

UNITED STATES BANKRUPTCY COURT

District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle):

Name of Joint Debtor (Spouse) (Last, First, Middle):

New ATA Investment Inc.

All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):

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)/Complete EIN (if more than one, state all):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):

2109

Street Address of Debtor (No. and Street, City, and State):

Street Address of Joint Debtor (No. and Street, City, and State):

101 World Drive

Peachtree City, GA

ZIP CODE 30269

ZIP CODE

County of Residence or of the Principal Place of Business:

County of Residence or of the Principal Place of Business:

Fayette

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):

SEE ATTACHMENT I

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 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Chapter 15 Debtors	Tax-Exempt Entity (Check box, if applicable.)	Nature of Debts (Check one box.)
Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <hr/> 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 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 checked="" type="checkbox"/> \$0 to \$50,000 <input 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"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input 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"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): New ATA Investment Inc.	
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: Eastern District of New York	Case Number: 12-40787	Date Filed: 02/05/2012
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 ATTACHMENT I	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(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.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

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).

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?

Yes, and Exhibit C is attached and made a part of this petition.

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.)

Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

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.)

- 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.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- 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.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

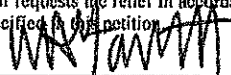
(Name of landlord that obtained judgment)

(Address of landlord)

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

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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): New ATA Investment Inc.
Signatures		
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><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.</p> <p><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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney* (See Attachment I)</p> <p>X <u>/s/ Christopher A. Ward</u> Signature of Attorney for Debtor(s) Christopher A. Ward</p> <p>Printed Name of Attorney for Debtor(s) Polsinelli, PC</p> <p>Firm Name 222 Delaware Avenue, Suite 1101 Wilmington, DE 19801</p> <p>Address (302) 252-0920</p> <p>Telephone Number 11/12/13</p> <p>_____ Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual William A. Garrett</p> <p>Printed Name of Authorized Individual Executive Vice President & Chief Financial Officer</p> <p>Title of Authorized Individual 11/12/13</p> <p>_____ Date</p>		

B 1A (Official Form 1, Exhibit A) (9/97)

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

UNITED STATES BANKRUPTCY COURT

District of Delaware

In re New ATA Investment Inc.,) Case No. _____
 Debtor)
)
) Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0001495621.

2. The following financial data is the latest available information and refers to the debtor's condition on _____.

a. Total assets	\$	
b. Total debts (including debts listed in 2.c., below)	\$	
c. Debt securities held by more than 500 holders:		
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>
\$ _____		Approximate number of holders: _____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>
\$ _____		_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>
\$ _____		_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>
\$ _____		_____
d. Number of shares of preferred stock		
_____		_____
e. Number of shares common stock		
_____		_____

Comments, if anv: _____

3. Brief description of debtor's business:
 Debtor is provider of customized military, cargo, passenger and commercial charter global air transportation services. Notably, the Debtors are the largest commercial provider of air transportation for the United States Military.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: _____
 Debtor is wholly-owned by Global Aviation Holdings Inc.

**ATTACHMENT I TO VOLUNTARY PETITION
OF NEW ATA INVESTMENT, INC.**

1. Pending Bankruptcy Case Filed by Affiliates of Debtor

Concurrently herewith, each of the affiliates of the Debtor listed below (collectively, the "**Affiliated Debtors**") filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330.

The Affiliated Debtors are the following entities:

Global Aviation Holdings Inc.
New ATA Acquisition Inc.
World Air Holdings, Inc.
World Airways, Inc.
North American Airlines, Inc.
Global Shared Services, Inc.

Contemporaneously with the filing of their voluntary petitions, the Debtor and the Affiliated Debtors (collectively, the "**Debtors**") filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Locations of Debtors' Principal Assets (on a Consolidated Basis)

REAL PROPERTY – LOCATIONS

DOMESTIC LOCATIONS:	
Location	Type (owned/lease/warehouse, etc.)
101 World Drive Peachtree City, GA. 30269	Lease – Corporate Headquarters
4500 W. Tampa Bay Blvd. Tampa Florida 33614	Lease - Parts warehouse and NAA Maintenance offices
4662 Air Cargo Road, Suite 1700 Tampa, Florida 33614	Lease
Building 151 Federal Circle JFK International Airport Jamaica, NY 11430 (Japan Management)	Sublease
North Cargo Complex B Building B Bay 22 Baltimore Washington International Airport	Lease – WOA parts warehouse and WOA Maintenance offices

