

United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Sun Aviation Services, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 26-0544329	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 5200 Town Center Circle Suite 600 Boca Raton, Florida	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 33486	ZIP CODE
County of Residence or of the Principal Place of Business: Palm Beach	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above).

ZIP CODE

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
<input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13
Tax-Exempt Entity (Check box, if applicable)		Nature of Debts (Check one box.)
<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box.)		Chapter 11 Debtors	
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D)	
		Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).	
		Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b)	

Statistical/Administrative Information												THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.												
Estimated Number of Creditors												
<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000												
Estimated Assets												
<input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500 million to \$1 billion <input type="checkbox"/> \$1 billion to \$5 billion <input type="checkbox"/> \$5 billion to \$10 billion <input type="checkbox"/> \$10 billion to \$50 billion <input type="checkbox"/> \$50 billion to \$100 billion <input type="checkbox"/> \$100 billion to \$500 billion <input type="checkbox"/> \$500 billion to \$1 trillion <input type="checkbox"/> \$1 trillion to \$5 trillion <input type="checkbox"/> \$5 trillion to \$10 trillion <input type="checkbox"/> \$10 trillion to \$50 trillion <input type="checkbox"/> \$50 trillion to \$100 trillion <input type="checkbox"/> More than \$100 trillion											
Estimated Liabilities												
<input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500 million to \$1 billion <input type="checkbox"/> \$1 billion to \$5 billion <input type="checkbox"/> \$5 billion to \$10 billion <input type="checkbox"/> \$10 billion to \$50 billion <input type="checkbox"/> \$50 billion to \$100 billion <input type="checkbox"/> \$100 billion to \$500 billion <input type="checkbox"/> \$500 billion to \$1 trillion <input type="checkbox"/> \$1 trillion to \$5 trillion <input type="checkbox"/> \$5 trillion to \$10 trillion <input type="checkbox"/> \$10 trillion to \$50 trillion <input type="checkbox"/> \$50 trillion to \$100 trillion <input type="checkbox"/> More than \$100 trillion											

Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): Sun Aviation Services, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule I	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X	Signature of Attorney for Debtor(s)
		(Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Sun Aviation Services, LLC
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.
X _____ Signature of Debtor X _____ Signature of Joint Debtor Telephone Number (if not represented by attorney) Date		<input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X _____ Signature of Attorney*  Signature of Attorney for Debtor(s) Christopher P. Simon (No. 3697) CROSS & SIMON, LLC 913 North Market Street, 11 th Floor P.O. Box 1380 Wilmington, Delaware 19899-1380 4/13/12 Date		Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.		Printed Name and title, if any, of Bankruptcy Preparer Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) Address X _____ Date
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
X _____ Signature of Authorized Individual  Michael J. McConvey Printed Name of Authorized Individual Vice President and Assistant Secretary Title of Authorized Individual 4/13/2012 Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

SCHEDULE 1 TO THE VOLUNTARY PETITION

Pending bankruptcy cases filed by an affiliate of this Debtor:

On March 5, 2012, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

Pemco World Air Services, Inc.

WAS Aviation Services Holding Corp.

WAS Aviation Services, Inc.

SUN AVIATION SERVICES, LLC

Written Consent
of the Co-Managing Members
as of April 13, 2012

In conformity with the Delaware Limited Liability Company Act and the Limited Liability Company Agreement of Sun Aviation Services, LLC, a Delaware limited liability company (the "Company"), the undersigned, being the Co-Managing Members of the Company (the "Co-Managing Members"), hereby consent in writing to and adopt the following resolutions and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Co-Managing Members duly called and convened for such purpose on the date first set forth above, with a full quorum present and acting throughout:

Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code

WHEREAS, the Co-Managing Members have reviewed and analyzed materials and advice presented by the Company's management and advisors regarding the financial condition, capital structure, liquidity position, business model and projections, short term and long term prospects of the Company, and the sale, restructuring, and other strategic alternatives available to it, and the impact of the foregoing on the business of the Company; and

WHEREAS, the Co-Managing Members have determined that it is advisable and in the best interests of the Company and its creditors that a voluntary petition be filed by the Company commencing a case (the "Chapter 11 Case") under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101–1532 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

NOW, THEREFORE, BE IT RESOLVED, that the filing of the Chapter 11 Case by the Company, and the seeking of relief by the Company under the provision of chapter 11 of the Bankruptcy Code be, and hereby is, authorized and approved for all purposes and in all respects;

FURTHER RESOLVED, that the Authorized Representatives (as defined below) shall be, and each of them hereby is, authorized, empowered, and directed to execute and verify a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code in the name and on behalf of the Company and to cause the same to be filed with the Bankruptcy Court in such form and at such time as the Authorized Representative executing said petition shall determine; and

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, in the name and on behalf of the Company, all first day petitions, affidavits, schedules, motions, lists, applications, pleadings, and other necessary papers or documents, including any amendments thereto, necessary and proper to obtain initial relief under the provisions of chapter 11 and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, or other professionals approved by the Co-Managing Members.

