

**United States Bankruptcy Court
Southern District of New York**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): EOS AIRLINES, INC.	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): FDBA Atlantic Express, Inc.	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./Complete EIN or other Tax ID No. (if more than one, state all) 61-1448050	Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 287 Bowman Avenue 4th Floor Purchase, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 10577	ZIP Code
County of Residence or of the Principal Place of Business: Westchester	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):

<p>Type of Debtor (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>Nature of Business (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 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (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>Tax-Exempt Entity (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>Nature of Debts (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>Filing Fee (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>Chapter 11 Debtors</p> 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 \$2,190,000. 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).
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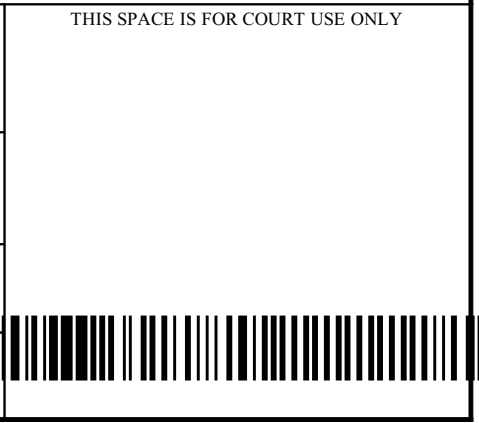
Statistical/Administrative Information

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									
1-49	50-99	100-199	200-999	1000-5,000	5001-10,000	10,001-25,000	25,001-50,000	100,001-100,000	OVER 100,000
<input type="checkbox"/>	<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"/>

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

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



Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): EOS AIRLINES, INC.
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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:

<p style="text-align: center;">Exhibit A</p> <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 checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</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>
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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.

Statement 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 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.

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

Name of Debtor(s):
EOS AIRLINES, INC.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X /s/ Stephen D. Lerner _____
Signature of Attorney for Debtor(s)

Stephen D. Lerner NY 2067841 _____
Printed Name of Attorney for Debtor(s)

Squire Sanders & Dempsey LLP _____
Firm Name

350 Park Avenue
New York, NY 10022-6022

Address

(212) 872-9800 Fax: (212) 872-9815 _____
Telephone Number

April 26, 2008 _____
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/ Tom Martin _____
Signature of Authorized Individual

Tom Martin _____
Printed Name of Authorized Individual

Chief Financial Officer _____
Title of Authorized Individual

April 26, 2008 _____
Date

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 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 19B 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 Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

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

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.

**United States Bankruptcy Court
Southern District of New York**

In re EOS AIRLINES, INC.
Debtor

Case No. _____

Chapter 11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.
2. The following financial data is the latest available information and refers to debtor's condition on March 31, 2008.

a. Total assets	\$ <u>70,233,455.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>34,858,485.00</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>24,525,674</u>	<u>80</u>
e. Number of shares of common stock	<u>562,681</u>	<u>100</u>

Comments, if any:

3. Brief description of debtor's business:
Transatlantic airline
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Golden Gate Capital 47%
Rizon United Corporation 24%

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re

Case No.:

EOS AIRLINES, INC.

Chapter 11

Debtor(s)

-----X

DECLARATION RE: ELECTRONIC FILING

PART I - - DECLARATION OF PETITIONER[S]:

I [We] Tom Martin [and _____] the undersigned debtor[s], hereby declare under penalty of perjury, that the information I [we] have given my [our] attorney and the information provided in the electronically filed petition is true and correct. I [We] consent to my [our] attorney sending my [our] petition, and the accompanying statements and schedules to the United States Bankruptcy Court, the trustee appointed in my [our] case and the United States Trustee. I [We] understand that failure to provide the trustee with the signed original of this Declaration Re: Electronic Filing within 15 days following the date the petition was electronically filed will cause my [our] case to be dismissed pursuant to 11 U.S.C § 707(a)(3) without further notice.

Dated: April 26, 2008

Signed: /s/ Tom Martin

PART II - - DECLARATION OF ATTORNEY:

I declare under penalty of perjury that I have reviewed the above debtor's(s) petition, schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. The debtor(s) will have signed this form before I file the petition, schedules and statements. I will give the debtor(s) a copy of all forms and information to be filed with the United States Bankruptcy Court, and I will send copies of this declaration, the petition, schedules and statements to the trustee appointed in this case and to the United States Trustee. This declaration is based upon all information of which I have knowledge.