Baltimore, MD 21240 (AFCO)	
1035-A Fred Drive Morrow, GA. 30260	Lease – WOA/NAA parts warehouse
FOREIGN LOCATIONS:	
Leipzig Station c/o Flughafen Leipzig Halle, Terminal 11, 04435	Lease – WOA/NAA Maintenance office and parts warehouse
Ostend – Bruges Airport International Airport Hangar 1 Nieuwpoortsesteerweg 889 8400 Osostende, Belgium	Lease – WOA Maintenance office and parts warehouse

COLLATERAL LOCATIONS

DOMESTIC LOCATIONS:	Type (owned/leased/warehouse, etc.)
LAX Station F & E Maintenance 130 Eucalyptus Drive El Segundo, California 90245	Parts storage (No Lease)
Bangor International Airport 287 Godfrey Boulevard Bangor, Maine 04401	Parts storage
Miami Tech 5200 NW 36 th Street Miami, Florida 33166	Maintenance warehouse (No Lease)
Dulles International Airport 23901 Cargo Drive, Door 84 Dulles, Virginia 20166	Parts storage (No lease)
Jet Services Navy Norfolk Air Station 8449 Air Cargo Rd., LP 205 Norfolk, VA. 23511	Parts storage (No lease)
FOREIGN LOCATIONS:	
C/O EGAT No E. Harnng-Jann South Road Dayuan, Taoyuan Hsien 337 Taiwan ROC	Parts storage (No lease)

Taiwan	
C/O Silkways Technics Heydar Aliyev International Baku Cargo Terminal (BCT) Baku Azerbaijan AZ	Parts storage
C/O SFF Cargo WFS Building Anchorageaan 38 Schiphol Netherlands Amsterdam	Parts storage (No lease)

SPARE PARTS LOCATIONS:

DOMESTIC LOCATIONS:	Type (owned/leased/warehouse, etc.)
Morrow, Georgia	
Baltimore Washington International Airport	
Tampa, Florida	
FOREIGN LOCATIONS:	
Taipei	
Leipzig/Halle Airport, Germany	
Abu Dhabi Airport, Abu Dhabi, United Arab Emirates	
Ostend,-Bruges International Airport, Ostend, Belgium	

* Additional Proposed Counsel to Debtor:
 Kenric D. Kattner (TX Bar No. 11108400)
 Henry Flores (TX Bar No. 00784062)
 HAYNES AND BOONE, LLP
 1221 McKinney Street, Suite 2100
 Houston, TX 77010
 Telephone: 713-547-2000
 Facsimile: 713-547-2600
 kenric.kattner@haynesboone.com
 henry.flores@haynesboone.com

Official Form 2
6/90

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, William A. Garrett, Executive Vice President & Chief Financial Officer of the above-named Debtor in this case, declare under penalty of perjury that I have read the foregoing Petition with any Attachments (if applicable) and that it is true and correct to the best of my information and belief.

Dated: 11/12/13

Signature:  _____

William A. Garrett
Executive Vice President & Chief Financial Officer

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<p>In re</p> <p>GLOBAL AVIATION HOLDINGS INC.,</p> <p>GLOBAL SHARED SERVICES, INC.,</p> <p>NORTH AMERICAN AIRLINES, INC.,</p> <p>WORLD AIR HOLDINGS, INC.,</p> <p>WORLD AIRWAYS, INC.,</p> <p>NEW ATA ACQUISITION INC., AND</p> <p>NEW ATA INVESTMENT INC.¹</p> <p align="right">Debtors.</p>	<p>§ Chapter 11</p> <p>§</p> <p>§ Case No. 13-_____</p> <p>§ Case No. 13-_____</p> <p>§ Case No. 13-_____</p> <p>§ Case No. 13-_____</p> <p>§ Case No. 13-_____</p> <p>§ Case No. 13-_____</p> <p>§ Case No. 13-_____</p> <p>§</p> <p>§ (Joint Administration Requested)</p>
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**CORPORATE OWNERSHIP STATEMENT
AND EQUITY SECURITY HOLDERS LIST OF NEW ATA INVESTMENT INC.
PURSUANT TO BANKRUPTCY RULES 1007(A)(3) AND 7007.1**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer for New ATA Investment Inc., debtor in the above captioned action (the "Debtor"), certifies the following is a corporation, other than the debtor or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007:

