

Northern District of Texas

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): <b>S&amp;W Aircraft Leasing LLC</b>		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):		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): <b>26-4077591</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>7402 Wentwood Dr. Dallas, TX 75225</b>		Street Address of Joint Debtor (No. and Street, City, and State):	
ZIP CODE		ZIP CODE	
County of Residence or of the Principal Place of Business: <b>Dallas</b>		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): <b>Texas Florida and Delaware</b>		Location of Principal Assets of Business Debtor (if different from street address above):	
<p><b>Type of Debtor</b> (Form of Organization) (Check one box.)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <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.)		<p><b>Nature of Business</b> (Check one box.)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51H) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	
<p><b>Chapter 15 Debtors</b> Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>		<p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)</p> <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	
<p><b>Tax-Exempt Entity</b> (Check box, if applicable.)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<p><b>Nature of Debts</b> (Check one box.)</p> <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.	
<p><b>Filing Fee</b> (Check one box.)</p> <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.		<p><b>Chapter 11 Debtors</b></p> <p>Check one box:</p> <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). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,143,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <p>Check all applicable boxes:</p> <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).	
<p><b>Statistical/Administrative Information</b></p> <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.			<p><b>THIS SPACE IS FOR COURT USE ONLY</b></p>
<p>Estimated Number of Creditors:</p> <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			
<p>Estimated Assets:</p> <input 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 checked="" 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			
<p>Estimated Liabilities:</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$1,000,001 to \$10,000,000 <input type="checkbox"/> \$10,000,001 to \$50,000,000 <input type="checkbox"/> \$50,000,001 to \$100,000,000 <input type="checkbox"/> \$100,000,001 to \$500,000,000 <input type="checkbox"/> More than \$500,000,000			

**FILED**  
JAN 16 2013

TAWARA C. REARNS, CLERK  
U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

S&W Aircraft Leasing LLC

13-30208-2-1-13-000000

(This page must be completed and filed in every case.)

**All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)**

Location Where Filed:	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:	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**


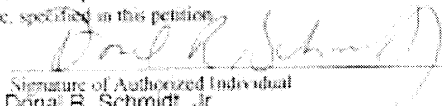
(Check any applicable box.)

- 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(d)).

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i></p>	<p align="center"><b>Document</b> Page 3 of 24</p> <p align="center">S&amp;W AIRCRAFT LEASING LLC</p>
<b>Signatures</b>	
<p align="center"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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 align="center"><b>Signature of a Foreign Representative</b></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 align="center"><b>Signature of Attorney*</b></p> <p>X  _____ Signature of Attorney for Debtor(s) Penny Randy Schmidt _____ Printed Name of Attorney for Debtor(s)</p> <p>Firm Name 5648 Milton St., Suite 130 Dallas, TX 75206</p> <p>Address 214-912-5402 214-739-9191 _____ Telephone Number 1/9/13 _____ 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 align="center"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></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 align="center"><b>Signature of Debtor (Corporation/Partnership)</b></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 Donald R. Schmidt, Jr. _____ Printed Name of Authorized Individual Managing Member</p> <p>_____ Title of Authorized Individual 1/9/13 _____ Date</p>	

B6 Summary (Official Form 6 - Summary) (12/07)

## United States Bankruptcy Court

In re S&W AIRCRAFT LEASING LLC  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

### SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0		
B - Personal Property	YES	3	\$ 4,201,838.84		
C - Property Claimed as Exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 3,903,793.95	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 286,920.97	
F - Creditors Holding Unsecured Nonpriority Claims	YES	3		\$ 165,599.30	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors					
I - Current Income of Individual Debtor(s)					\$
J - Current Expenditures of Individual Debtor(s)					\$
<b>TOTAL</b>		13	\$ 4,201,838.84	\$ 4,356,314.22	

In re S&W AIRCRAFT LEASING LLC  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

### SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				

Total ▶ -0-  
 (Report also on Summary of Schedules.)

