

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court
District of Massachusetts**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Southern Sky Air & Tours, LLC d/b/a Direct Air	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) 30-0586189	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): 375 Airport Drive Worcester, MA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 01602	ZIP Code
County of Residence or of the Principal Place of Business: Worcester	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 1600 Oak Street Myrtle Beach, SC	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 29577	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	Nature of Debts (Check one box) <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) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (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).
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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 checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input 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 checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition

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

Name of Debtor(s):

Southern Sky Air & Tours, LLC d/b/a Direct Air

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 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 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

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 Attorney*

X _____
Signature of Attorney for Debtor(s)

Alan L. Braunstein
Printed Name of Attorney for Debtor(s)

Riemer & Braunstein LLP
Firm Name

Three Center Plaza
Boston, MA 02108

Address

617-523-9000 Fax: 617-880-3456
Telephone Number

March 15, 2012
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 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 _____
Signature of Authorized Individual

Hank L. Torbert
Printed Name of Authorized Individual

Member of Board of Directors
Title of Authorized Individual

March 15, 2012
Date

91 (Official Form 12/12/11) Page 3	
Voluntary Petition <i>(This page must be completed and filed in every case)</i>	
Name of Debtor(s): Southern Sky Air & Tours, LLC d/b/a Direct Air	
Signature(s) of Debtor(s) (Individual/Joins) 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, independent of the relief available under each such chapter, and choose to proceed under chapter 7. (If an 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.	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.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
<input checked="" type="checkbox"/> Signature of Debtor <input checked="" type="checkbox"/> Signature of Joint Debtor Telephone Number (if not represented by attorney) Date	<input checked="" type="checkbox"/> Signature of Foreign Representative Printed Name of Foreign Representative Date
Signature of Attorney* <input checked="" type="checkbox"/> Signature of Attorney for Debtor(s) Alan L. Braunstein Printed Name of Attorney for Debtor(s) Alan L. Braunstein LLP Firm Name Three Center Plaza Boston, MA 02108 Address 617-623-6000 Fax: 617-680-3456 Telephone Number March 15, 2012 Date *In a case in which § 707(b)(4)(C) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is inaccurate.	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. § 1101; (2) I prepared this document for completion and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 1103(b), 1105(b), and 342(b); and, (3) if suits or judgments have been promulgated pursuant to 11 U.S.C. § 1103) setting a maximum fee for services chargeable by bankruptcy petition preparer, 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 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.
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.	<input checked="" type="checkbox"/> Signature of Authorized Individual Hank L. Forbert Printed Name of Authorized Individual Member of Board of Directors Title of Authorized Individual March 15, 2012 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 Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 1102; 18 U.S.C. § 1555.	

**WRITTEN CONSENT OF THE
BOARD OF MANAGERS OF
SOUTHERN SKY AIR & TOURS, LLC d/b/a DIRECT AIR
IN LIEU OF MEETING**

DATED: as of March 15, 2012

The undersigned, being a majority of the Members of the Board of Managers of Southern Sky Air & Tours, LLC d/b/a Direct Air, f/k/a Southern Sky Air & Tours, Inc. d/b/a Direct Air (the "Company"), by execution of this written consent, does hereby take the following actions and adopt the following resolutions and consents to the actions authorized thereby, in accordance with the terms of the Amended and Restated Operating Agreement of the Company dated as of September 29, 2011, as amended by that certain First Amendment to Amended and Restated Operating Agreement dated as of date hereof:

RESOLVED, that, in the judgment of the Board of Managers, it is desirable and in the best interest of the Company, its creditors, employees, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that Hank L. Torbert, Reginald Greiner and Edward Warneck (each an "Authorized Person" and collectively, the "Authorized Persons"), are hereby, acting singly, authorized, empowered and directed, in the name and on behalf of the Company to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the District of Massachusetts – Worcester Division at such time or in such other jurisdiction as such Authorized Person executing same shall determine (the "Bankruptcy Court").

RESOLVED, that the Company is hereby authorized to engage the law firm of Riemer & Braunstein LLP as attorneys for the Company under a general retainer in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval.

RESOLVED, that the Company is hereby authorized to engage the firm of ASI Advisors, LLC as financial advisors for the Company in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval.

RESOLVED, that the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by an such officers be, and each hereby is, acting singly, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he/she deems necessary proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case.

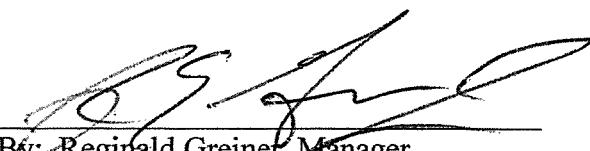
RESOLVED, that the Authorized Persons be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company to enter into one or more loan or other arrangement with a financing source for the purpose of financing the Company's activities during the pendency of any such chapter 11 case, and the Authorized Persons be, and they hereby are, authorized to execute and file on behalf of the Company all papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief;

RESOLVED, that the Authorized Persons, be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing Resolutions;

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing Resolutions of the Board of Members Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken prior to the execution of these Resolutions, are hereby in all respects confirmed, approved and ratified.

This consent may be executed in one or more counterparts copies which, when signed by the undersigned members of the Board of Managers (which comprise all of the currently comprise all of the members of the Board of Managers of the Company), shall be effective and taken together shall constitute one and the same instrument. This Consent shall be filed with the records of the meetings of the Board of Managers of the Company, and shall be treated for all purposes as votes taken at a meeting.

By: Hank L. Torbert, Manager
Board of Mangers



By: Reginald Greiner, Manager
Board of Mangers

By: Edward Warneck, Manager
Board of Mangers

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company to enter into one or more loan or other arrangement with a financing source for the purpose of financing the Company's activities during the pendency of any such chapter 11 case, and the Authorized Persons be, and they hereby are, authorized to execute and file on behalf of the Company all papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief;


RESOLVED, that the Authorized Persons, be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing Resolutions;

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing Resolutions of the Board of Members Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken prior to the execution of these Resolutions, are hereby in all respects confirmed, approved and ratified.

This consent may be executed in one or more counterparts copies which, when signed by the undersigned members of the Board of Managers (which comprise all of the currently comprise all of the members of the Board of Managers of the Company), shall be effective and taken together shall constitute one and the same instrument. This Consent shall be filed with the records of the meetings of the Board of Managers of the Company, and shall be treated for all purposes as votes taken at a meeting.

By: Hank L. Torbert, Manager
Board of Mangers

By: Reginald Greiner, Manager
Board of Mangers



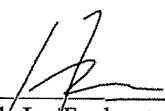
By: Edward Warneck, Manager
Board of Mangers

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company to enter into one or more loan or other arrangement with a financing source for the purpose of financing the Company's activities during the pendency of any such chapter 11 case, and the Authorized Persons be, and they hereby are, authorized to execute and file on behalf of the Company all papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief;

RESOLVED, that the Authorized Persons, be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing Resolutions;

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing Resolutions of the Board of Members Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken prior to the execution of these Resolutions, are hereby in all respects confirmed, approved and ratified.

This consent may be executed in one or more counterparts copies which, when signed by the undersigned members of the Board of Managers (which comprise all of the currently comprise all of the members of the Board of Managers of the Company), shall be effective and taken together shall constitute one and the same instrument. This Consent shall be filed with the records of the meetings of the Board of Managers of the Company, and shall be treated for all purposes as votes taken at a meeting.



By: Hank L. Torbert, Manager
Board of Mangers

By: Reginald Greiner, Manager
Board of Mangers

By: Edward Warneck, Manager
Board of Mangers