

## Memorandum of Consultations

Representatives of the Government of the United States of America and of the Government of the Republic of Cameroon reached *ad referendum* agreement on the text of a bilateral Air Transport Agreement ("the Agreement") following a cordial exchange of written correspondence facilitated by several meetings between U.S. Embassy and Cameroonian officials in Yaounde. The text, attached hereto, would establish a new air transport relationship between the United States and the Republic of Cameroon.

The two sides noted their hope that the new air transport opportunities between the United States and Cameroon will spur greater trade, investment, tourism, and cultural exchange between the two countries.

During the discussions, the Cameroonian side raised concerns about the provisions of the Agreement under which the United States may require that nationals of Cameroon hold substantial ownership and effective control of its designated airlines. In reply, the U.S. side described the general practice of the U.S. Department of Transportation to waive the ownership and control provision in cases where the Department determines that: a) such a waiver would not be inimical to U.S. aviation policy or interests; and b) the foreign carrier otherwise meets the standard licensing requirements reflected in paragraphs 2.b and 2.c of Article 3 of the Agreement. The U.S. side stated that the U.S. Department of Transportation's ability to waive the Agreement's ownership and control provisions would depend upon the state of aviation relations between the United States and the country or countries of the foreign nationals involved.

The Cameroonian side also raised the question of whether to include in the Agreement a provision on the filing of statistics by air carriers. In response, the U.S. side indicated that the Agreement does not prevent a Government from requiring, under its domestic laws or regulations, that airlines file statistics. The U.S. side noted that a U.S. Department of Transportation regulation requires airlines to file traffic data, but that this requirement does not necessitate the inclusion of a statistical filing requirement in air services agreements into which the United States enters. The U.S. side indicated that the

United States Government expects U.S. air carriers to comply with any nondiscriminatory regulations of the Government of Cameroon to provide statistics, just as the United States Government expects foreign carriers to comply with U.S. Department of Transportation regulations on statistics.

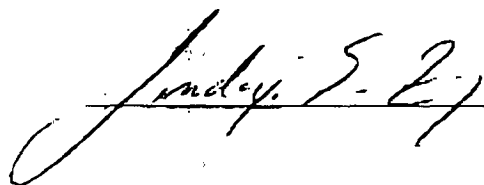
The Cameroonian side further questioned the use of the phrase "unjustly discriminatory" in Article 10 (User Charges), paragraph 1, stating its understanding that, in French, all discrimination is unjust and thus that the word "unjustly" is redundant. In response, the U.S. side explained that, in English, it is not necessarily redundant to use the word "unjustly" to modify "discriminatory." The U.S. side noted that, in certain circumstances, the user charges imposed may differ among carriers based on just and reasonable distinctions. As an example, the U.S. side noted that, in the United States, certain airports impose a lower level of user charges on airlines that agree to guarantee airport revenue bonds than on airlines that do not.

With respect to Article 7 (Security), paragraph 6, the Cameroonian side inquired as to the precise meaning of the phrase "failure to reach a satisfactory agreement." In response, the U.S. side explained that such failure might arise where the two Governments do not reach agreement as to the steps that must be taken to address the relevant security matters. The U.S. side further noted that failure to reach a satisfactory agreement would constitute "grounds" to take action but would not necessarily require that action be taken.

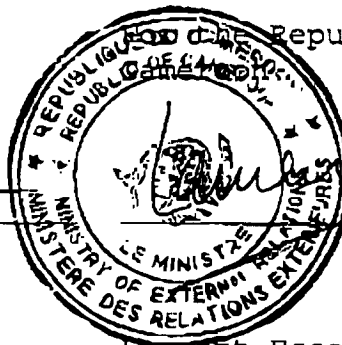
Finally, the Cameroonian side expressed an interest in continuing to participate in the Safe Skies for Africa Program. The U.S. side confirmed that Cameroon remains eligible to receive technical assistance under the Safe Skies for Africa Program, provided that Cameroon meets the necessary requirements for receiving such assistance.

The two sides noted that, consistent with Article 17 of the Agreement, it will be applied provisionally upon signature and will enter into force after each Government notifies the other of its completion of the necessary internal procedures for entry into force of the Agreement.

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Yaounde, February 16, 2006