In re S&W AIRCRAFT LEASING LLC

Debtor

Case No. \_\_\_\_\_  
(If known)

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. Sec. 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Checking accounts Bank of Texas 7600 NW Hwy, Dallas, TX 75225 BBVA 8080 N. Central Expwy, Dallas, TX 75205		2,683.04
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photo-graphic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

In re S&W AIRCRAFT LEASING LLC  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Legible or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

In re S&W AIRCRAFT LEASING LLC  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.		HAWKER 800A jet, tail number N355FA; Hawker 800A jet, tail number N355FA; Citation Jet tail number 33SW		\$4,200,000
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
0 continuation sheets attached Total ▶				\$ 4,201,836.84

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)



In re S&W AIRCRAFT LEASING LLC  
Debtor

Case No. \_\_\_\_\_  
*(if known)*

### SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:  
*(Check one box)*

Check if debtor claims a homestead exemption that exceeds \$146,450.\*

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
NONE			

\* Amount subject to adjustment on 4/1/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re: S&W AIRCRAFT LEASING LLC

Case No. \_\_\_\_\_

**SCHEDULE D – CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME and MAILING ADDRESS	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLAERAL	UNSECURED PORTION, IF ANY
BBVA Compass PO Box 4943 Houston, TX 77210	4/30/10 Security interest in two Hawker jets with value of approximately \$2,400,000				2,068,558.06	
PNC Equipment Finance LLC PO Box 94931 Cleveland, OH 44101-4931	2/3/09 security interest in Citation jet with value of approximately \$1,900,000				1,665,235.89	
Sky Limo Corp. 5302 NW 21 <sup>st</sup> Terrace Ft. Lauderdale, FL 33309	5/1/12 mechanic/aviation lien against one Hawker jet with value of approximately \$1,200,000		X	X	170,000.00	

**TOTAL: 3,903,793.95**

There are no continuation sheets.

In re S&W AIRCRAFT LEASING LLC  
Debtor

Case No. \_\_\_\_\_  
(if known)

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor." Include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B 6E (Official Form 6E) (04/10) Cont

In re S&W AIRCRAFT LEASING LLC  
Debtor

Case No. \_\_\_\_\_  
(if known)

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **S&W AIRCRAFT LEASING LLC**

Case No. \_\_\_\_\_  
(if known)

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	Type of Priority for Claims Listed on This Sheet			AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
				CONTINGENT	UNLIQUIDATED	DISPUTED				
Account No. Texas State Comptroller PO Box 149355 Austin, TX 78714-9355			11/7/12 alleged sales and use tax on Citation jet	x	x	x	257,978.32	257,978.32		
Account No. John R. Ames Dallas County Tax Assessor/ Collector PO Box 139066			12/31/11 taxes on Citation jet N33SW	x	x	x	28,941.45	28,941.45		
Account No.										
Account No.										
Sheet 1 of 1 Continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotal >	\$	\$ 286,920.97	
							Total >	\$	286,920.27	
							Total >	\$	286,920.97	\$

(Use only on last page of the completed  
Schedule E. Report also on the Summary  
of Schedules.)

(Use only on last page of the completed  
Schedule E. If applicable, report also on  
the Statistical Summary of Certain  
Liabilities and Related Data.)

In re S&W Aircraft Leasing LLC

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE AND ACCOUNT NUMBER	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATIO N FOR CLAIM. IF CLAIM. IF CLAIM SUBJECT TO SETOFF	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Acct No. Aeromech, LLC PO Box 763874 Dallas, TX 76376		1/17/11 - 11/16/11				8,238.59
Acct No. Akron-Canton Regional Airport 5400 Lauby Rd., Ste 9 North Canton, OH 44720-1598		5/22/12 - 8/20/12				184.00
Acct No. Alleghany County Airport Authority c/o Corporate Air, LLC 15 Alleghany County Airport West Mifflin, PA 15122		7/31/12				33.60
Acct No. Avcessories, Inc. PO Box 763819 Dallas TX 75376		5/14/12				291.46
Corporate Aircraft Technical Services, Inc. 415 Riblett Lane Wilmington, DE 19808		12/10/12				9,028.00
Subtotal						\$17,775.65

There are 2 continuation pages attached.

In re: S&W Aircraft Leasing LLC

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

Acct. No. Cessna Aircraft Company 23260 Network Place Chicago, IL 60673		February through October 2012				3,297.15
Acct No. City of Dallas Aviation Dept. 8008 Cedar Springs Rd. LB 16 Dallas, TX 75235						250.00
Acct No. CSC0021327 Cescom (A division of CAMP Systems) 999 Marconi Ave.		12/12/12 - 11/30/13				2415.00
Jeppsen Sanderson, Inc. PO Box 840864 Dallas, TX 75284-0864		4/26/11 - 4/26/12				783.34
Acct No. Honeywell PO Box 93078 Chicago, IL 60673- 3078		8/15/11 - 1/20/12				36,353.70
Jet Center of Dallas 5661 Mariner Dr. LB#24 Dallas, TX 75237-4717		10/8/12				31.68
Subtotal						<b>\$43,130.87</b>