Retention of Professionals

RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to employ the law firm of Cross & Simon, LLC ("Cross & Simon") as general bankruptcy counsel to represent and advise the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Cross & Simon;

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to employ the law firm of Kirkland & Ellis LLP ("K&E") as special counsel to represent and advise the Company on issues including, without limitation, corporate, tax, employee benefits, and other specified matters in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of K&E;

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to employ the firm of AlixPartners, LLP ("AP") as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of AP;

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to employ the firm of Epiq Bankruptcy Solutions, LLC ("Epiq") as notice and claims agent and administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code,

and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Epiq; and

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to employ any other professionals necessary or advisable to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Representatives are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals as necessary or advisable (together with Cross & Simon, K&E, AP, and Epiq, the "Professionals").

General

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered, and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses, in all cases consistent with the purpose and intent of the foregoing Resolutions, as in their judgment, after seeking advice of legal counsel, shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing Resolutions;

FURTHER RESOLVED, that all acts, actions, and transactions that are consistent with the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, including without limitation all acts lawfully done or actions lawfully taken by any Authorized Representative or any of the Professionals to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and

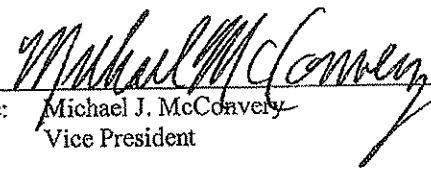
FURTHER RESOLVED, that for purposes of the foregoing Resolutions, and unless and until otherwise authorized or modified by the Co-Managing Members, the "Authorized Representatives" shall be William Meehan, Benjamin Ward, and such other person or persons as the Co-Managing Members may designate.

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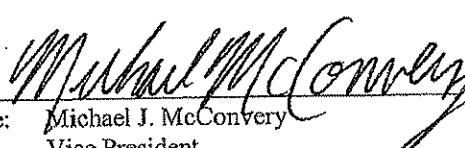
WITNESS the due execution hereof.

CO-MANAGING MEMBERS:

SUN AVIATION SERVICES HOLDINGS IV, LLC

By: 
Name: Michael J. McConvey
Title: Vice President

SUN AVIATION SERVICES HOLDINGS V, LLC

By: 
Name: Michael J. McConvey
Title: Vice President

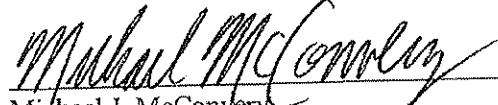
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: Chapter 11
SUN AVIATION SERVICES, LLC, Case No. 12-_____ (_____
a Delaware Limited Liability Company,
Debtor.
-----X

**DECLARATION CONCERNING DEBTORS' LIST OF CREDITORS HOLDING
THIRTY (30) LARGEST UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

I, Michael J. McConvery, Vice President and Assistant Secretary of Sun Aviation Services, LLC, a Delaware limited liability company, the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing List of Creditors Holding Thirty (30) Largest Unsecured Claims on a Consolidated Basis submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: April 13, 2012



Michael J. McConvery
Vice President and Assistant Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: X
SUN AVIATION SERVICES, LLC,
a Delaware Limited Liability Company,
Debtor. X
Chapter 11
Case No. 12- ()

**DEBTORS' LIST OF CREDITORS HOLDING THIRTY (30) LARGEST
UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

Pemco World Air Services, Inc. (“Pemco”), WAS Aviation Services Holding Corp. (“WAS Holding”), and WAS Aviation Services, Inc. (“WAS,” collectively with Pemco and WAS Holding, the “Initial Debtors”) filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), on March 5, 2012. Sun Aviation Services, LLC (“Sun Aviation,” and together with the Initial Debtors, the “Debtors”), an affiliate of the Initial Debtors, filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Court on the date herewith and is seeking joint administration of the above-captioned case for procedural purposes with the cases of the Initial Debtors. This list of creditors holding the thirty (30) largest unsecured claims (the “Top 30 List”) against the Debtors, on a consolidated basis, has been prepared from the Debtors’ books and records as of March 3, 2012.

The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral

is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims, on a consolidated basis.

The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff, and (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors nor does it constitute a waiver of the Debtors' rights to contest the validity, priority, nature, characterization, and/or amount of any claim.¹

¹ Certain claims listed herein may be subject to offset, discount, trade credit, or other deductions, which may not be included in the amount set forth herein. Failure to include such amount in this list shall not constitute a waiver of such right.

