses and long-term incentive awards in the form of stock options and stock grants. These elements are blended in an effort to formulate compensation packages which provide competitive pay, reward the achievement of financial, operational and strategic objectives, and align the interests of our executive officers and other senior personnel with those of our stockholders. Historically, we have provided long-term incentive awards in the form of stock options, because Company and the Compensation Committee believed that the potential financial upside for a growth company was a benefit desired by, and rewarding to, our employees. However, given the accounting changes involving stock options, which introduced stock-based compensation expense in our financial statements, combined with Company's slower growth last year, we continue to investigate other types of long-term incentive awards, including grants of restricted stock awards, which are permitted by our 2007 Stock Incentive Plan.

We have not retained a compensation consultant to review our policies and procedures with respect to executive compensation.

Designing a Competitive Compensation Package

Our goal of successful recruitment and retention of leadership to manage Company requires a competitive compensation package, involving salary, bonus opportunities, long-term incentive awards, a 401(k) plan with a company match component, and various insurance benefits (including medical, life and disability) benefits. We emphasize: (1) fixed compensation elements of base salary and benefits; (2) variable cash compensation contingent on corporate performance; and (3) long-term incentive compensation payable in the form of equity compensation. Individual compensation will vary based on factors such as performance, job scope, abilities, tenure and retention risk.

Company may consider, particularly in the case of new executive hires, the input of outside consultants such as executive search and recruitment firms, in formulating a competitive compensation package. Compensation specific to the Executive Officers is listed in the Summary Compensation Table.

Base Salary

Base salaries of the Executive Officers are determined on an individual basis and are based on job responsibilities and individual contributions. Decisions regarding base salary are made based upon such factors as analysis of compensation levels set by other companies, review of available compensation studies, Company need and candidate availability.

Salary levels are typically considered annually as part of our performance review process as well as upon a promotion or other change in job responsibility. Merit-based increases to salaries are based on management's recommendation and the Committee's assessment of the individual's performance based on the individual's achievement of annual performance goals and the Committee's interaction with the individual. In general, in determining executive officers' salaries, the Committee considers salaries provided by competitors and similarly sized Public Companies, including those companies with which we compete for executive talent, individual experience and prior service with Company, level of responsibility and overall job performance. The Committee does not assign weights to these factors nor necessarily consider any one more important than the others.

Certain executives of Company are subject to employment agreements or arrangements that are established by the Compensation Committee of Company at the beginning of the executive's employment and are in effect for a specified period of time and which, in general, can be terminated by either Company or the executive under certain conditions. These agreements or arrangements are described in the section Employment and Other Agreements and Arrangements.

Annual Cash Bonus

The Compensation Committee has the authority to grant discretionary annual cash bonuses to officers of Company. Annual cash bonuses are designed to align employees' goals with Company's financial and operational objectives for the current year and to reward individual performance. Decisions regarding bonuses are made based upon achievement of Company's objectives, upon compensation levels paid to officers of other companies in the same sector as Company, upon the performance of those companies compared to Company, and upon the performance review of the individual executive.

Long-Term Incentive Awards

To promote our long-term objectives, equity awards are made to executive officers who are in a position to make a significant contribution to our long-term success. Company intends to make future equity awards pursuant to Company's 2007 Stock Incentive Plan. The 2007 Stock Incentive Plan provides that the Committee has the authority to grant participants different types of equity awards, including non-qualified and incentive stock options, shares of Common Stock, restricted stock and stock appreciation rights.

Since equity awards may vest and grow in value over time, this component of Company's compensation plan is designed to reward performance over a sustained period. Company intends for these awards to strengthen the focus of the executives and other key employees on managing Company from the perspective of a person with an equity stake in Company.

Personal Benefits

Our Executive Officers participate in a variety of retirement, health and welfare, and vacation benefits designed to enable us to attract and retain our workforce in a competitive marketplace. Health and welfare and vacation benefits help ensure that we have a productive and focused workforce through reliable and competitive health and other benefits.

Termination Provisions

Employment agreements with the executive officers generally provide for severance payments and other benefits in an amount specified in the executive's employment agreement with Company. The payments and other benefits are provided in lieu of any amounts which would have been otherwise due to the executive under Company's policy for severance benefits. Separation benefits are intended to ease the consequences to an executive of an unexpected termination of employment. Certain executive employment agreements include post-termination non-compete and non-solicitation covenants for a specified period of time.