This is page 1 of 2 continuation sheets attached  
To Schedule of Creditors Holding Unsecured Nonpriority Claims

In re: S&W Aircraft Leasing LLC

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

Acct No.: NA OMG Ventures LLC 5646 Milton St, Suite 130 Dallas, TX 75206		6/21/12				3254.34
Acct No. Port Authority of NY and NJ Teterboro Airport PO Box 9500 Philadelphia, PA 19195-1523		5/1/12 Landing fee				50.00
Sierra Foxtrot LP 7402 Wentwood Dr. Dallas, TX 75225		Various				100,000.00
Acct No. West Star Aviation Inc. 8601 Lemmon Ave. Love Field Airport Dallas, TX 75206		9/20/11 - 5/29/12 Aviation mechanic services				1,388.44
					Subtotal	<u>\$104,692.78</u>
					<b>TOTAL:</b>	<b><u>\$165,599.30</u></b>

This is page 2 of 2 continuation sheets attached  
to Schedule of Creditors Holding Unsecured Nonpriority Claims



B 6G (Official Form 6G) (12/07)

In re S&W AIRCRAFT LEASING LLC,  
 Debtor

Case No. \_\_\_\_\_  
 (if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(n).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Jet Center of Dallas 5661 Mariner Dr Dallas, TX 75237	Hanger Lease for Citation N33SW
Cescom 999 Macaroni Ave. Ronkonkoma, NY 11779	annual contract for aviation and navigational items
First Insurance Funding Corp. PO Box 66468 Chicago, IL 60666	financing for insurance payments
Honeywell PO Box 93078 Chicago, IL 60673	MSP for jet engines
Jeppesen Sanderson, Inc. PO Box 840864 Dallas, T 75284	navigational aids
Jet Center of Dallas 5661 Mariner Dr. Dallas, TX 75237	hanger lease

In re: S&W AIRCRAFT LEASING LLC

CASE NO. \_\_\_\_\_

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

I, the managing member of S&W Aircraft Leasing LLC named as a debtor in this case, declare under penalty of perjury that I have read the foregoing schedules and they are true and correct to the best of my information and belief.

Date: 1/9/13

Signature



Donal R. Schmit, Jr. as Managing Member

UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF TEXAS  
 DALLAS DIVISION

In re: S&W AIRCRAFT LEASING LLC

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

<b>NAME OF CREDITOR AND MAILING ADDRESS</b>	<b>CONTACT INFORMATION</b>	<b>NATURE OF CLAIM</b>	<b>AMOUNT OF CLAIM</b>
Aeromech, LLC PO Box 763874 Dallas, TX 76376	Aeromech, LLC PO Box 763874 Dallas, TX 76376	Trade debt	8,238.59
Akron-Canton Regional Airport 5400 Lauby Rd., Ste 9 North Canton, OH 44720-1598	Akron-Canton Regional Airport 5400 Lauby Rd., Ste 9 North Canton, OH 44720-1598	Debt from operations	184.00
Allegany County Airport Authority c/o Corporate Air, LLC 15 Alleghany County Airport West Mifflin, PA 15122	Allegany County Airport Authority c/o Corporate Air, LLC 15 Alleghany County Airport West Mifflin, PA 15122	Operations	33.60
Avcessories, Inc. PO Box 763819 Dallas TX 75376	Avcessories, Inc. PO Box 763819 Dallas TX 75376	Repairs and parts	291.46
Corporate Aircraft Technical Services, Inc. 415 Riblett Lane Wilmington, DE 19808	Corporate Aircraft Technical Services, Inc. 415 Riblett Lane Wilmington, DE 19808	operations	9,028.00
Cessna Aircraft Company 23260 Network Place Chicago, IL 60673	Cessna Aircraft Company 23260 Network Place Chicago, IL 60673	operations	3,297.15
City of Dallas Aviation Dept. 8008 Cedar Springs Rd. LB 16 Dallas, TX 75235	City of Dallas Aviation Dept. 8008 Cedar Springs Rd. LB 16 Dallas, TX 75235	operations	250.00

