

**United States Bankruptcy Court
Eastern District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Spirit Tours, 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):	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) 54-2002213	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): 12134 Washington Highway Suite B Ashland, VA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 23005	ZIP Code
County of Residence or of the Principal Place of Business: Hanover	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):

Type of Debtor (Form of Organization) (Check one box) <ul style="list-style-type: none"> <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.) 	Nature of Business (Check one box) <ul style="list-style-type: none"> <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 	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <ul style="list-style-type: none"> <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
Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 		Nature of Debts (Check one box) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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. 	Chapter 11 Debtors Check one box: <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <ul style="list-style-type: none"> <input checked="" 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: <ul style="list-style-type: none"> <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).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Spirit Tours, 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: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit B	
<p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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 delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
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.)			
<hr style="width: 50%; margin: 0 auto;"/> (Name of landlord that obtained judgment)			
<hr style="width: 50%; margin: 0 auto;"/> (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 in 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(l)).			

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

Name of Debtor(s):
Spirit Tours, LLC

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.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signatures

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.

(Check only one box.)

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.

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 Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Paula S. Beran
Signature of Attorney for Debtor(s)

Paula S. Beran 34679
Printed Name of Attorney for Debtor(s)

Tavener & Beran, PLC
Firm Name

20 North 8th Street
Second Floor
Richmond, VA 23219
Address

(804) 783-8300 Fax: (804) 783-0178
Telephone Number

March 4, 2011
Date

*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.

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.

Printed Name and title, if any, of Bankruptcy Petition 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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Robyn T. Winston
Signature of Authorized Individual

Robyn T. Winston
Printed Name of Authorized Individual

Vice President
Title of Authorized Individual

March 4, 2011
Date

Date

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:

Date

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

SPIRIT TOURS, LLC
a Virginia limited liability company (the "Company")

Consent of Membership Interests

March 2, 2011

The undersigned, being the holders of all of the outstanding membership interests and/or other equity interests of the Company hereby approves of the following action by written consent:

RESOLVED, that the Company shall be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Eastern District of Virginia or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court"); (b) if, prior to filing the Petition, circumstances arise making it necessary or convenient, consent to the entry of an order for relief and convert an involuntary commenced chapter 7 case to a case under chapter 11 of the Bankruptcy Code; and/or (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that Robyn T. Winston and/or Anthony E. Winston (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of and in the name of the Company to: (a) execute and verify the Petition and all other ancillary documents and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute (i) a consent to the entry of an order for relief in an involuntarily commenced chapter 11 case, if any, or (ii) a request for conversion of an involuntarily commenced chapter 7 case, if any, to a case under chapter 11 of the Bankruptcy Code; (c) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including debtor-in-possession loan documents) necessary or desirable in connection with the foregoing; and/or (d) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve;

FURTHER RESOLVED, that the Designated Officers of the Company shall be, and each of them, acting alone, hereby is, authorized, directed and empowered to retain, on behalf of the Company: (a) Tavenner & Beran, PLC; and (b) such additional professionals including, without limitation, other attorneys, accountants, financial advisors, investment bankers, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection

with the Company's chapter 11 case and other related matters, on such terms as any Designated Officers shall approve;

FURTHER RESOLVED, that the law firm, Tavenner & Beran, PLC, and any additional special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered, and directed to represent the Company, as debtor and debtor-in-possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Company, as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to borrow funds and undertake related financing transactions (collectively, the "Financing Transactions") from such lenders and on such terms as may be approved by any one or more of the Designated Officers of the Company, as reasonably necessary for the continuing conduct of the affairs of the Company, and grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by any one or more of the Designated Officers of the Company in connection with such borrowings;

FURTHER RESOLVED, (a) that the Designated Officers of the Company shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor-in-possession, to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, "Financing Documents"); (b) that Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers are approved; and/or (c) that the actions of the Designated Officers taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such Designated Officers and by the Company;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers of the Company, each of the Designated Officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any Designated Officers of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed and approved.

