

BALTIA AIR LINES INC  
Form 10-Q  
May 20, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

### FORM 10-Q

Mark  
One

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

### BALTIA AIR LINES, INC.

(Exact name of Registrant as specified in its charter)

**NEW YORK**  
(State of Incorporation)

**11-2989648**  
(IRS Employer Identification No.)

**JFK International Airport,  
Terminal 4, Room 262.089, Jamaica, NY 11430**  
(Address of principal executive offices)

**(718) 917-8052**  
(Registrant's telephone number, including area code)

Title of each class -None-	Name of each Exchange on which registered -None-
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Securities Registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, (Title of Class)	\$ .0001 Par Value
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Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  - -  
No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  - - No

Indicate by check mark whether the Registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities  
Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such  
reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  - - No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will  
not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by  
reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  - - No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller  
reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2  
of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act of 1934). Yes  
 No

**The number of shares of the registrant's common stock outstanding as of May 18, 2016 was 9,285,508,583.**

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**Part I - Financial Information****ITEM 1 –Financial Statements:****Baltia Air Lines, Inc.  
BALANCE SHEETS**

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
	(unaudited)	
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 158,091	\$ -
Due From Former Employee	51,874	51,874
Due from the Estate of CEO/Founder	125,716	125,716
Shares of Common Stock to be Cancelled	1,488,536	1,488,536
Other current assets	-	-
<b>Total current assets</b>	<b>1,824,217</b>	<b>1,666,126</b>
<b>Property and equipment, net</b>	<b>37,119</b>	<b>39,628</b>
<b>Other assets:</b>		
Security deposit and other	1,390	1,390
<b>Total assets</b>	<b>\$ 1,862,726</b>	<b>\$ 1,707,144</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	\$ 2,353,166	\$ 2,414,955
Deposit on common stock purchases	105,000	280,000
Promissory note payable	508,619	-
Notes payable	509,730	559,783
Accrued salaries	138,700	138,700
Accrued interest	561,891	536,016
<b>Total current liabilities</b>	<b>4,177,106</b>	<b>3,929,454</b>
<b>Noncurrent liabilities</b>		
Long-term debt, net of discount	1,150,000	1,150,000
<b>Total liabilities</b>	<b>5,327,106</b>	<b>5,079,454</b>
<b>Stockholders' equity (deficit)</b>		
Preferred stock, \$0.01 par value; 2,000,000 shares authorized, 66,500 issued and outstanding	665	665
Common stock, \$.0001 par value; 9,986,000,000 shares authorized, 8,111,409,114 and 7,555,715,234 issued and outstanding at March 31, 2016 and December 31, 2015, respectively	811,139	755,570
Additional paid-in capital	115,294,304	114,753,511
Deficit	(119,570,488)	(118,882,056)

<b>Total stockholders' equity (deficit)</b>	(3,464,380)	(3,372,310)
<b>Total liabilities and stockholders' equity (deficit)</b>	\$ 1,862,726	\$ 1,707,144

The accompanying footnotes are an integral part of these financial statements.

**Baltia Air Lines, Inc.**  
**STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**  
(unaudited)

	Three Months Ended	
	2016	2015
<b>Operating expenses:</b>		
General and administrative	370,862	2,422,850
FAA certification costs	189,129	347,076
Depreciation	2,509	14,016
<b>Total costs and expenses</b>	<b>562,500</b>	<b>2,783,942</b>
<b>Loss from Operations</b>	<b>(562,500)</b>	<b>(2,783,942)</b>
Other Income (Expense)		
Interest	(180,432)	(26,448)
Gain on sale of assets	54,500	-
Net Income (loss) for the period	(688,432)	(2,810,390)
<b>Net loss per weighted share, basic and fully diluted</b>	<b>\$ (0.0001)</b>	<b>\$ (0.0005)</b>
<b>Weighted average number of common shares outstanding, basic and fully diluted</b>	<b>7,946,594,834</b>	<b>5,736,721,588</b>

The accompanying footnotes are an integral part of these financial statements.