Accounting for Stock-Based Compensation

Beginning February 1, 2006, Company adopted FASB ASC Topic 718 (formerly FAS 123R), and began recording stock-based compensation expense in our financial statements in accordance with FASB ASC Topic 718.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the foregoing Executive Compensation and Related Information with Company's management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that this information be included in this proxy statement for the 2010 Annual Meeting of Stockholders.

Respectively submitted by the members of the Compensation Committee of the Board of Directors,

Robert L. Kirk
Stanley J. Hill
Joseph J. Lhota

Compensation Committee Interlocks and Insider Participation

During the fiscal year ended December 31, 2009, the Compensation Committee consisted of Messrs. Hill, Kirk and Lhota, each an independent director, and none of such members is a current or former officer of Company or any of its subsidiaries or was a party to any disclosable related person transaction in which Company was a participant.

Summary Compensation Table

The following table sets forth certain compensation information for each person who served as Company's principal executive officer and principal financial officer in the fiscal year ended December 31, 2009 and each of the other executive officers or former executive officers of Company for the fiscal year ended December 31, 2009.

Note: From January 1, 2009 through January 31, 2010 senior executive compensation was decreased by 10%. 'Normal' salaries would have been \$325,000 for Mr. Hollander, \$225,000 for Dr. Metwalli and \$175,000 for Mr. Howell.

Name and Principal Position	Year Ended December 31	Salary (\$)	Other (\$)	Share Based Awards (\$)	TOTAL
Aaron P. Hollander Chairman of the Board and CEO	2009	\$292,500	\$150,000 (1) \$16,340 (2)	-	\$458,840
Ahmed Metwalli President and Chief Operating Officer, Aerospace Products International, Inc.	2009	\$202,500	\$135,000 (1)	\$46,445 (3) \$16,262 (4)	\$400,207
James G. Howell II Vice President, Chief Financial Officer Aerospace Products International, Inc.	2009	\$157,500	\$54,000 (1)	\$ 5,907 (5)	\$217,407

1. Additional compensation was provided to senior executives related to the acquisitions of Aerospace Turbine Rotables, Inc. and Piedmont Propulsion Services LLC.
2. Key man insurance payable to Hollander trusts.
3. Based on 15,276 and 6,113 shares at \$2.16 and \$2.20 per share, respectively, vested and issued for the fiscal year ended December 31, 2009.
4. Options vested in fiscal year ended December 31, 2009.
5. Options vested in fiscal year ended December 31, 2009.

Grants of Plan-Based Awards for Fiscal Year Ended December 31, 2009

Options to purchase 50,000 shares of Company's stock at a price of \$2.79 per share were granted to Ahmed Metwalli on June 26, 2007. On August 22, 2009 the strike price of these options was changed with Board approval to \$0.41 per share as well as Company granting Dr. Metwalli a further option to purchase 50,000 additional shares also at a price of \$0.41 per share. Options to purchase 30,000 shares of Company's stock at a price of \$2.00 per share were granted to James Howell on October 1, 2007 and options to purchase 20,000 shares at a price of \$1.00 per share were granted to Mr. Howell on April 21, 2009.

Outstanding Equity Awards at Fiscal Year-End December 31, 2009

No unexercised options were outstanding for any Named Executive Officer as of December 31, 2009, except for those described in the immediately preceding paragraph.

Option Exercises and Stock Vested in Fiscal Year Ended December 31, 2009

No options were exercised by any Named Executive Officer, and 23,334 shares of restricted stock were issued and vested with Named Executive Officers during the fiscal year ended December 31, 2009.

Pension Benefits During Fiscal Year Ended December 31, 2009

Other than a 401(k) plan administered by Aerospace Products International, Inc., a subsidiary of Company, Company does not have a pension or retirement plan, and did not have one during the fiscal year ended December 31, 2009.

Nonqualified Deferred Compensation

Company does not have a non-tax-qualified deferred compensation plan, and did not have one during the fiscal year ended December 31, 2009.