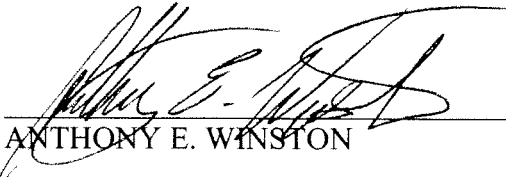
This consent was executed and delivered by all members of Spirit Tours, LLC on the date set forth below.

March 2, 2011



ROBYN T. WINSTON

March 2, 2011



ANTHONY E. WINSTON

United States Bankruptcy Court
Eastern District of Virginia

In re **Spirit Tours, LLC**

Debtor(s)

Case No. _____

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, 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; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
American Express Blue PO Box 360001 Fort Lauderdale, FL 33336	American Express Blue PO Box 360001 Fort Lauderdale, FL 33336			24,899.00
Town of Ashland Treasurer PO Box 1600 Ashland, VA 23005	Town of Ashland Treasurer PO Box 1600 Ashland, VA 23005			10,186.78
United States Treasury 1500 Pennsylvania Ave. NW Washington, DC 20220	United States Treasury 1500 Pennsylvania Ave. NW Washington, DC 20220			9,267.89
Quarles Fuel Network 1701 Fall Hill Avenue Fredericksburg, VA 22401	Quarles Fuel Network 1701 Fall Hill Avenue Fredericksburg, VA 22401			6,430.00
United States Treasury 1500 Pennsylvania Ave. NW Washington, DC 20220	United States Treasury 1500 Pennsylvania Ave. NW Washington, DC 20220			4,340.08
Beacon Wireless Solutions, Inc 206 Laird Drive, Ste 207 Toronto, Ontario M4G 3W5 CANADA	Beacon Wireless Solutions, Inc 206 Laird Drive, Ste 207 Toronto, Ontario M4G 3W5 CANADA			1,979.12
Va Department of Taxation PO Box 27264 Richmond, VA 23261	Va Department of Taxation PO Box 27264 Richmond, VA 23261			1,956.00
Fellowship Community Church PO Box 2252 Attn: Tony Ramirez Mechanicsville, VA 23116	Fellowship Community Church PO Box 2252 Attn: Tony Ramirez Mechanicsville, VA 23116			1,215.00
Southern States Employee Assoc 6606 W. Broad St. Attn: Sonia Thierry Richmond, VA 23230	Southern States Employee Assoc 6606 W. Broad St. Attn: Sonia Thierry Richmond, VA 23230			1,025.00

B4 (Official Form 4) (12/07) - Cont.

In re **Spirit Tours, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Capital One Small Business General Correspondence PO Box 30285 Salt Lake City, UT 84130	Capital One Small Business General Correspondence PO Box 30285 Salt Lake City, UT 84130			473.00
Summit Christian School 4900 Summit Blvd Attn: T. Trindale West Palm Beach, FL 33415	Summit Christian School 4900 Summit Blvd Attn: T. Trindale West Palm Beach, FL 33415			464.00
Comcast 5401 Staples Mill Road Henrico, VA 23228	Comcast 5401 Staples Mill Road Henrico, VA 23228			447.72
Amelia High School 8500 Otterburn Rd Attn: Mike Neller Amelia Court House, VA 23002	Amelia High School 8500 Otterburn Rd Attn: Mike Neller Amelia Court House, VA 23002			420.00
RaceAway Hospitality 2809 NW 5th St Attn J. Strathman Ankeny, IA 50023	RaceAway Hospitality 2809 NW 5th St Attn J. Strathman Ankeny, IA 50023			397.20
American Express PO Box 360001 Fort Lauderdale, FL 33336	American Express PO Box 360001 Fort Lauderdale, FL 33336			370.00
Verizon PO Box 83078 Saint Petersburg, FL 33733	Verizon PO Box 83078 Saint Petersburg, FL 33733		Disputed	317.00
Virginia Employment Commission PO Box 27483 Richmond, VA 23261	Virginia Employment Commission PO Box 27483 Richmond, VA 23261			228.39
United States Treasury 1500 Pennsylvania Ave. NW Washington, DC 20220	United States Treasury 1500 Pennsylvania Ave. NW Washington, DC 20220			131.29
Astoria Wives Club, Inc. 3601 Reynolds Rd Attn: Jean Hall Dabney Richmond, VA 23223	Astoria Wives Club, Inc. 3601 Reynolds Rd Attn: Jean Hall Dabney Richmond, VA 23223			100.00
Dominion Virginia Power PO Box 26666 Richmond, VA 23290	Dominion Virginia Power PO Box 26666 Richmond, VA 23290			98.23

B4 (Official Form 4) (12/07) - Cont.