**Baltia Air Lines, Inc.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS'S EQUITY**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	
<b>Balance, December 31, 2014</b>	66,500	665	5,497,415,771	\$ 549,741	\$ 108,215,743	\$ (110,543,922)	\$ (1,777,773)
Stock issued and issuable for cash			2,075,755,030	207,575	6,433,799		6,641,374
Shares issued for services			(17,455,567)	(1,746)	103,969		102,223
Net loss						(8,338,134)	(8,338,134)
<b>Balance, December 31, 2015</b>	66,500	665	7,555,715,234	\$ 755,570	\$ 114,753,511	\$ (118,882,056)	\$ (3,372,310)
Stock issued and issuable for cash			555,693,880	\$ 55,569	391,931		447,500
Issue of warrants in connection with financing					148,862		148,862
Net loss						(688,432)	(688,432)
<b>Balance, March 31, 2016</b>	66,500	665	8,111,409,114	\$ 811,139	\$ 115,294,304	\$ (119,570,488)	\$ (3,464,380)

The accompanying footnotes are an integral part of these financial statements.

**Baltia Air Lines, Inc.**  
**STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash flows from operations</b>		
Net loss	\$ (688,432)	\$ (2,810,390)
Adjustment to reconcile deficit to cash used in operating activities:		
Depreciation and amortization	2,509	14,016
Non - cash interest cost	2,481	-
Expenses paid issuance of common stock and options	148,862	355,967
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	-	11,143
Accounts payable and accrued expenses	(35,914)	(475,070)
<b>Net cash used by operating activities</b>	<b>(570,494)</b>	<b>(2,904,334)</b>
<b>Cash flows from investing activities</b>		
Purchase of equipment	-	(15,000)
<b>Net cash used by investing activities</b>	<b>-</b>	<b>(15,000)</b>
<b>Cash flows from financing activities</b>		
Notes payable	(50,053)	150,000
Proceeds from issuance of common stock	447,500	2,559,103
Net proceeds from issuance of promssory note	506,138	-
Deposit on common stock purchases	(175,000)	142,500
<b>Net cash provided by financing activities</b>	<b>728,585</b>	<b>2,851,603</b>
<b>Net increase (decrease) in cash</b>	<b>158,091</b>	<b>(67,731)</b>
Cash, beginning of period	-	185,613
Cash, end of period	\$ 158,091	\$ 117,882
<b>Supplemental cash flow disclosures:</b>		
Cash paid during the year for interest	\$ 490	\$ 573

The accompanying footnotes are an integral part of these financial statements.



**Baltia Air Lines, Inc.**  
**NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS**  
**Period ending March 31, 2016**

1. Basis of Presentation

The Financial Statements presented herein have been prepared by us in accordance with the accounting policies described in our December 31, 2015 Annual Report on Form 10-K and should be read in conjunction with the notes to financial statements which appear in that report.

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to intangible assets, income taxes, insurance obligations and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other resources. Actual results may differ from these estimates under different assumptions or conditions.

In the opinion of management, the information furnished in this Form 10-Q reflects all adjustments necessary for a fair statement of the financial position and results of operations and cash flows as of and for the three month periods ended March 31, 2016 and 2015. All such adjustments are of a normal recurring nature. The Financial Statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include some information and notes necessary to conform to annual reporting requirements.

Since inception, the Company's primary activities have been raising of capital, obtaining financing and obtaining FAA Certification from the U.S. Department of Transportation. We have not commenced our principal revenue producing activities. There is no assurance the Company will commence operation in the future or that those operations will be profitable.

2. Earnings/Loss Per Share

Net loss per share is computed by dividing income available to common shareholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) for the period. Diluted earnings per share assumes that any dilutive convertible securities outstanding were converted, with related preferred stock dividend requirements and outstanding common shares adjusted accordingly. It also assumes that outstanding common shares were increased by shares issuable upon exercise of those stock options for which market price exceeds the exercise price, less shares which could have been purchased by us with the related proceeds. In periods of losses, diluted loss per share is computed on the same basis as basic loss per share as the inclusion of any other potential shares outstanding would be anti-dilutive. Due to the net losses reported dilutive common equivalent shares were excluded from the computation of diluted loss per share, as inclusion would be anti-dilutive for the periods presented. At March 31, 2016, there are no outstanding common stock equivalents.

3. Stockholders' Equity

Stock Issued for Services

None.