Employment and Other Agreements and Arrangements

Current Executive Officers

Employment Arrangement with Aaron Hollander

On October 12, 2006, Mr. Hollander's employment arrangement with Company was modified, effective on such date, in connection with his election as CEO and to reflect certain duties to be performed as CEO as well as in his continuing capacity as Chairman. Mr. Hollander's modified employment arrangement provides for an annual base salary of \$325,000, as well as benefits consistent with other senior managers of Company. Mr. Hollander voluntarily agreed to reduce his annual base salary to \$292,500 from January 1, 2009 to January 31, 2010. Company provides Mr. Hollander with life insurance payable to his estate at an annual cost of \$16,340. Mr. Hollander is eligible to receive a bonus and/or additional benefits at the discretion of the Compensation Committee.

Mr. Hollander's employment as Chairman and CEO is "at-will" and is thus terminable by him or Company at any time.

Employment Agreement with Ahmed Metwalli

On May 11, 2007, API signed an employment agreement with Ahmed Metwalli, pursuant to which Dr. Metwalli will be employed as President and Chief Operating Officer of API effective June 14, 2007. Under the agreement, Dr. Metwalli receives an annual base salary of \$225,000. Dr. Metwalli voluntarily agreed to reduce his annual base salary to \$202,500 from January 1, 2009 to January 31, 2010.

Under the agreement, Dr. Metwalli is eligible (but not guaranteed) to receive a performance bonus determined upon the financial performance of API. He is also permitted to participate in any medical, dental, disability, life, and other insurance plans, as are generally available to other employees of API in similar employment positions, subject to meeting applicable eligibility requirements. Dr. Metwalli was also reimbursed for expenses related to his relocation to Memphis. Under the employment agreement, the Compensation Committee granted Dr. Metwalli 70,000 restricted shares of Company's Common Stock vesting equally over a 36 month period and options to purchase 100,000 shares of Company's Common Stock at a price of \$0.41 per share.

Dr. Metwalli's employment is for a period of three years through June 14, 2010 and may be terminated by either party upon 30 days notice. If his employment is terminated for cause, he is entitled to receive his base salary prorated through the date of termination, as well as payment for any vacation earned but not taken. If his employment is terminated without cause or as a result of his death or disability, he is entitled to receive an amount equal to six months of base salary, as well as payment for any vacation earned but not taken. This six months' base salary would be paid in bi-weekly installments until the end of the six month period. Dr. Metwalli is also entitled to receive the above payments in the event that he terminates his employment because of a continued uncured material breach of the agreement by API after receipt of reasonable written notice and an opportunity to cure.

Employment Agreement with James G. Howell II

On October 1, 2007, Aerospace Products International, Inc., a wholly-owned subsidiary of the Company ("API"), entered into an employment agreement with Mr. Howell, pursuant to which Mr. Howell serves as Chief Financial Officer of API effective October 1, 2007. His employment agreement provides for an annual base salary of \$175,000. Mr. Howell voluntarily agreed to reduce his annual base salary to \$157,500 from January 1, 2009 to January 31, 2010. Mr. Howell was granted options to purchase 30,000 shares of Company stock at an exercise price of \$2.00 per share, as well as options to purchase 20,000 shares of Company stock at an exercise price of \$1.00 per share.

Under his employment agreement, Mr. Howell is permitted to participate in any performance bonus, profit sharing or other compensation plans, and such medical, dental, disability, life, and other insurance plans, as are generally available to other employees of API in similar employment positions, subject to meeting applicable eligibility requirements. He may also receive a bonus at the discretion of the Compensation Committee with respect to his service as Chief Financial Officer of the Company.

Certain Relationships and Related Person Transactions

Company and First Equity Development, Inc., a wholly-owned subsidiary of First Equity Group, Inc., have an agreement relating to the allocation of potential investment and acquisition opportunities in the aerospace parts distribution and logistics businesses. The agreement was approved by the independent members of the Board of Directors on a month-to-month basis effective February 1, 2004. Pursuant to the agreement, neither First Equity nor any of its majority-owned subsidiaries will consummate any acquisition of a majority interest in any aerospace parts distribution and logistics business anywhere in the world (a "Covered Acquisition"), without first notifying Company and providing Company with the opportunity to choose to effect the Covered Acquisition for its own account. Company's decision as to whether to effect the Covered Acquisition will be made by the independent members of the Board of Directors of Company. The agreement can be terminated by either party upon 30 days' written notice to the other party. The agreement does not apply to any proposed acquisition by First Equity of any business that generates less than 15% of its aggregate net sales from aerospace parts distribution or logistics, or to any advisory services performed by First Equity on behalf of third parties. In July 2009, Mr. Hollander and Mr. Culver, the beneficial owners of First Equity Group, entered into a plan of reorganization which provided for Mr. Culver to be the beneficial owner of approximately 378,604 shares and Mr. Hollander to be the beneficial owner of approximately 3,407,431 shares of Company.