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Name of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
1	Shandong Taikoo A/C Engr Co.	Shandong Taikoo A/C Engr Co. Attn: Ellen Qi Jinan Yaoqiang International Airport Shandong, China Ph: 86-531-58802934 Fax: 86-531-58802932	Outsource Contract Services - China		2,035,819.89
2	Alcoa Fastening Systems	Alcoa Fastening Systems Attn: Akos Osz 3990A Heritage Oak Ct Simi Valley, CA 93063 Ph: 805-426-2298F Fax: 866-265-3801	Conversion - Parts & Equipment		1,460,592.00
3	Boeing Management Company	Boeing Management Company Attn: IP Royalty Admin Mgr 8002 South 212th Street Kent, WA 98032 Ph: 206-662-0603 Fax: 206-766-5247	Royalty Fees		1,100,672.00
4	Boeing Company / AOG Desk	Boeing Company / AOG Desk Attn: Lyla F. Smith 105 University Street Seattle, WA 98101 Ph: 206-662-0125 Fax: 425-237-0364	Plane Hardware, Parts, & Equipment		812,174.63
5	Planetechs	Planetechs Attn: Sarah Wooldridge 1520 Kensington Road, Suite 311 Oakbrook, IL 60523 Ph: 630-468-1336 Fax: 253-382-2577	Contract Labor		735,613.16

² The Debtors reserve their rights to dispute the claims on this schedule on any basis.

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, undischarged, disputed, or subject to setoff ²	Amount of claim
6	Structural Mod & Repair Tech	Structural Mod & Repair Tech Attn: Brian Peterson, VP 509 Live Oak Street Edgewater, FL 32132 Ph: 800-932-7627 Fax: 386-427-9008	Contract Labor		514,538.22
7	Regent Aerospace Corp.	Regent Aerospace Corp. Attn: Steve Smith, CFO 28110 W Harrison Parkway Valencia, CA 91355 Ph: 661-257-3000 X21 Fax: 661-257-8528	Plane Hardware, Parts, & Equipment		486,297.38
8	Ancra Corporation	Ancra Corporation Attn: Lee Eisenberg 4880 W Rosecrans Ave Hawthorne, CA 90250 Ph: 310-973-5000 Fax: 310-970-1789	Conversion – Parts & Equipment		459,330.00
9	STS Services Inc.	STS Services Inc. Attn: Rick Huff, Corporate Controller 2000 NE Jensen Beach Blvd Jensen Beach, FL 34957 Ph: 772-232-2301 Fax: 772-288-5765	Contract Labor		396,314.80
10	OMA S.P.A.	OMA S.P.A. Attn: Domenico Loret Via Cagliari 20 06034 Foligno, Italy 6034 Ph: 39 0742 347552 Fax: 39 0742 67620	Conversion – Parts & Equipment		369,463.25

Rank	Name of creditor	Telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff?	Amount of claim
11	BE Aerospace	BE Aerospace Attn: Yasmin Yansen, Credit/Collection Specialist PO Box 025263 10000 NW 15th Terrace Miami 3 Miami, FL 33102-5155 Ph: 800-617-3578 Fax: 305-507-7194	Plane Hardware, Parts, & Equipment		342,744.26
12	Airplanes Inc	Airplanes Inc Attn: Rick Huff, Corporate Controller 2000 NE Jensen Beach Blvd Jensen Beach, FL 34957 Ph: 772-232-2305 Fax: 772-288-5765	Contract Labor		\$327,421.92
13	Aviall Services Inc.	Aviall Services Inc. Attn: Toril Solheim 2750 Regents Blvd Dallas, TX 75621 Ph: 972-586-1725 Fax: 972-586-1726	Plane Hardware, Parts, & Equipment		317,991.34
14	Apex	Apex Attn: Christina Ohmart, Material Logistics Manager 1234 Wellington Pl. Wichita, KS 67203 Ph: 316-262-1949 Fax: 316-262-3118	Engineering Services		317,577.50
15	Structural Integrity	Structural Integrity Attn: Matthew Creager, President 9525 Vassar Ave. Chatsworth, CA 91311 Ph: 818-718-2195 Fax: 818-718-2212	Engineering Services		274,000.00

