

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Pemco World Air Services, 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): N/A		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 63-1275213		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): 4102 N. Westshore Blvd. Tampa, Florida 33614 <div style="text-align: right;">ZIP CODE 33614</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Hillsborough		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): 100 Pemco Drive, Dothan, Alabama <div style="text-align: right;">ZIP CODE 36303</div>		
Type of Debtor (Form of Organization) (Check one box) <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.) <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 Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
Filing Fee (Check one box.) <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: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b)
Statistical/Administrative Information <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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input 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 checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Pemco World Air Services, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 1	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 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 have 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.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

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

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.

• 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)

X _____
(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Robert S. Brady
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, DE 19801-0391
(302) 571-6600

3/5/12

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 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.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Benjamin B. Ward
Printed Name of Authorized Individual

CFO
Title of Authorized Individual

3/5/12

Date

SCHEDULE 1 TO THE VOLUNTARY PETITION

Pending bankruptcy cases filed by an affiliate of this Debtor:

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

Pemco World Air Services, Inc.

WAS Aviation Services Holding Corp.

WAS Aviation Services, Inc.

**UNANIMOUS ACTION OF DIRECTORS OF
PEMCO WORLD AIR SERVICES, INC.**

THE UNDERSIGNED, being all of the directors (the “Directors”) and the entire board of directors (the “Board of Directors”) of Pemco World Air Services, Inc., a Delaware corporation (the “Company”), acting pursuant to the authority of section 141(f) of the Delaware General Corporation Law, as amended, and in lieu of a special meeting of the Board of Directors of the Company, hereby consent to, authorize, and adopt the following resolutions with the same force and effect as if the undersigned were personally present at a meeting of the Board of Directors of the Company and had voted for the same:

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

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

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

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

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

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered, and directed to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, in the name and on behalf of the Company, all first day petitions, affidavits, schedules, motions, lists, applications, pleadings, and other necessary papers or documents, including any amendments thereto, necessary and proper to obtain initial relief under the

provisions of chapter 11 and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, or other professionals approved by the Board of Directors;

II. Post-petition Financing

FURTHER RESOLVED, in reference to that certain Senior Secured Superpriority Debtor in Possession Revolving Credit, Term Loan and Guaranty Agreement (as executed and delivered as provided in these Resolutions, the “DIP Credit Agreement”) proposed to be entered into by the Company, as borrower, WAS Aviation Services Holding Corp. and WAS Aviation Services, Inc. (collectively, the “Affiliates”), as guarantors, Avion Services Holdings, LLC (“Avion”), as administrative agent, Avion, as lender, and each of the lenders from time to time party thereto (collectively, with Avion, as lender, the “DIP Lenders”) and pursuant to which DIP Credit Agreement and any and all other security documents, intercompany subordination agreements, and other agreements, documents, instruments, certificates, and notices contemplated thereby which may be executed and delivered thereunder (collectively, with the DIP Credit Agreement, the “DIP Credit Documents”), and subject to such interim financing orders and final financing orders as may be entered by the Bankruptcy Court, the DIP Agent and the DIP Lenders would establish, on a secured, super-priority priming-lien basis, a debtor-in-possession revolving credit facility (the “Revolving DIP Credit Facility”) having a maximum aggregate \$ 6 million (\$5 million on an interim basis) revolving loan commitment and a debtor-in-possession term credit facility (the “Term DIP Credit Facility”, together with the Revolving DIP Credit Facility, the “DIP Credit Facility”) having an approximate aggregate \$ 31.8 million term loan commitment upon entry of a final financing order, in favor of the Company, as borrower, and guaranteed by the Affiliates, and with all obligations thereunder to be secured by substantially all of the assets of the Company and each of the Affiliates, that the substance, terms and provisions thereof be, and the same hereby are, authorized and approved in the manner herein provided, in the case of any such DIP Credit Document to be executed and delivered by the Company, or, in the case of any other DIP Credit Document, in the manner duly provided by the Board of Directors or other appropriate governing authority of each respective Affiliate party thereto;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver the DIP Credit Agreement and each other DIP Credit Document to which the Company is to be party, in each case substantially in the most recent form (if any) made available to the Board of Directors prior to the adoption of these Resolutions, and with such changes thereto (or, in the case of any DIP Credit Document not so made available, with such DIP Credit Document to be in such form) as the Authorized Representative(s) so acting may approve as necessary or appropriate and with the taking of such action to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code, be, and hereby is, authorized and empowered to incur the obligations under the DIP Credit Documents to which the Company is to be party, and undertake any and all related transactions contemplated thereby (collectively, the “Financing Transactions”);