Company subleases from First Equity office space in Westport, Connecticut. The leased space is utilized by Company as its corporate headquarters. First Equity also utilizes space in the same premises. The sublease, which became effective April 21, 1997, was for a period of ten years, and is cancelable by either

party with six months notice. First Equity has renewed the lease for an additional five-year period beginning in April 2007. Rent payments under this sublease totaled approximately \$55,886, \$56,572, and \$89,225 for the years ended December 31, 2009, 2008, and 2007, respectively.

Company and First Equity share certain common expenses that arise from sharing office space in Westport, CT. The amounts are included in Company's corporate expenses, and include expenses such as telephone, computer consulting, office cleaning, office supplies and utilities. The expenses are allocated based upon a formula reviewed and approved by the independent directors of Company. Management believes this method of allocation is reasonable. Company reimbursed First Equity \$128,819, \$19,793, and \$24,716 in 2009, 2008, and 2007, respectively.

In order to simplify the administration of payroll, certain employees of Company who are authorized to perform services for both Company and First Equity are paid through the payroll of First Equity.

Dr. Avraham Ortal and Dr. Shmuel Fledel are each Board of Director designees of Piedmont Aviation Component Services, LLC.

Related Person Transaction Policy

To supplement the broader provisions of Company's Code of Business Conduct and Ethics, the Board of Directors has adopted a policy and procedures for review and approval or ratification by the Audit Committee of transactions in which Company participates and a "related person" has a material direct or indirect interest. A "related person" means: each director and executive officer of Company; any director nominee; any greater than five percent stockholder; any immediate family member of any of the foregoing; and any company or another entity that employs or is controlled by any of them, or in which any of them have a material ownership or financial interest.

Generally under the policy, any director, executive officer or nominee who intends to enter into a related person transaction, and any employee of Company who intends to cause Company to enter into a related person transaction, is required to disclose all material facts regarding the proposed transaction to the Audit Committee.

The proposed transaction will be reviewed by the Audit Committee and, in its discretion, rejected or approved. In connection with approving or ratifying a transaction, the committee considers, in light of the relevant facts and circumstances, whether or not the transaction is in, or not inconsistent with, the best interests of Company. Thus, it may consider many factors, such as the relationship of the related person with Company, the materiality or significance of the transaction to Company and the related person, the business purpose and reasonableness of the transaction, whether the transaction is comparable to a transaction that could be available to Company on an arm's-length basis, and the impact of the transaction on Company's business and operations. The related person transaction policy is available on Company's website at www.firstaviation.com.

Ratification of Appointment of Independent Registered Public Accounting Firm (Proposal No. 2)

The Audit Committee of the Board of Directors has appointed Dixon Hughes PLLC as Company's independent registered public accounting firm for the fiscal year ending December 31, 2010, subject to ratification by our stockholders.

If the foregoing proposal is not approved at the Annual Meeting, then the Audit Committee may, in its discretion, (or if prior to the 2010 Annual Meeting of Stockholders, Dixon Hughes PLLC shall decline to act or otherwise become incapable of acting, or if its engagement shall otherwise be discontinued by the Audit Committee, then the Audit Committee will) appoint another independent registered public accounting firm whose engagement for any period subsequent to the 2010 Annual Meeting will be subject to ratification by the stockholders at the 2011 Annual Meeting of Stockholders.

The affirmative vote of a majority of the voting power of the issued and outstanding shares of Common Stock present at the Annual Meeting in person or by proxy is required to ratify the appointment of Dixon Hughes PLLC.

