(Official Form 1) (4/10)

United States Bankruptcy Court Southern District of New York	Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **EXECUTIVE AIRLINES, INC.**	Name of Joint Debtor (Spouse) (Last, First, Middle): **N/A**
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): **Executive Airlines and American Eagle**	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): **N/A**
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): **66-0433166**	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): **N/A**
Street Address of Debtor (No. and Street, City, and State): **4333 Amon Carter Boulevard, MD5675** **Fort Worth, Texas** **76155**	Street Address of Joint Debtor (No. and Street, City, and State): **N/A** ZIP CODE
County of Residence or of the Principal Place of Business: **Tarrant**	County of Residence or of the Principal Place of Business: **N/A**
Mailing Address of Debtor (if different from street address): **N/A** ZIP CODE	Mailing Address of Joint Debtor (if different from street address): **N/A** ZIP CODE

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

N/A

Type of Debtor
(Form of Organization)
(Check **one** box.)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form.*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ 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.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

Airline

Tax-Exempt Entity
(Check box, if applicable.)

- ☐ 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)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box)

- ☐ 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."
- ☒ Debts are primarily business debts.

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ 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.
- ☐ 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:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ 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:

- ☐ A plan is being filed with this petition.
- ☐ 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

- ☒ 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.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors **(on a consolidated basis)**

☐ 1-49	☐ 50-99	☐ 100-199	☐ 200-999	☐ 1,000-5,000	☐ 5,001-10,000	☐ 10,001-25,000	☐ 25,001 50,000	☐ 50,001-100,000	☒ Over 100,000

Estimated Assets **(on a consolidated basis)**

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☒ More than $1 billion

Estimated Liabilities **(on a consolidated basis)**

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☒ More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **EXECUTIVE AIRLINES, INC.**	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: **N/A**	Case Number: **N/A**	Date Filed: **N/A**
Location Where Filed: **N/A**	Case Number: **N/A**	Date Filed: **N/A**
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: **See Schedule 1 Attached**	Case Number: **As filed**	Date Filed: **November 29, 2011**
District: **Southern District of New York**	Relationship: **See Schedule 1 Attached**	Judge: **Undetermined**

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box.)

☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(*Check all applicable boxes*)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

_____
(Name of landlord that obtained judgment)

_____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition

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

Name of Debtor(s):
EXECUTIVE 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 a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

_____
(Printed Name of Foreign Representative)

_____
Date

Signature of Attorney*

X /s/ Stephen Karotkin
Signature of Attorney for Debtor(s)

Stephen Karotkin
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP
Firm Name

767 Fifth Avenue
Address

New York, New York 10153

(212) 310-8000
Telephone Number

November 29, 2011
Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of 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 /s/ Kenneth W. Wimberly
Signature of Authorized Individual

Kenneth W. Wimberly
Printed Name of Authorized Individual

Assistant Corporate Secretary
Title of Authorized Individual

November 29, 2011
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.

Schedule 1

PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY AFFILIATES OF THIS DEBTOR

Company	Affiliation
American Airlines Realty (NYC) Holdings, Inc.	Affiliate of Executive Airlines, Inc.
AMR Corporation	Indirect Parent of Executive Airlines, Inc.
American Airlines, Inc.	Affiliate of Executive Airlines, Inc.
AMR Eagle Holding Corporation	Direct Parent of Executive Airlines, Inc.
Americas Ground Services, Inc.	Affiliate of Executive Airlines, Inc.
PMA Investment Subsidiary, Inc.	Affiliate of Executive Airlines, Inc.
SC Investment, Inc.	Affiliate of Executive Airlines, Inc.
American Eagle Airlines, Inc.	Affiliate of Executive Airlines, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
	:	**Chapter 11 Case No.**
	:	
EXECUTIVE AIRLINES, INC.,	:	**11- _____ ( )**
	:	
	:	
Debtor.	:	

CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS[1]

The following is the consolidated list of the creditors of Executive Airlines, Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "**Debtors**"), holding the 50 largest noncontingent unsecured claims as of November 21, 2011.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of "insider" set forth in section 101(31) of chapter 11 of the United States Code.