Dated: April 26, 2008

Signed: /s/ Stephen D. Lerner

Stephen D. Lerner

Attorney for Debtor[s]

Squire Sanders & Dempsey LLP

350 Park Avenue

New York, NY 10022-6022

(212) 872-9800

UNITED STATES BANKRUPTCY COURT
LISTS, SCHEDULES, STATEMENTS AND FEES

Voluntary Chapter 11 Case

- Filing Fee of \$1000.**
If the fee is to be paid in installments, the debtor must be an individual and must file a signed application for court approval. Official Form 3A and Rule 1006(b), Fed.R.Bankr.P.
- Administrative fee of \$39.**
If the debtor is an individual and the court grants the debtor's request, this fee is payable in installments.
- Voluntary Petition (Official Form 1).**
Names and addresses of all creditors of the debtor.
Must be filed **WITH** the petition. Names and addresses not required if debtor files a schedule of liabilities with the petition. Rule 1007(a), Fed.R.Bankr.P.
- Notice to Individual Debtor with Primarily Consumer Debts under 11 U.S.C. § 342(b), if applicable.**
Must be filed with the petition or within 15 days. 11 U.S.C. §§ 342(b); 521(a)(1)(B)(iii); 707(a)(3).
- Notice to debtor by "bankruptcy petition preparer," if applicable.**
Must be filed **WITH** the petition if prepared by a "bankruptcy petition preparer." 11 U.S.C. § 110(b)(2)(B); Official Form 19B.
- Statement of Social Security Number (Official Form 21).**
Required if the debtor is an individual. Must be submitted **WITH** the petition. Rule 1007(f), Fed.R.Bankr.P.
- Certificate of Credit Counseling and Debt Repayment Plan. (Or § 109(h)(3) certification or § 109(h)(4) request.)**
Required if the debtor is an individual. Must be filed **WITH** the petition. Rule 1007(b) & (c), Fed.R.Bankr.P.
- Statement disclosing compensation paid or to be paid to a "bankruptcy petition preparer" as defined in 11 U.S.C. § 110.**
Must be filed **WITH** the petition if the "bankruptcy petition preparer" prepares the petition. 11 U.S.C. § 110(h).
- Statement of current monthly income, etc. (Official Form 22B).**
Required if the debtor is an individual. Must be filed with the petition or within 15 days. Rule 1007(b) & (c), Fed.R.Bankr.P.
- List of Creditors holding the 20 largest unsecured claims (Official Form 4).**
Must be filed **WITH** the petition. Rule 1007(d), Fed.R.Bankr.P.
- Names and addresses of equity security holders of the debtor.**
Must be filed with the petition or within 15 days, unless the court orders otherwise. Rule 1007(a)(3), Fed.R.Bankr.P.
- Schedules of assets and liabilities (Official Form 6).**
Must be filed with the petition or within 15 days. Rule 1007(b) & (c), Fed.R.Bankr.P.
- Schedule of executory contracts and unexpired leases (Schedule G of Official Form 6).**
Must be filed with the petition or within 15 days. Rule 1007(b) & (c), Fed.R.Bankr.P.
- Schedules of current income and expenditures.**
All debtors must file these schedules. If the debtor is an individual, Schedules I and J of Official Form 6 must be used for this purpose. Must be filed with the petition or within 15 days. 11 U.S.C. § 521(1) and Rule 1007(b) & (c), Fed.R.Bankr.P.
- Statement of financial affairs (Official Form 7).**
Must be filed with the petition or within 15 days. Rule 1007(b) & (c), Fed.R.Bankr.P.
- Copies of all payment advices or other evidence of payment received by the debtor from any employer within 60 days before the filing of the petition.**
Required if the debtor is an individual. Must be filed **WITH** the petition or within 15 days. Rule 1007(b) & (c), Fed.R.Bankr.P.
- Statement disclosing compensation paid or to be paid to the attorney for the debtor.**
Must be filed within 15 days or any other date set by the court. 11 U.S.C. § 329 and Rule 2016(b), Fed.R.Bankr.P.