The Board of Directors recommends a vote FOR the ratification of Dixon Hughes PLLC as Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

Fees Billed by Independent Registered Public Accounting Firm

The following table sets forth the aggregate fees billed by Dixon Hughes PLLC for professional services in each of the fiscal years ended December 31, 2009 and 2008:

	Fiscal Year Ended December 31, 2009	Fiscal Year Ended January 31, 2009
Audit Fees	\$198,015	\$190,000
Audit Related Fees (1)	\$11,650	\$16,350
Tax Fees	-	-
All Other Fees	\$13,300	\$6,500

1. Audit related fees consisted of work performed in connection with auditing the API employee benefit plans.

The Audit Committee has a policy requiring pre-approval of audit and non-audit services. The Audit Committee pre-approved all audit and non-audit services provided by Dixon Hughes PLLC during the fiscal year ended December 31, 2009.

Method and Cost of Proxy Solicitation

The cost of soliciting proxies for the Annual Meeting will be borne by Company. In addition to solicitation by mail, solicitations also may be made by personal interview, facsimile, telecopy, telegram, telephone and electronic mail. You may also be solicited by means of press releases issued by Company or postings on our corporate website, www.firstaviation.com. Company will use the services of Continental Stock Transfer & Trust Company to assist in soliciting proxies, and expects to pay a nominal fee for such services. Arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy material to their beneficial owners. Consistent with Company's confidential voting procedure, directors, officers and other regular employees of Company, as yet undesignated, also may request the return of proxies by telephone, facsimile, telegram, electronic mail or in person.

Stockholder Proposals and Nominations of Board Members

Company's By-laws establish an advance notice procedure with regard to certain matters, including stockholder proposals and nominations for individuals for election to the Board of Directors. In general, written notice of a stockholder proposal or a director nomination for the 2010 Annual Meeting must be received by the Secretary of Company not later than the close of business on the 60th day nor earlier than the close of business on the 90th day prior to the 2010 Annual Meeting (or, if less than 70 days' notice of the date of the meeting is given by Company, notice by the stockholder to be timely must be received by the Secretary of Company no later than the 10th day following the day on which public announcement of the date of the meeting is first made by Company), and must contain specified information and conform to certain requirements, as set forth in the By-laws. If the chairman at any meeting of stockholders determines

that a stockholder proposal or director nomination was not made in accordance with the By-laws, Company may disregard such proposal or nomination. Proposals and nominations should be addressed to the Secretary of Company, Larissa Strautman, First Aviation Services Inc., 15 Riverside Avenue, Westport, Connecticut 06880-4214.

All shares represented by valid proxies we receive through this solicitation, and not revoked, will be voted in accordance with your instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted **“FOR”** election of each of the director nominees, and the ratification of the selection of auditors. Company’s Board of Directors is presently unaware of any other matters that may be presented for action at the Annual Meeting. If other matters do properly come before the Annual Meeting, or any adjournment thereof, we intend that shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card, unless instructed otherwise by our Board of Directors.

OTHER MATTERS

In addition, the grant of a proxy will confer discretionary authority on the persons named as proxies on the proxy card to vote in accordance with their best judgment on procedural matters incident to the conduct of the Annual Meeting. Any adjournment or postponement may be made without notice by an announcement made at the Annual Meeting. If the persons named as proxies on the proxy card are asked to vote for one or more adjournments or postponements of the meeting for matters incidental to the conduct of the meeting, such persons will have the authority to vote in their discretion on such matters. However, if the persons named as proxies on the proxy card are asked to vote for one or more adjournments or postponements of the meeting to permit further solicitation of proxies if there are not sufficient votes at the time of the meeting to adopt the merger, they will only have the authority to vote on such matter as instructed by you or your proxy or, if no instructions are provided, in favor of such adjournment or postponement. Any adjournment or postponement of the Annual Meeting for the purpose of soliciting additional proxies will allow our stockholders who have already granted their proxies to revoke them at any time prior to their use.

WHERE YOU CAN FIND MORE INFORMATION

Questions that any stockholder entitled to vote at the Annual Meeting may have should be directed to our Secretary, Larissa Strautman, who will ask the appropriate party to provide the stockholder with such information as may properly be disseminated. Copies of documents referred to herein as being available will be provided free of charge to any stockholder entitled to vote at the Annual Meeting, upon request to our Secretary, Larissa Strautman. Ms. Strautman may be reached by calling (203) 291-3300.

By order of the Board of Directors,

Larissa A. Strautman
Secretary
15 Riverside Avenue
Westport, Connecticut 06880

Dated: June 1, 2010

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