In re **Spirit Tours, LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the Vice President of the corporation named as 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 **March 4, 2011**Signature **/s/ Robyn T. Winston****Robyn T. Winston****Vice President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of Virginia**

In re Spirit Tours, LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Anthony E. Winston 2716 Jon Page Ct Glen Allen, VA 23060		49%	membership
Robyn Winston 2716 Jon Page Ct Glen Allen, VA 23060		51%	membership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Vice President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 4, 2011

Signature /s/ Robyn T. Winston

**Robyn T. Winston
Vice President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of Virginia**

In re **Spirit Tours, LLC**

Debtor(s)

Case No.
Chapter**11**

VERIFICATION OF CREDITOR MATRIX

I, the Vice President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **March 4, 2011****/s/ Robyn T. Winston****Robyn T. Winston/Vice President**

Signer/Title

Amelia High School
8500 Otterburn Rd
Attn: Mike Neller
Amelia Court House, VA 23002

American Express
PO Box 360001
Fort Lauderdale, FL 33336

American Express Blue
PO Box 360001
Fort Lauderdale, FL 33336

Anthony E. Winston
2716 Jon Page Ct
Glen Allen, VA 23060

Astoria Wives Club, Inc.
3601 Reynolds Rd
Attn: Jean Hall Dabney
Richmond, VA 23223

Beacon Wireless Solutions, Inc
206 Laird Drive, Ste 207
Toronto, Ontario M4G 3W5
CANADA

Caleb Baylee Real Estate LLC
8430 Meadowbridge Rd
Mechanicsville, VA 23116

Capital One Small Business
General Correspondence
PO Box 30285
Salt Lake City, UT 84130

Chase Paymentech
PO Box 29534
Phoenix, AZ 85038

Comcast
5401 Staples Mill Road
Henrico, VA 23228

County of Hanover
Commissioner of Revenue
PO Box 470
Hanover, VA 23069

Distinctive Systems, Inc.
928 Broadway, Ste 1000
New York, NY 10010

Dodson Pest Control
3712 Campbell Ave
Lynchburg, VA 24501

Dominion Virginia Power
PO Box 26666
Richmond, VA 23290

Fellowship Community Church
PO Box 2252
Attn: Tony Ramirez
Mechanicsville, VA 23116

NCO Financial Services
807 Prudential Road
Horsham, PA 19044

Pembroke Occupational Health
PO Box 75169
Baltimore, MD 21275

Porter Realty Company
PO Box 6482
Richmond, VA 23230

Quarles Fuel Network
1701 Fall Hill Avenue
Fredericksburg, VA 22401

RaceAway Hospitality
2809 NW 5th St
Attn J. Strathman
Ankeny, IA 50023

Robyn and Anthony Winston
2716 Jon Page Ct
Glen Allen, VA 23060

Robyn Winston
2716 Jon Page Ct
Glen Allen, VA 23060

Southern States Employee Assoc
6606 W. Broad St.
Attn: Sonia Thierry
Richmond, VA 23230

Summit Christian School
4900 Summit Blvd
Attn: T. Trindale
West Palm Beach, FL 33415

Town of Ashland Treasurer
PO Box 1600
Ashland, VA 23005

United States Treasury
1500 Pennsylvania Ave. NW
Washington, DC 20220

US Bancorp Equipment Finance
13010 SW 68th Pkwy
Portland, OR 97223

Va Department of Taxation
PO Box 27264
Richmond, VA 23261

Verizon
PO Box 83078
Saint Petersburg, FL 33733

Virginia Employment Commission
PO Box 27483
Richmond, VA 23261

Volvo Financial Services
7025 Albert Pick Rd
Ste 105
Greensboro, NC 27409

Volvo Financial Services
PO Box 26131
Greensboro, NC 27402-6131

Wells Fargo Equipment Finance
NW-8178
PO Box 1450
Minneapolis, MN 55485-8178

Winston Enterprises, Inc.
2716 Jon Page Ct
Glen Allen, VA 23060

**United States Bankruptcy Court
Eastern District of Virginia**

In re **Spirit Tours, LLC**

Debtor(s)