_____ NONE [check if applicable]

- OR -

Holder Name	Address of Principal Place of Business	Percent Ownership
Global Aviation Holdings Inc.	101 World Drive Peachtree City, GA 30269	100%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, include: Global Aviation Holdings Inc. (2196); Global Shared Services, Inc. (1692); New ATA Acquisition Inc. (1985); New ATA Investment Inc. (2109); North American Airlines, Inc. (8792); World Air Holdings, Inc. (1036); and World Airways, Inc. (8276). The Debtors' corporate address is 101 World Drive, Peachtree City, Georgia 30269.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of New ATA Investment Inc., declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and Equity Security Holders List and that it is true and correct to the best of my information and belief.

Dated: 11/12/13



William A. Garrett
Executive Vice President and
Chief Financial Officer

CERTIFIED RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
NEW ATA INVESTMENT INC.

The undersigned hereby certifies (i) that she is the duly elected and serving Secretary of New ATA Investment Inc., a Delaware corporation (the "Corporation"), (ii) that the following resolutions were adopted by the Sole Director of the Corporation at a meeting duly called and held at 4:00 p.m. EST on Friday, November 8, 2013 at the offices of the Corporation at 101 World Drive, Peachtree City, GA 30269-6965 at which all members of the Board of Directors were present in person or by conference telephone and participated in person and (iii) that such resolutions have not been modified, amended or rescinded and remain in full force and effect on the date hereof:

WHEREAS, the Corporation is wholly-owned by Global Aviation Holdings Inc., a Delaware corporation ("Global"), and Global together with its direct and indirect subsidiaries, including the Corporation (collectively, the "Global Entities"), are in default under their senior secured credit facility and their second and third lien indebtedness and as a result of such defaults Global's operating subsidiaries, North American Airlines, Inc. ("NAA") and World Airways, Inc. ("World") are in default of the leases for their aircraft fleets and other material contractual obligations; and

WHEREAS, as a result of unexpected cancellations of flights in the military charter business of NAA and World by the United States Air Mobility Command ("AMC") and the unexpected announcement of cancellation of expansion flying by the AMC for 2014 which will reduce the Global Entities' planned revenue for 2014 by approximately \$54 million and will create significant over-capacity in the military charter cargo business, management of the Global Entities have undertaken an analysis of the financial and business condition of the Global

Entities and have made and implemented recommendations regarding restructuring or termination of operations, or in the alternative, liquidation of the Global Entities; and

WHEREAS, a forbearance agreement with the Global Entities' senior secured lender has terminated and has not been extended; and

WHEREAS, the Corporation has engaged Imperial Capital, LLC ("Imperial"), as financial and restructuring advisors to assist it in its analysis and the presentation of the Corporation and its subsidiaries to prospective financing sources and to strategic or financial buyers, including the first, second and third lien lenders to the Corporation and its existing shareholders; and

WHEREAS, the Corporation has been unable to obtain financing, other than the possible use of cash collateral and the possibility of debtor-in-possession ("DIP") financing from the existing first lien lender for a potential Chapter 11 case and has been unable to conclude an agreement with a source of equity investment or a purchaser; and

WHEREAS, after consultation with Imperial and with restructuring counsel to the Corporation, management has recommended to the Board of Directors of the Corporation (the "Board") that the Corporation file a Chapter 11 case, if it can obtain the use of cash collateral or DIP financing, to protect the assets and properties of the Corporation and to preserve the value of the Corporation for the benefit of its creditors, employees, stockholders and other interested parties and have requested the approval of the Board to make such filing; and

WHEREAS, the Board has reviewed and considered the materials presented by the Corporation's management and the Corporation's financial and legal advisors regarding the liabilities and liquidity of the Corporation, the alternatives available to it, and the impact of the foregoing on the Corporation's business; and

WHEREAS, the Board has had the opportunity to consult with the Corporation's management and the Corporation's financial and legal advisors and fully consider each of the alternatives available to the Corporation.