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, from time to time, to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or otherwise, any and all such documents, agreements, certificates, writings, and instruments to be delivered in connection with the DIP Credit Documents, and to grant the security interest in or liens on any assets of the Company now owned or hereafter acquired as contemplated by the DIP Credit Documents, or to perfect any such lien, with full authority to indorse, assign, or guarantee any of the foregoing in the name of the Company, in each case, as any such representative may approve as necessary or appropriate to carry out the intents and purposes of these Resolutions and with the taking of such action be conclusive evidence of such approval;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Credit Documents, which shall in their sole judgment be necessary, proper, or advisable to perform the Company’s obligations under or in connection with the DIP Credit Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing Resolutions;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the DIP Credit Documents which, in their sole judgment, shall be necessary, proper, or advisable;

III. Sale and Reorganization Process

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered, and directed to take any and all actions necessary or appropriate for the Company to continue to (a) negotiate the sale of all or substantially all of the Company’s assets, including under the stalking horse asset purchase agreement with Avion as described to the members of the Board, and, subject to further approval of the Board, to enter into such asset purchase agreements and all other documents, agreements, or instruments to effectuate the foregoing and/or (b) negotiate a financing, recapitalization, restructuring, or other reorganization of the Company, including under one or more plans of reorganization, and subject to further

approval of the Board of Directors, to enter into such plan of reorganization and all other documents, agreements, or instruments to effectuate the foregoing;

IV. Retention of Professionals

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

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

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

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered, and directed to employ the firm of Bayshore Partners, LLC ("Bayshore") as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the

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

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

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

V. General

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

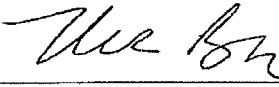
FURTHER RESOLVED, that all acts, actions, and transactions that are consistent with the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions

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

FURTHER RESOLVED, that for purposes of these Resolutions, and unless and until otherwise authorized or modified by the Board of Directors, the “Authorized Representatives” of the Company shall be William Meehan, Benjamin Ward, or such other person or persons as the Board of Directors may designate.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have signed this consent as of the 2ND day of
March 2012.



Mark Brody

William Meehan

Christopher Metz

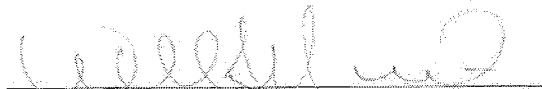
Don Mueller

John Sanders

BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF PEMCO WORLD
AIR SERVICES, INC.

IN WITNESS WHEREOF, the undersigned have signed this consent as of the 2ND day of March 2012.

Mark Brody



William Meehan

Christopher Metz

Don Mueller

John Sanders

BEING ALL OF THE MEMBERS OF THE
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Mark Brody

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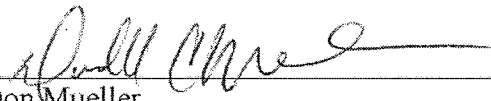
BEING ALL OF THE MEMBERS OF THE
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AIR SERVICES, INC.

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Mark Brody

William Meehan

Christopher Metz



Don Mueller

John Sanders

BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF PEMCO WORLD
AIR SERVICES, INC.

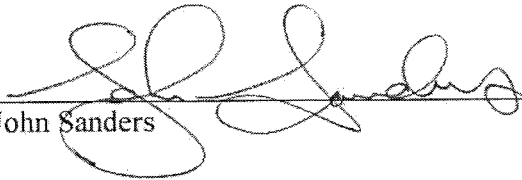
IN WITNESS WHEREOF, the undersigned have signed this consent as of the 2nd day of March 2012.