Case No.
Chapter**11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Spirit Tours, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

March 4, 2011

Date

/s/ Paula S. Beran**Paula S. Beran**Signature of Attorney or Litigant
Counsel for **Spirit Tours, LLC****Tavener & Beran, PLC****20 North 8th Street****Second Floor****Richmond, VA 23219****(804) 783-8300 Fax:(804) 783-0178**

12:16 PM

7/28/11
 Cash Basis

Spirit Tours

Profit & Loss

January through December 2010

Jan - Dec 10

Ordinary Income/Expense	
Income	
4012 · Returned Check Charges	5.00
4020 · Canceled Trips Admin Fees	24.50
4030 · Reimbursed Expenses	10,013.60
4040 · Tour Sales	159,249.01
4050 · Motorcoach Sales	506,080.87
4051 · Mid-Size Coach Sales	13,481.00
4060 · SnowPlowing	4,322.29
4061 · Outside Repair/Maintenance Income	5,851.10
4090 · Uncategorized Income	280.00
Total Income	699,307.37
Gross Profit	
	699,307.37
Expense	
6000 · Outside Maintenance-Parts	503.90
6001 · Vehicle Damage	-1,511.59
6110 · Automobile Expense	
6110.1 · Mileage	3,047.80
Total 6110 · Automobile Expense	3,047.80
6120 · Bank Service Charges	
6120.1 · Credit Card Statement Fees	45.50
6120.2 · CC Processing Transaction Fees	755.74
6120 · Bank Service Charges - Other	1,115.00
Total 6120 · Bank Service Charges	1,916.24
6145 · Cleaning	1,260.02
6160 · Dues and Subscriptions	
6162 · Books	52.50
6160 · Dues and Subscriptions - Other	2,279.25
Total 6160 · Dues and Subscriptions	2,331.75
6171 · Customer Relations	10.88
6180 · Insurance	
6180.1 · Property Insurance	2,525.00
6180.2 · Vehicle BI/PD/UM	38,133.34
6180.4 · Medical	9,704.54
6180.5 · Dental	732.62
6180.6 · General Liability Insurance	1,698.00
6180.8 · Work Comp	5,896.00
6182 · Claims Paid	9.74
Total 6180 · Insurance	58,699.24
6190 · Leased Vehicles Expense	0.00
6191 · Building Lease/Rent	
6191.1 · Building Repairs	506.00
6191 · Building Lease/Rent - Other	40,080.00
Total 6191 · Building Lease/Rent	40,586.00
6200 · Interest Expense	
6200.1 · Finance Charge	2,179.71
6200.2 · Loan Interest	54,596.34
6200.4 · Late Fees	2,586.05
6200 · Interest Expense - Other	35.55
Total 6200 · Interest Expense	59,397.65
6210 · Web Development	120.00
6220 · Computer / Network Repair	220.00
6230 · Licenses and Permits	7,185.96
6231 · Citation Expense	125.00
6232 · Uniforms	125.77
6233 · Medical Costs	1,057.00
6240 · Miscellaneous	275.51
6250 · Postage and Delivery	728.45