Stock Issued for Cash

During the three months ended March 31, 2016, we issued 555,693,880 shares of our common stock in exchange for cash. The shares sold for cash and were subscribed at \$.0008 average per share.

#### 4. Note Payable

On March 31, 2013 the note payable to Eastern Construction & Electric, Inc. was modified as to the repayment of the note. The repayment was modified to read "Company will repay the principal amount of \$1,150,000 to lender on or before the second anniversary of the date upon which the company commences its revenue flight operations. The Company will pay accrued interest to date on or before the first anniversary of the date upon which the Company commences its revenue flight operations." All other terms of the agreement remain the same.

Interest accrued to March 31, 2016 is \$561,891.

## 5. Promissory Note Payable

In February 2016, the Company, and St. George Investments, LLC, entered into a Securities Purchase Agreement for the sale of (i) an unsecured promissory note (the "Note") in the principal amount of \$655,000 and (ii) a warrant (the "Warrant") exercisable for five years for 125,961,538 shares of common stock of the Company. The Company received \$500,000 of proceeds from the issuance of the Note net of fees and other expenses of \$155,000. The Note is due on August 22, 2016.

### Initial Fair Value of Warrants issued

Pursuant to ASC 480-10 Distinguishing liabilities from equity and ASC 815-40 Contracts in an Entity's Own Equity, the common stock purchase warrants are classified as a derivative liability as the Company cannot control their ability to gross settle the financial instruments with registered securities. The fair value of the warrants issued pursuant to the February 2016 Securities Purchase Agreement was \$148,862. The weighted average inputs include contractual term of 5.0 years, volatility of 150% and risk free rate of 1.0%.

## ITEM 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations

Statements that include words such as "believe," "expect," "should," "intend," "may," "anticipate," "likely," "contingent," "could," "may," or other future-oriented statements, are forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding our business plans, strategies and objectives, and, in particular, statements referring to our expectations regarding our ability to continue as a going concern, generate increased market awareness of, and demand for, our service, realize profitability and positive cash flow, and timely obtain required financing. These forward-looking statements involve risks and uncertainties that could cause actual results to differ from anticipated results. The forward-looking statements are based on our current expectations and what we believe are reasonable assumptions given our knowledge of the markets; however, our actual performance, results and achievements could differ materially from those expressed in, or implied by, these forward-looking statements.

### OVERVIEW

Baltia Air Lines, Inc. (the "Company" or "Baltia" or "Baltia Air Lines"), a Part 121 (heavy jet operator) start-up United States airline with headquarters at JFK International Airport, New York, and base of operations on the Willow Run Airport, Ypsilanti, Michigan. The FAA Eastern Michigan FISDO has oversight of Baltia's Air Carrier Certification and operations. Upon completion of the Certification, Baltia will commence scheduled non-stop service from JFK Int'l Airport to Pulkovo II Int'l Airport of St. Petersburg. Baltia Air Lines, Inc. was organized in the State of New York on August 24, 1989.

On January 3, 2016, Igor Dmitrowsky, Founder, President, Chairman, CEO and CFO of the Company died of natural causes. The Company Bylaws were amended and new management elected on January 5, 2016 as reported on the Company's 8-K/A filed February 10, 2016, and additionally on February 2, 2016 as reported on Company's 8-K filed February 4, 2016.

In the last quarter of 2010, Baltia purchased a Boeing 747 aircraft from Kalitta Air.

Baltia carries \$1,000,000 aircraft liability insurance and will carry airline liability insurance as required for a US airline by DOT regulation.

Following the commencement of service on the JFK-St. Petersburg route, Baltia's objective is to serve many "open skies" cities in Europe, the Middle east, and South America.

Baltia intends to provide full service, i.e. passenger, cargo and mail.

There is currently no non-stop service from JFK to St. Petersburg. Connecting service is provided mainly by foreign carriers. Finnair, Lufthansa, SAS, and Aeroflot are the leading competitors in the US-Russia market. United Airlines code shares with Swiss International and Lufthansa connecting flights into St. Petersburg. Delta and two Russian airlines, Aeroflot and Transaero, currently operate between JFK and Moscow. With the exception of the JFK-Moscow route, there exists no non-stop competitive air transportation service on the routes for which Baltia intends to apply.