Mark Brody

William Meehan

Christopher Metz

Don Mueller



John Sanders

BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF PEMCO WORLD
AIR SERVICES, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X	:	
In re:	:	Chapter 11
	:	
PEMCO WORLD AIR SERVICES, INC.,	:	Case No. 12-_____ (____)
a Delaware corporation, <u>et al.</u> , ¹	:	
	:	(Joint Administration Pending)
	:	
Debtors.	:	
-----X	:	

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

Pemco World Air Services, Inc. ("Pemco"), a Delaware corporation, and certain of its affiliates, each a debtor and debtor in possession in the above captioned cases (collectively, the "Debtors"), filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"). This list of creditors holding the thirty (30) largest unsecured claims (the "Top 30 List") against the Debtors, on a consolidated basis, has been prepared from the Debtors' books and records as of March 3, 2012.

The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims, on a consolidated basis.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Pemco World Air Services, Inc. (5213), WAS Aviation Services, Inc. (5661), and WAS Aviation Services Holding Corp. (5698). The location of the Debtors' corporate headquarters and the Debtors' service address is: 4102 N. Westshore Blvd., Tampa, Florida 33614.

The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff, and (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors nor does it constitute a waiver of the Debtors' rights to contest the validity, priority, nature, characterization, and/or amount of any claim.²

² Certain claims listed herein may be subject to offset, discount, trade credit, or other deductions, which may not be included in the amount set forth herein. Failure to include such amount in this list shall not constitute a waiver of such right.

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

³ The Debtors reserve their rights to dispute the claims on this schedule on any basis.

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim
6	Structural Mod & Repair Tech	Structural Mod & Repair Tech Attn: Brian Peterson, VP 509 Live Oak Street Edgewater, FL 32132 Ph: 800-932-7627 Fax: 386-427-9008	Contract Labor		514,538.22
7	Regent Aerospace Corp.	Regent Aerospace Corp. Attn: Steve Smith, CFO 28110 W Harrison Parkway Valencia, CA 91355 Ph: 661-257-3000 X21 Fax: 661-257-8528	Plane Hardware, Parts, & Equipment		486,297.38
8	Ancra Corporation	Ancra Corporation Attn: Lee Eisenberg 4880 W Rosecrans Ave Hawthorne, CA 90250 Ph: 310-973-5000 Fax: 310-970-1789	Conversion – Parts & Equipment		459,330.00
9	STS Services Inc.	STS Services Inc. Attn: Rick Huff, Corporate Controller 2000 NE Jensen Beach Blvd Jensen Beach, FL 34957 Ph: 772-232-2301 Fax: 772-288-5765	Contract Labor		396,314.80
10	OMA S.P.A.	OMA S.P.A. Attn: Domenico Loreti Via Cagliari 20 06034 Foligno, Italy 6034 Ph: 39 0742 347552 Fax: 39 0742 67620	Conversion – Parts & Equipment		369,463.25

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

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim
16	Johnson Service Group Inc.	Johnson Service Group Inc. Attn: Tracy Corbett, Ops Manager 4485 Paysphere Circle Chicago, IL 60674-4485 Ph: 630-655-3500 Fax: 630-655-4689	Contract Labor		223,553.41
17	Airbus Service Co. Inc.	Airbus Service Co. Inc. Attn: Christine Cozza, Customer Credit Manager 21780 Filigree Ct Ashburn, VA 20147-6205 Ph: 703-729-4327 Fax: 703- 834-3464	Plane Hardware, Parts, & Equipment		222,668.05
18	North American Aircraft Svc.	North American Aircraft Svc. Attn: Deanna Repp, Accounting 11502 Jones Maltsberger San Antonio, TX 78216-5143 Ph: 210-805-0049 Fax: 210-805-0563	Plane Hardware, Parts, & Equipment		216,748.50
19	Strom Aviation	Strom Aviation Attn: Sue Halverson 109 South Elm St Waconia, MN 55387 Ph: 952-544-3611 Fax: 952-417-9195	Contract Labor		188,285.15
20	Future Metals Inc.	Future Metals Inc. Attn: Sonia Morel - Sr. Credit Analyst 10401 State Street Tamarac, FL 33321 Ph: 800-733-0960 Fax: 954-721-5050	Metal Provider		185,619.30
21	Aerocon Engineering	Aerocon Engineering 7716 Kester Ave Van Nuys, CA 91405 Ph: 818-785-2743 Fax: 818-785-2753	Conversion – Parts & Equipment		177,500.00