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02/28/11

Cash Basis

Spirit Tours
Profit & Loss
January through December 2010

Jan - Dec 10

6251 · Office Supplies	1,097.21
6252 · Shop Supplies	502.70
6270 · Professional Fees	
6270.1 · Legal Fees	288.00
6270.2 · Accounting	1,800.00
6270.3 · Advertising	2,503.90
6270.4 · Hiring Expenses	135.00
Total 6270 · Professional Fees	4,726.90
6280 · Charitable Contributions	3,514.85
6290 · Tour Expenses	
6290.1 · Subcontracted Tour Expenses	12,408.50
6290 · Tour Expenses - Other	40,510.15
Total 6290 · Tour Expenses	52,918.65
6300 · Repairs/Maintenance	
6300.1 · Equipment Repairs	10,165.84
6300.2 · Janitorial Expense	291.98
6300.3 · Equipment Maintenance/Upkeep	6,017.61
6300.4 · Tires	13,561.39
6300.5 · Breakdown Assistance	934.05
6300.6 · Outside Vehicle Maintenance	146.22
6300 · Repairs/Maintenance - Other	277.99
Total 6300 · Repairs/Maintenance	31,395.08
6340 · Telephone Equipment	22.40
6347 · Fuel	93,080.74
6348 · Tolls	2,396.17
6350 · Travel & Ent	
6350.1 · Mileage	75.00
6350.2 · Meals	17,337.67
6350.3 · Travel	2,142.22
6350.4 · Lodging	7,166.66
6350.5 · Parking	2,023.80
Total 6350 · Travel & Ent	28,745.35
6390 · Utilities	
6390.1 · Electric	1,516.16
6390.2 · Telephone	
6390.21 · GPS Tracking	1,079.52
6390.22 · Cellular Phone	4,780.27
6390.2 · Telephone - Other	3,287.94
Total 6390.2 · Telephone	9,147.73
6390.3 · Internet	179.40
6390.4 · Satellite Radio	895.42
Total 6390 · Utilities	11,738.71
6560 · Payroll Expenses	
6560.1 · Officer Salary	72,200.00
6560.3 · Payroll Taxes	
6560.31 · VA Unemployment Company	500.96
6560.32 · Penalty	184.86
6560.3 · Payroll Taxes - Other	972.35
Total 6560.3 · Payroll Taxes	1,658.17
6560.7 · Gratuity	2,188.00
6560 · Payroll Expenses - Other	184,559.27
Total 6560 · Payroll Expenses	260,605.44
6800 · Taxes	
6800.2 · Local	555.48
6800.3 · Property	16,084.79
6800.4 · State	10.00
6800.5 · Fuel Taxes	337.59
6800 · Taxes - Other	2,255.62

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3/28/11
Cash Basis

Spirit Tours
Profit & Loss
January through December 2010

	Jan - Dec 10
Total 6800 · Taxes	19,243.48
6996 · Reconciliation Discrepancies	0.00
6998 · Bad Debt Expense	120.00
Total Expense	686,187.26
Net Ordinary Income	13,120.11
Net Income	<u>13,120.11</u>

12.15 PM

2/28/11

Cash Basis

Spirit Tours Profit & Loss January 2011

Jan 11

Ordinary Income/Expense	
Income	
4040 · Tour Sales	8,810.00
4050 · Motorcoach Sales	13,936.80
Total Income	22,746.80
Gross Profit	22,746.80
Expense	
6001 · Vehicle Damage	-57.50
6120 · Bank Service Charges	
6120.1 · Credit Card Statement Fees	3.50
6120.2 · CC Processing Transaction Fees	121.61
Total 6120 · Bank Service Charges	125.11
6200 · Interest Expense	
6200.1 · Finance Charge	323.65
6200.2 · Loan Interest	743.54
Total 6200 · Interest Expense	1,067.19
6230 · Licenses and Permits	140.00
6250 · Postage and Delivery	14.49
6251 · Office Supplies	58.54
6252 · Shop Supplies	30.45
6270 · Professional Fees	
6270.3 · Advertising	167.55
Total 6270 · Professional Fees	167.55
6290 · Tour Expenses	
6290.1 · Subcontracted Tour Expenses	4,305.00
6290 · Tour Expenses - Other	-15.00
Total 6290 · Tour Expenses	4,290.00
6300 · Repairs/Maintenance	
6300.1 · Equipment Repairs	438.23
6300.3 · Equipment Maintenance/Upkeep	58.52
Total 6300 · Repairs/Maintenance	496.75
6347 · Fuel	3,685.85
6350 · Travel & Ent	
6350.2 · Meals	120.00
Total 6350 · Travel & Ent	120.00
6390 · Utilities	
6390.1 · Electric	101.62
6390.2 · Telephone	
6390.22 · Cellular Phone	326.65
6390.2 · Telephone - Other	517.84
Total 6390.2 · Telephone	844.49
6390.3 · Internet	179.40
Total 6390 · Utilities	1,125.51
6560 · Payroll Expenses	
6560.1 · Officer Salary	5,600.00
6560.7 · Gratuity	100.00
6560 · Payroll Expenses - Other	5,287.27
Total 6560 · Payroll Expenses	10,987.27
6800 · Taxes	
6800.5 · Fuel Taxes	330.37
Total 6800 · Taxes	330.37
Total Expense	22,581.58