Notice: Under 28 U.S.C. § 1930(a) the debtor, or trustee if one is appointed, is required also to pay a fee to the United States trustee at the conclusion of each calendar quarter until the case is dismissed or converted to another chapter. The amount to be paid is:

\$ 250 if disbursements total less than \$15,000;	\$3750 if disbursements total between \$300,000 and \$1,000,000;
\$ 500 if disbursements total between \$15,000 and \$75,000;	\$5000 if disbursements total between \$1,000,000 and \$2,000,000;
\$ 750 if disbursements total between \$75,000 and \$150,000;	\$7500 if disbursements total between \$2,000,000 and \$3,000,000;
\$1250 if disbursements total between \$150,000 and \$225,000;	\$8000 if disbursements total between \$3,000,000 and \$5,000,000;
\$1500 if disbursements total between \$225,000 and \$300,000;	\$10,000 if disbursements total more than \$5,000,000.

**United States Bankruptcy Court
Southern District of New York**

In re EOS AIRLINES, INC.
Debtor

Case No. _____

Chapter 11

DECLARATION OF COMPLIANCE WITH RULE 9009

The undersigned is the attorney for the debtor in this case.

The undersigned declares under penalty of perjury that the Schedules and Forms filed in this case for the debtor were computer generated using *Best Case Bankruptcy* and conform with those prescribed by Bankruptcy Rule 9009.

Date April 26, 2008

/s/ Stephen D. Lerner NY 2067841

Signature of attorney

**Stephen D. Lerner NY 2067841
Squire Sanders & Dempsey LLP
350 Park Avenue
New York, NY 10022-6022
(212) 872-9800**

RESOLUTIONS OF EOS AIRLINES, INC.

WHEREAS, the Board of Directors (the "Board") and management of Eos Airlines, Inc., a Delaware corporation (the "Corporation") have been evaluating and considering the reorganization of its business (the "Reorganization") in consultation with the officers of the Corporation; and

WHEREAS, the Board has determined that it is desirable, fair, reasonable and in the best interest of the Corporation and the Corporation's creditors, stockholders and other interested parties for the Corporation to file a petition seeking relief under the provisions of Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Corporation and its creditors, stockholders and other interested parties, that a petition for reorganization under Chapter 11 of the United States Bankruptcy Code be filed by the Corporation;

RESOLVED, that the Chief Executive Officer and President and the Chief Financial Officer, or such other officer(s) of the Corporation as they shall from time to time designate (each, an "Authorized Officer"), are hereby authorized and instructed to cause preparation of voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code on behalf of the Corporation for which they deem such a filing to be appropriate and that, upon preparation, such Authorized Officer is hereby authorized, on behalf of and in the name of the Corporation to cause such voluntary petitions to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such petitions to be filed with the United States Bankruptcy Court for the Southern District of New York;

RESOLVED, that the Authorized Officers be, and each hereby is, hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Corporation to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such officers are hereby authorized and instructed, on behalf of and in the name of the Corporation, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Corporation, and to execute and deliver appropriate agreements for such use of post-petition financing in connection with the Corporation's chapter 11 case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Corporation pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in his sole discretion, may deem necessary or proper in connection with such further borrowings;

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 and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the proceeding;

RESOLVED, that the law firm of Squire, Sanders & Dempsey L.L.P. be, and hereby is, retained as bankruptcy counsel for the Corporation in the proceeding, and the Authorized Officers of the Corporation are hereby authorized and directed, to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the proceeding, (b) continue to periodically replenish, as required, the retainer previously paid by the Corporation to Squire, Sanders & Dempsey L.L.P., on account of the services rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of Squire, Sanders & Dempsey L.L.P.;

RESOLVED, that Alvarez and Marsal, itself or through Alvarez and Marsal Transaction Advisory Group, LLC or another one of its affiliates, is hereby retained to serve as the financial advisor to the Company in connection with such proceeding, on the same terms as heretofore agreed between such firm and the Corporation, or otherwise as may be agreed between such firm and the officers of the Corporation;

RESOLVED, that, if the Authorized Officers elect, the board of directors approves the engagement of the firm of Kurtzman Carson Consultants as the claims and notice agent for the Corporation in the proceeding, 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 the proceeding and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants;

RESOLVED, that the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and, in connection therewith, 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 the proceeding and cause to be filed an appropriate application for authority to retain the services of such firm;

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 and the exercise of such discretionary authority;

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any Authorized 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

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 proceeding, 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.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