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim
22	Satair USA	Satair USA Attn: Akilah Faulkner 3993 Tradeport Boulevard Atlanta, GA 30354 Ph: 404-675-6333 Fax: 404 260 3588	Plane Hardware, Parts, & Equipment		162,119.58
23	Avio-Diepen Inc.	Avio-Diepen, Inc. Attn: Laquetta Rogers, Accounts Receiveable 561 Airport S Pky Ste 500 Atlanta, GA 30349 Ph: 770-996-6340 Fax: 770-996-5612	Plane Hardware, Parts, & Equipment		145,097.42
24	Quanta Staffing Solutions	Quanta Staffing Solutions Shari Quiggins, Accounting & Benefits Coordinator 14149 Farmington Livonia, MI 48154 Ph: 734-261-9472 Fax: 734-261-9485	Contract Labor		133,305.92
25	Aeronautical Support Inc.	Aeronautical Support Inc. Attn: Paula Listro, Accounting Manager 6530 W Rogers Circle #33 Boca Raton, FL 33487 Ph: 561-997-6922 Fax: 561-997-8533	Plane Hardware, Parts, & Equipment		128,760.24
26	Hillsborough Co Aviation Authority	Hillsborough Co Aviation Authority Attn: Kim Viamonte Tampa Int'l Airport 5503 W Spruce Street Tampa, FL 33607-5923 Ph: 813-870-8725 Fax: 813-876-6670	Facility – Rent		119,854.11

Rank	Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim
27	Goodrich Corp.	Goodrich Corp. Attn: Lisa Shaw, ASVS Program Manager 100 Pantan Road Vergennes, VT 05491 Ph: 802-877-4422 Fax: 802-877-4660	Plane Hardware, Parts, & Equipment		107,346.00
28	Impact Industrial Supplies	Impact Industrial Supplies Attn: Rhonda Diaz, Accounting 7020 Anderson Road Tampa, FL 33634 Ph: 813-885-2343 Fax: 813-885-1342	Plane Hardware, Parts, & Equipment		103,808.06
29	Dothan Houston City Airport Authority	Dothan Houston City Airport Authority Attn: Airport Administration 800 Airport Drive, Suite 15 Dothan, AL 36303 Ph: 334-983-8100 Fax: 334-983-3594	Facility - Rent		101,184.00
30	Job-Aire Aviation Services	Job-Aire Aviation Services 7524 N LA Cholla Blvd Tucson, AZ 85741 Ph: 520-878-0273 Fax: 520-878-0274	Contract Labor		101,012.36


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: :
: Chapter 11
PEMCO WORLD AIR SERVICES, INC., :
: Case No. 12-_____ (____)
a Delaware corporation, et al.,¹ :
: (Joint Administration Pending)
: Debtors. :
-----X

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

I, Benjamin B. Ward, Chief Financial Officer of each of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Debtors' List of Creditors Holding Thirty (30) Largest Unsecured Claims on a Consolidated Basis submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: March 5, 2012



Benjamin B. Ward, Chief Financial Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Pemco World Air Services, Inc. (5213), WAS Aviation Services, Inc. (5661), and WAS Aviation Services Holding Corp. (5698). The location of the Debtors' corporate headquarters and the Debtors' service address is: 4102 N. Westshore Blvd., Tampa, Florida 33614.


**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
PEMCO WORLD AIR SERVICES, INC.,	:	Case No. 12-_____ ()
a Delaware corporation, <u>et al.</u> , ¹	:	(Joint Administration Pending)
Debtors.	:	

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

I, Benjamin B. Ward, Chief Financial Officer of each of the above-captioned debtors in these cases (the "Debtors"), declare under penalty of perjury that I have read the foregoing consolidated list of equity security holders of the Debtors and that it is true and correct to the best of my information and belief.

Dated: March 5, 2012



Benjamin B. Ward
Chief Financial Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Pemco World Air Services, Inc. (5213), WAS Aviation Services, Inc. (5661), and WAS Aviation Services Holding Corp. (5698). The location of the Debtors' corporate headquarters and the Debtors' service address is: 4102 N. Westshore Blvd., Tampa, Florida 33614.