A comparison of direct and connecting services with respect to passenger convenience and cargo transport efficiency is set forth below.

*BALTIA - US flag, non-stop service:*

With non-stop service, a passenger can fly from JFK to St. Petersburg in about 8 hours in a Boeing B747 wide body airplane. Cargo arrives containerized, palletized, and secure.

*Foreign, connecting service:*

With connecting service, it would take a passenger 10 to 18 hours to fly through Helsinki, Copenhagen, Moscow, or Frankfurt. In addition, passengers must change to narrow-body aircraft at a layover airport. Cargo is "broken up" and manually loaded onto narrow-body aircraft, or trucked from Helsinki.

Baltia has passenger service and ground service arrangements at JFK and at Pulkovo II Airport in St. Petersburg. As a US carrier flying into a foreign country, Baltia will be eligible to the same degree of priority that a foreign carrier receives when arriving in the US.

Baltia intends to start the JFK-St. Petersburg service with one round- trip flight per week, then increase the frequency to three round trips, and then to five round trips.

Baltia plans to build operating modules and apply them in developing new markets. Once established, Baltia plans to duplicate its JFK-St. Petersburg standards on flights on other transatlantic routes.

Concurrently with its Part 121 Air Carrier Certification ("Part 121") for scheduled service, Baltia is certifying for world-wide charter service, opening the opportunity to earn additional revenues from charters.

#### CRITICAL ACCOUNTING POLICIES

There have been no material changes to the Company's critical accounting policies and estimates as compared to the critical accounting policies and estimates and described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and filed on April 14, 2016, which we believe are the most critical to aid you in fully understanding and evaluating our reported financial results and the effect of the more significant judgments and estimates that we use in the preparation of our financial statements.

#### RESULTS OF OPERATIONS

We had no revenues during the three months ended March 31, 2016 because we cannot commence revenue flights until we complete the FAA certification, and cannot sell tickets until such time.

For the three month period ended March 31, 2016 and 2015, we reported general and administrative expenses of \$370,862 and 2,422,850 respectively, a decrease of \$2,051,988, or 85%. We reported a net loss of \$688,432 and \$2,810,390, for the three months ended March 31, 2016 and 2015, respectively, a decrease of \$2,121,958, or 76%. This decrease is primarily attributable to the \$2,051,988 decrease in general and administrative expenses, a \$157,947 decrease in FAA certification costs, a \$11,507 decrease in depreciation and an increase in gain on sales of fixed assets of \$52,500, partially offset by an increase in interest of \$153,984.

Our future ability to achieve profitability in any given future fiscal period remains highly contingent upon beginning flight operations. If commenced, there can be no assurance that such operations would be profitable.

#### LIQUIDITY AND CAPITAL RESOURCES

The Company may not have adequate readily available resources to fund operations through December 31, 2016. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Since our inception, we have incurred substantial operating and net losses, as well as negative operating cash flows. As of March 31, 2016, our working capital deficit was \$2,352,899 and our stockholders' deficit was \$3,464,380. Our stockholders' deficit at March 31, 2016 was \$3,464,380, compared to \$372,310 in stockholders' equity at December

31, 2015, an increase in stockholders' deficit of \$92,070.

Our operating activities utilized \$570,494 in cash during the three months ended March 31, 2016, a decrease of \$2,184,978 from the \$2,333,840 cash utilized in operating activities during the three months ended March 31, 2015.

For the three months ended March 31, 2016 and 2015, our financing activities provided cash of \$728,585 and \$2,851,603, respectively, primarily from the sale of our common stock and issuance of notes and loans. Our unrestricted cash balance increased to \$40,209 at March 31, 2016 from \$117,882 reported at March 31, 2015.

We had no significant planned capital expenditures, budgeted or otherwise, as of March 31, 2016

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Baltia plans to initiate its scheduled service with nonstop flights from New York to St.Petersburg, Russia. The current economic sanctions on Russia may impact the passengers, cargo and mail carried on those flights.

**Item 4T. Controls and Procedures.**

Our Chief Executive and Financial Officer, based on evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) required by paragraph (b) of Rule 13a-15 or Rule 15d-15, as of March 31, 2016, has concluded that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. Our Chief Executive and Financial Officer also concluded that, as of March 31, 2016, our disclosure controls and procedures are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive and Financial Officer, to allow timely decisions regarding required disclosure.