Rank	Name of creditor	Telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff?	Amount of claim
16	Johnson Service Group Inc.	Johnson Service Group Inc. Attn: Tracy Corbett, Ops Manager 4485 Paysphere Circle Chicago, IL 60674-4485 Ph: 630-655-3500 Fax: 630-655-4689	Contract Labor		223,553.41
17	Airbus Service Co. Inc.	Airbus Service Co. Inc. Attn: Christine Cozza, Customer Credit Manager 21780 Filigree Ct Ashburn, VA 20147-6205 Ph: 703-729-4327 Fax: 703- 834-3464	Plane Hardware, Parts, & Equipment		222,668.05
18	North American Aircraft Svc.	North American Aircraft Svc. Attn: Deanna Repp, Accounting 11502 Jones Maltsberger San Antonio, TX 78216-5143 Ph: 210-805-0049 Fax: 210-805-0563	Plane Hardware, Parts, & Equipment		216,748.50
19	Strom Aviation	Strom Aviation Attn: Sue Halverson 109 South Elm St Waconia, MN 55387 Ph: 952-544-3611 Fax: 952-417-9195	Contract Labor		188,285.15
20	Future Metals Inc.	Future Metals Inc. Attn: Sonia Morel - Sr. Credit Analyst 10401 State Street Tamarac, FL 33321 Ph: 800-733-0960 Fax: 954-721-5050	Metal Provider		185,619.30
21	Aerocon Engineering	Aerocon Engineering 7716 Kester Ave Van Nuys, CA 91405 Ph: 818-785-2743 Fax: 818-785-2753	Conversion – Parts & Equipment		177,500.00

Rank	Name of creditor	Telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim
22	Satair USA	Satair USA Attn: Akilah Faulkner 3993 Tradeport Boulevard Atlanta, GA 30354 Ph: 404-675-6333 Fax: 404 260 3588	Plane Hardware, Parts, & Equipment		162,119.58
23	Avio-Diepen Inc.	Avio-Diepen, Inc. Attn: Laquetta Rogers, Accounts Receivable 561 Airport S Pky Ste 500 Atlanta, GA 30349 Ph: 770-996-6340 Fax: 770-996-5612	Plane Hardware, Parts, & Equipment		145,097.42
24	Quanta Staffing Solutions	Quanta Staffing Solutions Shari Quiggins, Accounting & Benefits Coordinator 14149 Farmington Livonia, MI 48154 Ph: 734-261-9472 Fax: 734-261-9485	Contract Labor		133,305.92
25	Aeronautical Support Inc.	Aeronautical Support Inc. Attn: Paula Listro, Accounting Manager 6530 W Rogers Circle #33 Boca Raton, FL 33487 Ph: 561-997-6922 Fax: 561-997-8533	Plane Hardware, Parts, & Equipment		128,760.24
26	Hillsborough Co Aviation Authority	Hillsborough Co Aviation Authority Attn: Kim Viamonte Tampa Int'l Airport 5503 W Spruce Street Tampa, FL 33607-5923 Ph: 813-870-8725 Fax: 813-876-6670	Facility – Rent		119,854.11

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim
27	Goodrich Corp.	Goodrich Corp. Attn: Lisa Shaw, ASVS Program Manager 100 Panton Road Vergennes, VT 05491 Ph: 802-877-4422 Fax: 802-877-4660	Plane Hardware, Parts, & Equipment		107,346.00
28	Impact Industrial Supplies	Impact Industrial Supplies Attn: Rhonda Diaz, Accounting 7020 Anderson Road Tampa, FL 33634 Ph: 813-885-2343 Fax: 813-885-1342	Plane Hardware, Parts, & Equipment		103,808.06
29	Dothan Houston City Airport Authority	Dothan Houston City Airport Authority Attn: Airport Administration 800 Airport Drive, Suite 15 Dothan, AL 36303 Ph: 334-983-8100 Fax: 334-983-3594	Facility - Rent		101,184.00
30	The Pension Benefits Guaranty Corporation	1200 K Street, N.W. Washington, D.C. 20005 Ph: 202-326-4020 x 3460 Fax: 202-326-4112	Statutory Pension Obligations	Contingent, unliquidated, and disputed	N/A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SUN AVIATION SERVICES, LLC,
a Delaware Limited Liability Company,

Debtor.

X
Chapter 11

Case No. 12-_____ ()

**DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS
PURSUANT TO RULES 1007(A)(1), 1007(A)(3) AND 7007.1 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Michael J. McConvery, Vice President and Assistant Secretary of Sun Aviation Services, LLC, a Delaware limited liability company, the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing list of equity security holders of the Debtor and that it is true and correct to the best of my information and belief.

Dated: April 13, 2012



Michael J. McConvery
Vice President and Assistant Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : Chapter 11
SUN AVIATION SERVICES, LLC, : Case No. 12-_____ (_____
a Delaware Limited Liability Company, :
Debtor. :
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULES 1007(A)(1), 1007(A)(3), AND 7007.1 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned Debtor submits the below list of equity security holders representing the record holders as of April 13, 2012:

Name and Address of Owner	Description of Equity Interests Owned
Sun Aviation Services Holding IV, LLC 5200 Town Center Circle Suite 600 Boca Raton, Florida 33486	50% of issued and outstanding membership interests
Sun Aviation Services Holding V, LLC 5200 Town Center Circle Suite 600 Boca Raton, Florida 33486	50% of issued and outstanding membership interests