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02/28/11
Cash Basis

Spirit Tours
Profit & Loss
January 2011

	Jan 11
Net Ordinary Income	165.22
Net Income	<u>165.22</u>

**SCHEDULE C
(Form 1040)**

Profit or Loss From Business

(Sole Proprietorship)

OMB No. 1545-0074

2009

Attachment
Sequence No. **09**

Department of the Treasury
Internal Revenue Service (99)

▶ Partnerships, joint ventures, etc., generally must file Form 1065 or 1065-B.
▶ Attach to Form 1040, 1040NR, or 1041. ▶ See Instructions for Schedule C (Form 1040).

Name of proprietor
Robyn T. Winston

A Principal business or profession, including product or service (see page C-2 of the instructions)
Charter Bus and Touring Services

B Enter code from pages C-9, 10, & 11
▶ **485510**

C Business name. If no separate business name, leave blank.
Spirit Tours, LLC

D Employer ID number (EIN), if any
54-2002213

E Business address (including suite or room no.) ▶ **2716 Jon Page Ct**
City, town or post office, state, and ZIP code **Glen Allen VA 23060-4474**

F Accounting method: (1) Cash (2) Accrual (3) Other (specify) ▶

G Did you "materially participate" in the operation of this business during 2009? If "No," see page C-3 for limit on losses Yes No

H If you started or acquired this business during 2009, check here

Part I Income

1 Gross receipts or sales. Caution. See page C-4 and check the box if: • This income was reported to you on Form W-2 and the "Statutory employee" box on that form was checked, or • You are a member of a qualified joint venture reporting only rental real estate income not subject to self-employment tax. Also see page C-3 for limit on losses.	<input type="checkbox"/>	1	756,716
2 Returns and allowances		2	2,453
3 Subtract line 2 from line 1		3	754,263
4 Cost of goods sold (from line 42 on page 2)		4	
5 Gross profit. Subtract line 4 from line 3		5	754,263
6 Other income, including federal and state gasoline or fuel tax credit or refund (see page C-4) See Stmt 1		6	7,117
7 Gross income. Add lines 5 and 6		7	761,380

Part II Expenses. Enter expenses for business use of your home **only** on line 30.