While the Company's existing controls may be adequate at present, upon the commencement of flight revenue service, we intend to implement controls appropriate for airline operations.

## **PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings.**

The Company is not subject to any material pending legal proceedings as defined in 17 CFR 229.103 (Item 103) Regulation S-K We are, however, subject to various routine legal proceedings and claims incidental to our business which we believe will not have a material adverse impact on our financial position to complete FAA Certification and initiate revenue operations.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

During the three months ended March 31, 2016 we issued 555,693,880 shares of our common stock in exchange for cash. The shares were valued at \$0.0008 per share at the time of issuance. The shares are not registered and are subject to restrictions as to transferability.

All of the above issuances were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates or executive officers of the Company, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933, as amended. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

**Item 3. Default Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures**

Not applicable

**Item 5. Other Information.**

None.

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**Item 6. Exhibits.**

EXHIBITS

3. CORPORATE CERTIFICATES AND BYLAWS

- 3.1.1 Certificate of Incorporation (as amended) of Baltia Air Lines, Inc. Incorporated by reference to Exhibit 3.1.1 to Baltia Air Lines Inc.'s reported on Form 10-K, for the year ended December 31, 2012, as filed April 16, 2013
- 3.1.2 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on June 24, 2011) Incorporated by reference to Exhibit 3.1.2 to Baltia Air Lines Inc.'s reported on Form 10-K, for the year ended December 31, 2012, as filed April 16, 2013
- 3.1.3 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on May 24, 2012) Incorporated by reference to Exhibit 3.1.3 to Baltia Air Lines Inc.'s reported on Form 10-K, for the year ended December 31, 2012, as filed April 16, 2013
- 3.1.4 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on December 27, 2012). Incorporated by reference to Exhibit 3.1.4 to Baltia Air Lines Inc.'s reported on Form 10-K, for the year ended December 31, 2012, as filed April 16, 2013
- 3.1.5 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on July 29, 2013). Incorporated by reference to Exhibit 3.1.5 as reported on Baltia Air Lines's Form Q-10 filed 21 August 2013.
- 3.1.6 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on February 12, 2014). Incorporated by reference to Exhibit 3.1.6 as reported on Baltia Air Lines's Form 10-K filed April 15 2014.
- 3.1.7 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on June 18, 2014).Incorporated by reference to Exhibit 3.1.7 as reported on Baltia Air Lines's Form 10-Q for period ending June 30, 2014, filed August 19, 2014.
- 3.1.8 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on July 20, 2014).Incorporated by reference to Exhibit 3.1.8 as reported on Baltia Air Lines's Form 10-Q for period ending June 30, 2014, filed August 19, 2014.
- 3.1.9 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on May 11, 2015). Incorporated by reference to Exhibit 1 reported on Baltia Air Lines's Form 8-K, filed May 20, 2015.
- 3.1.10 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on September 14, 2015).Incorporated by reference to Exhibit 1 as reported on Baltia Air Lines's Form 8-K filed October 27, 2015.
- 3.1.11 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on January 21, 2016).Incorporated by reference to Exhibit 1 as reported on Baltia Air Lines's Form 8-K/A filed May 13, 2016.
- 3.2.1 Bylaws of Baltia Air Lines, Inc. (amended and ratified November 7, 2011) Incorporated by reference to Exhibit 3.2.2 to Baltia Air Lines Inc.'s Form 10-K/A for the year ended December 31, 2010, filed December 21, 2011.
- 3.2.2 Bylaws of Baltia Air Lines, Inc. (amended January 5, 2016) Incorporated by reference to Exhibit 1 to Baltia Air Lines Inc.'s Form 8-K/A, filed February 10, 2016.

10. MATERIAL CONTRACTS

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10.1.- Fuel Agreement, World Fuel Services Inc., initial term September 1, 2013 to September 1, 2016, automatic renewal for one year extensions unless terminated. Incorporated by reference to Exhibit 10.1 to Company's 10-K for period ending December 31, 2014, filed April 15, 2015.