G. Leonard Baker, Jr., Director

David Pottruck, Director

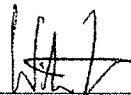
Jesse Rogers, Director

David Dominik, Director

Jake Mizrahi, Director

Ghanim Bin Saad Al Saad, Director

Ron Graves, Director

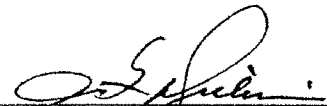


William Curtis, Director

Charles Merritt, Director

Ghassan Abdulla Al Binali, Director

David Coltman, Director



Jack Williams, Director

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David Coltman, Director

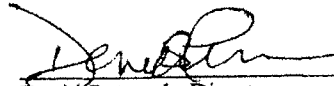
Jack Williams, Director

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IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

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Jesse Rogers, Director

David Dominik, Director

Jake Mizrahi, Director

Ghanim Bin Saad Al Saad, Director

Ron Graves, Director

William Curtis, Director

Charles Merritt, Director

Ghassan Abdulla Al Binali, Director

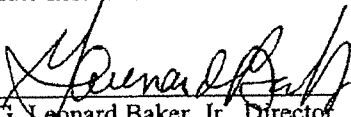
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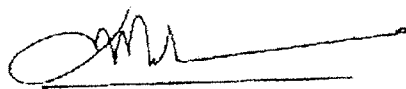
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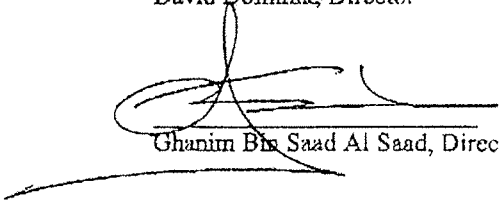
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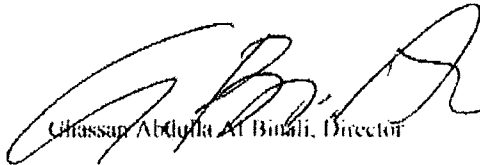
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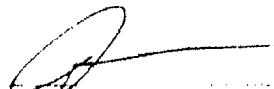
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Jack Williams, Director

List of Creditors Holding 20 Largest Unsecured Claims

Creditor	Amount	Disputed Unliquidated Contingent
Servisair LLC 111 Great Neck Road - Suite 320 Great Neck, NY 11002-0355	\$ 744,000	
Campania Mexicana de Aviacion, S.A. DE C.V. Xola 535 - Col. Del Valle Mexico Apartado Postal 12-813 MX 03100	\$ 697,293	
BAA Business Support Centre Limited Carlson House Glasgow, GB 3000 G52 4YG	\$ 477,727	
Delta Air Lines, Inc. PO Box 101153 Atlanta, GA 30392-1153	\$ 363,692	
JFK International Air Terminal Terminal 4, Room 161.022 John F. Kennedy Airport Jamaica, NY 11430	\$ 349,550	
United Airlines Inc. PO Box 74688 Chicago, IL 60675-4688	\$ 338,729	
IMS Consultants dba Innovative Media Solutions 3995 E. La Palma Anaheim, CA 92807	\$ 309,885	
Golden Gate Capital One Embarcadero Center, 39th Floor San Francisco, CA 94111	\$ 308,333	
Pan Am International Flight Academy P.O. Box 660920 Miami, FL 33266-0920	\$ 279,000	
MediaCom 777 Third Avenue New York, NY 10017	\$ 254,550	
DO & CO New York Int'l Catering, In 149-32 132 nd Street Jamaica, NY 11430	\$ 245,000	
Helios MPPD BV Prinsengracht 168 1016 HA Amsterdam Netherlands	\$ 247,482	
The Port Authority of NY & NJ P.O. Box 95000-1517 Philadelphia, PA 19195-1517	\$ 223,031	
ICTS (UK) Limited International Consultants on Targeted Security South Block, Tavistock Square London, GB WC1H 9LG	\$ 209,696	
Radisson SAS Hotel London Stansted Airport Waltham Close ES GB CN24 IPP	\$ 208,678	

Creditor	Amount	Disputed Unliquidated Contingent
B/E Aerospace 88269 Expedite Way Chicago, IL 60695-0001	\$ 204,280	
ASIG JFK P. O. Box 2278 Carolstream, IL 60132-2278	\$ 148,705	
ARC Financial Services 4100 N. Fairfax Drive Suite 600 Arlington, VA 22203	\$ 143,683	
Boeing Commercial Airplanes PO Box 277851 Atlanta, GA 30384-7851	\$ 128,651	
SourceSpeed LLC 420 Wolfe Street Alexandria, VA 22314	\$ 127,594	