Filing and Prosecution of Chapter 11 Bankruptcy Case

NOW, THEREFORE, BE IT

RESOLVED, that in the judgment of the Board, it is desirable and in the best interest of the Corporation and its creditors, stockholders, employees, and other interested parties that the Corporation file or cause to be filed a voluntary petition (the "Chapter 11 Petition") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the officers of the Corporation (collectively, the "Authorized Officers") be, and each hereby is, authorized and directed to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), in such form and at such time on or after November 6, 2013 as such Authorized Officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, motions for use of cash collateral, DIP loan and financing agreements and security agreements and related documents, stipulations as needed under all sections of the Bankruptcy Code, a plan and disclosure statement and other papers in connection with the chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

Employment of Professionals

RESOLVED, that the law firm of Haynes and Boone, LLP be, and hereby is, employed under general retainer as bankruptcy counsel for the Corporation in the chapter 11 case, and the law firm of Polsinelli PC be, and hereby is, employed under general retainer as local Delaware bankruptcy counsel for the Corporation in the chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Haynes and Boone, LLP and Polsinelli PC; and it is further

RESOLVED, that Imperial be, and hereby is, employed under general retainer as financial and restructuring advisors to the Corporation in the chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Imperial; and it is further

General Authorizing Resolutions for Chapter 11

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation, under the Corporation's corporate seal or otherwise, to make, enter into, execute,

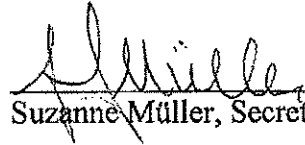
deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation, under the Corporation's corporate seal or otherwise, to vote the shares of the Corporation's subsidiaries as may be required to authorize such subsidiaries to file chapter 11 cases concurrently with the Corporation in order to accomplish efficiently a restructuring of all of the business, financing and operations of the Corporation and such subsidiaries; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Corporation on behalf of the Corporation in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Corporation; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Corporation.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed
this Certificate this 12th day of November, 2013.


Suzanne Müller, Secretary

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re	§	Chapter 11
	§	
GLOBAL AVIATION HOLDINGS INC., ET AL.¹	§	Case No. 13- _____ ()
	§	
Debtors.	§	(Joint Administration Requested)
	§	

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE TOP 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately November 7, 2013. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-1 for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
1.	DFAS-CO/FPS/F Barbara Calogero DFAS-Columbus Center Columbus, OH 43218	Trade Debt		\$4,187,628.60

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, include: Global Aviation Holdings Inc. (2196); Global Shared Services, Inc. (1692); New ATA Acquisition Inc. (1985); New ATA Investment Inc. (2109); North American Airlines, Inc. (8792); World Air Holdings, Inc. (1036); and World Airways, Inc. (8276). The Debtors’ corporate address is 101 World Drive, Peachtree City, Georgia 30269.

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
2.	International Lease Finance Corp 1999 Avenue of the Stars, 39 th Floor Los Angeles, CA 90067	Trade Debt		\$2,971,975.98
3.	Israel Aerospace Industries Ltd Ben Gurion International Airport Tel Aviv 70100 Israel	Trade Debt		\$2,440,187.00
4.	GECAS 3860 E. Holmes Road Memphis, TN 38118	Trade Debt		\$2,049,488.81
5.	Aircastle Advisor LLC 300 First Stamford Place Stamford, CT 06902	Trade Debt		\$1,675,760.83
6.	Castle 2003-2 B LLC c/o Wilmington Trust Wilmington, DE 19890-1605	Trade Debt		\$1,489,506.55
7.	Aquila Aircraft Leasing, Ltd c/o Vedder Price, PC 1633 Broadway, 47 th Floor New York, NY 10019	Trade Debt		\$1,229,989.02
8.	DSSN 3801 LI CRAF 3802 Limestone Field Site Indianapolis, IN 46226	Trade Debt		\$1,078,463.98
9.	Lufthansa Technik Clemens Geercken 801 Brickell Ave., Ste 500 Miami, FL 33131	Trade Debt		\$784,843.73
10.	Hapag-Lloyd Gladys Lopez 401 E. Jackson St, Ste 3200 Tampa, FL 33602	Trade Debt		\$779,286.86
11.	Pratt & Whitney Group Tom Dorian 400 Main Street East Hartford, CT 06108	Trade Debt		\$703,826.00
12.	Jeppesen PO Box 840864 Dallas, TX 75284	Trade Debt		\$429,215.67