8 Advertising	8	5,619	18 Office expense	18	
9 Car and truck expenses (see page C-4)	9	8,525	19 Pension and profit-sharing plans	19	
10 Commissions and fees	10		20 Rent or lease (see page C-6):		
11 Contract labor (see page C-4)	11		a Vehicles, machinery, and equipment	20a	
12 Depletion	12		b Other business property	20b	40,080
13 Depreciation and section 179 expense deduction (not included in Part III) (see page C-5)	13	178,980	21 Repairs and maintenance	21	14,387
14 Employee benefit programs (other than on line 19)	14		22 Supplies (not included in Part III)	22	1,987
15 Insurance (other than health)	15	46,588	23 Taxes and licenses	23	44,122
16 Interest:			24 Travel, meals, and entertainment:		
a Mortgage (paid to banks, etc.)	16a	81,260	a Travel	24a	13,787
b Other	16b	1,448	b Deductible meals and entertainment (see page C-6)	24b	17,346
17 Legal and professional services	17	2,249	25 Utilities	25	1,551
18 Office expense	18		26 Wages (less employment credits)	26	223,030
19 Pension and profit-sharing plans	19		27 Other expenses (from line 48 on page 2)	27	110,070
20 Rent or lease (see page C-6):			28 Total expenses before expenses for business use of home. Add lines 8 through 27	28	791,029
a Vehicles, machinery, and equipment	20a		29 Tentative profit or (loss). Subtract line 28 from line 7	29	-29,649
b Other business property	20b	40,080	30 Expenses for business use of your home. Attach Form 8829	30	
21 Repairs and maintenance	21	14,387	31 Net profit or (loss). Subtract line 30 from line 29.		
22 Supplies (not included in Part III)	22	1,987	• If a profit, enter on both Form 1040, line 12, and Schedule SE, line 2, or on Form 1040NR, line 13 (if you checked the box on line 1, see page C-7). Estates and trusts, enter on Form 1041, line 3.	31	-29,649
23 Taxes and licenses	23	44,122	• If a loss, you must go to line 32.		
24 Travel, meals, and entertainment:			32 If you have a loss, check the box that describes your investment in this activity (see page C-7).		
a Travel	24a	13,787	• If you checked 32a, enter the loss on both Form 1040, line 12, and Schedule SE, line 2, or on Form 1040NR, line 13 (if you checked the box on line 1, see the line 31 instructions on page C-7). Estates and trusts, enter on Form 1041, line 3.		
b Deductible meals and entertainment (see page C-6)	24b	17,346	• If you checked 32b, you must attach Form 6198. Your loss may be limited.		
25 Utilities	25	1,551		32a	<input checked="" type="checkbox"/> All investment is at risk.
26 Wages (less employment credits)	26	223,030		32b	<input type="checkbox"/> Some investment is not at risk.
27 Other expenses (from line 48 on page 2)	27	110,070			

For Paperwork Reduction Act Notice, see page C-9 of the instructions.

Schedule C (Form 1040) 2009

Robyn T. Winston

Schedule C (Form 1040) 2009 **Charter Bus and Touring Services**

Part III Cost of Goods Sold (see page C-8)

33	Method(s) used to value closing inventory: a <input type="checkbox"/> Cost b <input type="checkbox"/> Lower of cost or market c <input type="checkbox"/> Other (attach explanation)	
34	Was there any change in determining quantities, costs, or valuations between opening and closing inventory? If "Yes," attach explanation	<input type="checkbox"/> Yes <input type="checkbox"/> No
35	Inventory at beginning of year. If different from last year's closing inventory, attach explanation	35
36	Purchases less cost of items withdrawn for personal use	36
37	Cost of labor. Do not include any amounts paid to yourself	37
38	Materials and supplies	38
39	Other costs	39
40	Add lines 35 through 39	40
41	Inventory at end of year	41
42	Cost of goods sold. Subtract line 41 from line 40. Enter the result here and on page 1, line 4	42

Part IV Information on Your Vehicle. Complete this part only if you are claiming car or truck expenses on line 9 and are not required to file Form 4562 for this business. See the instructions for line 13 on page C-5 to find out if you must file Form 4562.

43	When did you place your vehicle in service for business purposes? (month, day, year) ▶	
44	Of the total number of miles you drove your vehicle during 2009, enter the number of miles you used your vehicle for:	
	a Business	b Commuting (see instructions)
	c Other	
45	Was your vehicle available for personal use during off-duty hours?	<input type="checkbox"/> Yes <input type="checkbox"/> No
46	Do you (or your spouse) have another vehicle available for personal use?	<input type="checkbox"/> Yes <input type="checkbox"/> No
47a	Do you have evidence to support your deduction?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	b If "Yes," is the evidence written?	<input type="checkbox"/> Yes <input type="checkbox"/> No

Part V Other Expenses. List below business expenses not included on lines 8-26 or line 30.

Bank Service Charges	705
Cleaning	707
Touring Costs/Subcontracted P	27,702
Dues and subscriptions	2,123
Customer Relations	956
Postage and delivery	588
Printing and reproduction	199
Fuel	62,328
Shop supplies	649
Telephone supplies	386
Transportation communications	9,230
Miscellaneous	685
Safety costs	148
Website maintenance	120
Professional Development	1,620
Consulting fees	1,356
Security expenses	16
Uniforms	45
Hiring expenses	200
Amortization	307
48 Total other expenses. Enter here and on page 1, line 27	48 110,070