10.2 - Amendment II - Aircraft Engine Lease Agreement, Logistic Air Inc., executed May 15, 2014, effective through February 1, 2015. Incorporated by reference to Exhibit 10.2 to Company's Form 10-Q for period ending June 30, 2014, filed August 19, 2014. Expired - Extension Pending

10.4 - Ground Handling Agreement at Pulkovo Airport between ZAO Cargo Terminal Pulkovo and Baltia Air Lines, Inc. effective June 1, 2014 through May 31, 2016. Incorporated by reference to Exhibit 10.4 to Company's Form 10-Q for period ending June 30, 2014, filed August 19, 2014.

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10.5 - Aircraft and/or Engine Maintenance Services Agreement between Kalitta Air, LLC and Baltia Air Lines, Inc., and Letter Agreement to Extend Aircraft Maintenance Service Agreement between Kalitta Air and Baltia Air Lines, Inc. effective December 24, 2015 until December 24, 2017 with 1-year extension with 60-day notice. Incorporated by reference to Exhibit 10.5 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2015.

10.10 - Certificate of Insurance, Port Authority of New York and New Jersey insured, Airport Premises, effective December 24, 2015 to December 24, 2016. Incorporated by reference to Exhibit 10.10 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2015.

10.12 - John F. Kennedy Airport - Terminal 4, Lease Agreement between JFK International Air Terminal, LLC and Baltia Air Lines, dated November 17, 2008, effective until terminated by either party. Incorporated by reference to Exhibit 10.12 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2012.

10.12.1 - Certificate of Insurance, JFK International Air Terminal LLC insured, Terminal 4 Leased space to Baltia Air Lines, Inc., effective December 24, 2015 to December 24, 2016. Incorporated by reference to Exhibit 10.12.1 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2015.

10.14 - Willow Run Airport facility lease between Wayne County Airport Authority and Baltia Air Lines, effective from August 19, 2015 until August 18, 2016. Incorporated by reference to Exhibit 10.14 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2015.

10.14.2 - Certificate of Insurance, Wayne County Airport Authority insured, Detroit Metro Airport Premises, effective December 24, 2015 to December 24, 2016. Incorporated by reference to Exhibit 10.14.2 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2015.

10.14.3 - Certificate of Insurance, Wayne County Airport Authority insured, LC Smith Airport Premises, effective September 15, 2015 to September 15, 2016. Incorporated by reference to Exhibit 10.14.3 to Company's 10-Q for period ending September 30, 2015, filed November 17, 2015.

10.15 - Pulkovo Airport facility SubLease Agreement between LLC Northern Capital Gateway and Baltia Air Lines, effective from March 1, 2013, auto renewed unless objected to by Sublessor. Incorporated by reference to Exhibit 10.15 to Company's 10-Q for period ending March 30, 2014, filed May 20, 2014

10.16 - Contract affirmed by Board resolution affirming Agreements between the Company and its officers agreeing not to sell the shares issued to them until the Company receives FAA Certification and commence its revenue flights. Incorporated by reference to Exhibit 10.16 to Baltia Air Lines Inc.'s report on Form 10-K for the year ended December 31, 2012.

10.17 - Purchase of Cessna Citation 500 aircraft N606KR. Incorporated by reference to Form 8-K filed May 21, 2013. (NOTE: Aircraft has been sold as reported on Company's 8-K filed March 22, 2016)

10.18 - Loan Agreement (amended) dated October 14, 2013 between Baltia Air Lines, Inc. and Eastern Construction & Electric, Inc. for purchase of Boeing 747 aircraft. Incorporated by reference to Exhibit 10.18 to Company's 10-Q for 3rd quarter 2013 filed November 19, 2013.

10.22 - Loan Agreement - Legal services rendered by International Business Law Firm PC to Baltia Air Lines, executed June 30, 2014. Incorporated by reference to Exhibit 10.22 to Company's 10-K for 2013 filed April 15, 2014.

10.24 - Cargo Handling at JFK - Cargo Airport Services USA and Baltia, valid to 1 January 2017 and continued annually until one party serves the other party with written notice not to renew. Incorporated by reference to Exhibit 10.24 to Company's 10-Q for period ending June 30, 2014, filed November 19, 2014.