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
13.	United Aviation Services Jay Ammar Husary PO Box 54482, Dubai Airport Zone, Dubai UAE	Trade Debt		\$363,474.00
14.	UTi United States, Inc. 3717 Wilson Road, SE Suite 100 Atlanta, GA 30354	Trade Debt		\$341,639.23
15.	GE Capital Modular Space PO Box 641596 Pittsburgh, PA 15264	Trade Debt		\$326,422.99
16.	Eurocontrol Elitza Dentcheva, Central Route Charges Office, Rue de la Fusee 96 Brussels, B-1130 Belgium	Trade Debt		\$274,565.13
17.	Maryland Aviation Administration PO Box 8766 Baltimore, MD 21240	Trade Debt		\$257,892.18
18.	Troutman Sanders, LLP PO Box 933652 Atlanta, GA 31193	Trade Debt		\$242,004.54
19.	Aercap Aviation Solutions 100 NE 3 rd Ave., Ste. 800 Fort Lauderdale, FL 33301	Trade Debt		\$235,562.76
20.	Eurocontrol – Ing Belgium Elitza Dentcheva, Central Route Charges Office, Rue de la Fusee 96 Brussels, B-1130 Belgium	Trade Debt		\$211,521.78
21.	Nordam Repair Division PO Box 732060 Dallas, TX 75373	Trade Debt		\$203,301.36
22.	Aeroturbine, Inc. 2323 NW 82 nd Ave Miami, FL 33122	Trade Debt		\$198,310.10
23.	Team SAI M&E Solutions LLC 1003 Virginia Ave. Atlanta, GA 30354	Trade Debt		\$170,998.02

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
24.	The Boeing Company PO Box 3707 Seattle, WA 98124	Trade Debt		\$170,755.41
25.	Honeywell 21380 Network Place Chicago, IL 60673	Trade Debt		\$135,448.64
26.	Pan Am International Flight Academy Gregory Darrow 5000 NW 36 th St. Miami, FL 33122	Trade Debt		\$134,575.00
27.	Curtis Power Company 205 High Ridge Road Stamford, CT 06905	Trade Debt		\$130,785.36
28.	Unical Aviation 4775 Irwindale Ave. Irwindale, CA 91706	Trade Debt		\$122,411.68
29.	Skytech Aviation, Inc. 4100 NW 10 th Ave., Ste. 101 Oakland Park, FL 33309	Trade Debt		\$112,762.00
30.	AT&T PO Box 105068 Atlanta, GA 30348	Trade Debt		\$111,538.66

**DECLARATION UNDER PENALTY
OF PERJURY ON BEHALF OF THE DEBTORS**

Pursuant to 28 U.S.C. § 1746, I, William A. Garrett, the duly qualified and authorized signatory of Global Aviation Holdings Inc. and its debtor affiliates, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the Top 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: November 12, 2013



William A. Garrett
Executive Vice President and Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re	§	Chapter 11
	§	
GLOBAL AVIATION HOLDINGS INC., ET AL. ¹	§	Case No. 13- _____ ()
	§	
Debtors.	§	(Joint Administration Requested)
	§	

VERIFICATION OF CONSOLIDATED CREDITOR MATRIX

I hereby verify that the attached consolidated list of creditors is true and correct to the best of my knowledge and belief.

Dated: 11/12/13



William A. Garrett
Executive Vice President and Chief
Financial Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, include: Global Aviation Holdings Inc. (2196); Global Shared Services, Inc. (1692); New ATA Acquisition Inc. (1985); New ATA Investment Inc. (2109); North American Airlines, Inc. (8792); World Air Holdings, Inc. (1036); and World Airways, Inc. (8276). The Debtors' corporate address is 101 World Drive, Peachtree City, Georgia 30269.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: § (CHAPTER 11)
NEW ATA INVESTMENT INC. §
DEBTOR. § CASE NUMBER 13-_____()

**DECLARATION FOR ELECTRONIC FILING OF
BANKRUPTCY PETITION AND CONSOLIDATED MASTER MAILING LIST (MATRIX)**

PART I: DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the lists of creditors to be filed electronically in this case and *I hereby declare under penalty of perjury* that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within five (5) business days after the petition and lists of creditors have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

I hereby further declare under penalty of perjury that I have been authorized to file the petition and lists of creditors on behalf of the debtor in this case.

Date: 11/12/2013



William A. Garrett, Executive Vice President and
Chief Financial Officer

PART II: DECLARATION OF ATTORNEY:

I declare *under penalty of perjury* that: (1) I will give the debtor a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor, if an individual with primarily consumer debts, 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.

Date: 11/12/2013

/s/ Christopher A. Ward
Christopher A. Ward
Attorney for Debtor