Acct No. CSC0021327 Cescom (A division of CAMP Systems) 999 Marconi Ave.	Acct No. CSC0021327 Cescom (A division of CAMP Systems) 999 Marconi Ave.	Operations	2,415.00
Jeppsen Sanderson, Inc. PO Box 840864 Dallas, TX 75284-0864	Jeppsen Sanderson, Inc. PO Box 840864 Dallas, TX 75284-0864	Operations	783.34
Honeywell PO Box 93078 Chicago, IL 60673-3078	Honeywell PO Box 93078 Chicago, IL 60673-3078	Engine reserves	36,353.70
Jet Center of Dallas 5661 Mariner Dr. LB#24 Dallas, TX 75237-4717	Jet Center of Dallas 5661 Mariner Dr. LB#24 Dallas, TX 75237-4717	Operations	31.68
Port Authority of NY and NJ Teterboro Airport PO Box 9500 Philadelphia, PA 19195-1523	Port Authority of NY and NJ Teterboro Airport PO Box 9500 Philadelphia, PA 19195-1523	Landing fee	\$50.00
West Star Aviation Inc. 8601 Lemmon Ave. Love Field Airport Dallas, TX 75206	West Star Aviation Inc. 8601 Lemmon Ave. Love Field Airport Dallas, TX 75206	Repairs or maintenance	1,388.44

I, the Managing Member of the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

DATE: 1/10/13

By Donal R. Schmidt, Jr., Managing Member of Debtor

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

In Re: S&W AIRCRAFT LEASING LLC §  
§  
§ Case No.:  
§  
§  
Debtor(s) §  
§

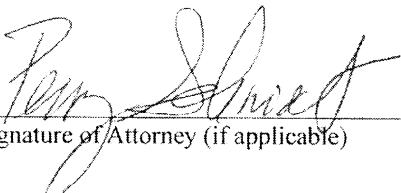
**VERIFICATION OF MAILING LIST**


The Debtor(s) certifies that the attached mailing list (*only one option may be selected per form*):

- is the first mail matrix in this case.
- adds entities not listed on previously filed mailing list(s).
- changes or corrects name(s) and address(es) on previously filed mailing list(s).
- deletes name(s) and address(es) on previously filed mailing list(s).

In accordance with N.D. TX L.B.R. 1007.1, the above named Debtor(s) hereby verifies that the attached list of creditors is true and correct.

1/9/13  
Date

  
Signature of Attorney (if applicable)

  
Signature of Debtor

26-4077591  
Debtor's Social Security (*last four digits only*)/Tax ID No.

Donald R. Schmidt, Jr. Managing Member

Signature of Joint Debtor (if applicable)

Joint Debtor's Social Security (*last four digits only*)/Tax ID No.

In re: S&W AIRCRAFT LEASING LLC

AeroMech, LLC  
PO Box 763874  
Dallas, TX 75376

Airways International Insurance Srvc LLC  
P.O. Box 100  
Mickleton, NJ 08056

Akron-Canton Regional Airport  
5400 Lauby Rd., Ste 9  
North Canton, OH 44720-1598

Allegheny County Airport Authority  
c/o Corporate Air, LLC  
15 Allegheny County Airport  
West Mifflin, PA 15122

Accessories Inc.  
PO Box 763819  
Dallas, TX 75376

BBVA Compass  
PO Box 4943  
Houston, TX 77210

Corporate Aircraft Technical Svcs Inc.  
415 Riblett Lane  
Wilmington, DE 19808

Cescom  
(A Division of CAMP Systems)

999 Marconi Ave  
Ronkonkoma, NY 11779

Cessna Aircraft Company  
23260 Network Place  
Chicago, IL 60673-1232

City of Dallas Aviation Department  
Attn: Accts Receivable  
8008 Cedar Springs Rd, LB16  
Dallas, TX 75235

John R. Ames  
Dallas County Tax Assessor/Collector  
PO Box 139066  
Dallas, TX 75313-9066

First Insurance Funding Corp.  
PO Box 66468  
Chicago, IL 60666-0468

Sierra Foxtrot, LP  
7402 Wentwood Dr  
Dallas, TX 75225

Honeywell  
PO Box 93078  
Chicago, IL 60673-3078

Jeppsen Sanderson, Inc.  
PO Box 840864  
Dallas, TX 75284-0864

Jet Center of Dallas LLC  
5661 Mariner Dr, LB#24

Dallas, TX 75237-4717

OMG Ventures LLC  
5950 Berkshire Lane, Ste. 1650  
Dallas, TX 75225

PNC Equipment Finance LLC  
PO Box 94931  
Cleveland, OH 44101-4931

Sky Limo Corp.  
Fort Lauderdale Executive Airport  
5302 NW 21st Terr  
Ft Lauderdale, FL 33309

Port Authority of NY and NJ  
Teterboro Airport  
PO Box 9500-1523  
Philadelphia, PA 19195-1523

State Comptroller  
Texas  
PO Box 149355  
Austin, TX 78714-9355

West Star Aviation Inc. - Dallas  
8601 Lemmon Ave  
Love Field Airport  
Dallas, TX 75206