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10.25 - Security Service at JFK - FJC Security Services, Inc., valid to 9/18/15 with automatic annual renewal unless one party serves the other party with written notice not to renew. Incorporated by reference to Exhibit 10.25 to Company's 10-Q for period ending June 30, 2014, filed November 19, 2014.

10.26- Ground Handling at JFK - Swissport Agreement, Standard IATA Agreement of 1998 Ramp and Passenger Handling valid to May 16, 2017. Incorporated by reference to Exhibit 10.26 to Company's 10-Q for period ending June 30, 2014, filed November 19, 2014.

10.27- Maintenance Services Agreement, Standard IATA Agreement of 1998 with F&E Maintenance valid to May 16, 2017. Incorporated by reference to Exhibit 10.27 to Company's 10-Q for period ending June 30, 2014, filed November 19, 2014.

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10.28 - Jeppesen Sanderson, Inc. Services Agreement dated February 3, 2014 effective to February 3, 2019, automatic extension for one-year additional terms unless terminated as provided. Incorporated by reference to Exhibit 10.28 to Company's 10-K for period ending December 31, 2014, filed April 15, 2015.

10.29 - 121 Inflight Catering, Inc., Services Agreement dated October 7, 2014 effective to October 7, 2015. Incorporated by reference to Exhibit 10.29 to Company's 10-K for period ending December 31, 2014, filed April 15, 2015. (renewal pending flight operations)

10.30 - Workers Compensation and Liability Insurance - NY - State Insurance fund. 4-6-2015 through 4-6-2016. Incorporated by reference to Exhibit 10.30 to Company's 10-Q for period ending March 31, 2015, filed May 14, 2015 - (canceled)

10.31 - Workers Compensation and Liability Insurance - Michigan - Travellers - 4-6-2015 through 4-6-2016. Incorporated by reference to Exhibit 10.31 to Company's 10-Q for period ending March 31, 2015, filed May 14, 2015

10.32 - Employment contracts - senior management, executed but not in effect pending FAA certification or commencement of revenue flight operations. Incorporated by reference to Exhibit 10.32 to Company's 10-Q for period ending June 30, 2015, filed August 18, 2015.

10.33 - Claim of Lien and transmittal correspondence - Kalitta Maintenance, May 20, 2015. Incorporated by reference to Exhibit 10.33 to Company's 10-Q for period ending June 30, 2015, filed August 18, 2015.

10.34 - Securities Purchase Agreement between Company and St. George Investments LLC dated February 22, 2016. Incorporated by reference to Exhibits attached to Company's 8-K filed February 26, 2016.

### CERTIFICATION EXHIBITS

31.1 Certification by Chief Executive Officer and Chief Financial Officer pursuant to Sarbanes-Oxley Section 302, provided herewith.

32.1 Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S. C. Section 1350, provided herewith.

### SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized.

DATED: May 20, 2016

BALTIA AIR LINES, INC.

/s/ Russell Thal  
Chairman and President  
Russell Thal  
(Principal Executive Officer)

/s/ Anthony D. Koulouris  
Interim Chief Financial Officer

Anthony D. Koulouris  
(Principal Accounting Officer)

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EXHIBIT 31.1

BALTIA AIR LINES, INC.

OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Russell Thal, the Chief Executive Officer and Anthony Koulouris, Interim Chief Financial Officer of Baltia Air Lines, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Baltia Air Lines, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2016

/s/ Russell Thal  
Chairman and President  
Russell Thal  
(Principal Executive Officer)

/s/ Anthony D. Koulouris  
Interim Chief Financial Officer  
Anthony D. Koulouris  
(Principal Accounting Officer)

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EXHIBIT 32.1

BALTIA AIR LINES, INC.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT  
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report Baltia Air Lines, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Russell Thal, Chief Executive Officer and Anthony Koulouris Interim Chief Financial Officer (principal accounting officer) of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Baltia Air Lines, Inc. and will be retained by Baltia Air Lines, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 20, 2016

/s/ Russell Thal  
Chairman and President  
Russell Thal  
(Principal Executive Officer)

/s/ Anthony D. Koulouris  
Interim Chief Financial Officer  
Anthony D. Koulouris  
(Principal Accounting Officer)