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR CORPORATION 6.25% CONVERTIBLE SENIOR NOTES DUE 2014		$460,000,000

[1] The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	ALLIANCEAIRPORT AUTHORITY, INC. SPECIAL FACILITIES REVENUE REFUNDING BONDS 5.25% DUE 2029		$357,130,000
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. BONDS 6.375% DUE 2035		$199,160,000
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR PUBLIC INCOME NOTES 7.875% DUE 2039		$150,000,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. REFUNDING BONDS SERIES 5.50% DUE 2030		$131,735,000
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. SERIES 1995 6.00% DUE 2014		$126,240,000
LAW DEBENTURE TRUST COMPANY OF NEW YORK	LAW DEBENTURE TRUST COMPANY OF NEW YORK GREGG WEISSMAN 400 MADISON AVENUE, 4TH FLOOR NEW YORK, NY 10017 Tel: 212-750-6474 Fax: 212-750-1361	PUERTO RICO PORTS AUTHORITY SPECIAL FACILITIES REVENUE BONDS, SERIES A 6.25% DUE 2026		$115,600,000
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON DARRYL POMYKALA DARRYL.L.POMYKALA@BNYMELLON.COM 1 WALL ST. NEW YORK, NY 10286 Tel: 212-495-1784 Fax: 212-635-1799	CHICAGO O'HARE INTERNATIONAL AIRPORT SPECIAL FACILITY REVENUE REFUNDING BONDS, SERIES 2007 5.50% DUE 2024		$108,675,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. REFUNDING BONDS SERIES 2000 A3 9.125% DUE 2029		$103,000,000
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR DEBENTURES 9.00% DUE 2012		$75,759,000
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. REFUNDING BONDS SERIES 2000 A2 9.00% DUE 2015		$65,000,000
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON MARY MISELIS MARY.MISELIS@BNYMELLON.COM 101 BARCLAY STREET NEW YORK, NY 10286 Tel: 212-815-4812 Fax: 212-635-1799	AMR DEBENTURES 9.00% DUE 2016		$60,943,156

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	ALLIANCEAIRPORT AUTHORITY, INC. SPECIAL FACILITIES REVENUE REFUNDING BONDS, SERIES 1991 7.00% DUE 2011		$49,525,000
LAW DEBENTURE TRUST COMPANY OF NEW YORK	LAW DEBENTURE TRUST COMPANY OF NEW YORK GREGG WEISSMAN 400 MADISON AVENUE, 4TH FLOOR NEW YORK, NY 10017 Tel: 212-750-6474 Fax: 212-750-1361	PUERTO RICO PORTS AUTHORITY SPECIAL FACILITIES REVENUE BONDS, 1993 SERIES A 6.30% DUE 2023		$39,705,000
U.S. BANK, N.A.	U.S. BANK, N.A. SUSAN MERKER SUSAN.MERKER@USBANK.COM 225 ASYLUM STREET, 23RD FL HARTFORD, CT Tel: 860-241-6815 Fax: 860-241-6897	PUERTO RICO INDUSTRIAL, MEDICAL, HIGHER EDUCATION AND ENVIRONMENTAL POLLUTION CONTROL FACILITIES FINANCING AUTHORITY, SERIES 1985 6.45% DUE 2025		$36,160,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR DEBENTURES 10.00% DUE 2021		$32,162,000
HEWLETT PACKARD	HEWLETT PACKARD MARGARET WHITMAN 3000 HANOVER ST. PALO ALTO, CA 94304 Tel: 650-857-1501 Fax: 650-857-5518	TRADE DEBT		$30,862,960
MIAMI DADE COUNTY	MIAMI DADE COUNTY COUNTY CHAIR 111 NW 1ST STREET, SUITE 220 MIAMI, FL 33136 Tel: 305-375-5511 Fax: 305-375-5883	CLAIMS ADMINISTRATION AGREEMENT		$25,000,000
ROLLS-ROYCE INC	ROLLS-ROYCE INC JAMES M. GUYETTE 1875 EXPLORER STREET, SUITE 200 RESTON, VA 20190 Tel: 703-834-1700 Fax: 703-709-6086	TRADE DEBT		$27,000,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON TAMMY BAUMGARTEN TAMMY.BAUMGARTEN@BNYMELLON.COM 525 WILLIAM PENN PLACE, 38TH FLOOR PITTSBURGH, PA 15259 Tel: 412-234-4100	NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY ECONOMIC DEVELOPMENT BONDS 7.10% DUE 2031		$17,855,000
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON MARY MISELIS MARY.MISELIS@BNYMELLON.COM 101 BARCLAY STREET NEW YORK, NY 10286 Tel: 212-815-4812 Fax: 212-635-1799	AMR DEBENTURES 10.20% DUE 2020		$17,525,500
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR DEBENTURES 9.75% DUE 2021		$15,700,000
BOEING COMMERCIAL AIRLINES	BOEING COMMERCIAL AIRLINES JIM ALBAUGH 100 NORTH RIVERSIDE CHICAGO, IL 98124 Tel: 312-544-2000 Fax: 312-544-2082	TRADE DEBT		$15,305,751

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON MARY MISELIS MARY.MISELIS@BNYMELLON.COM 101 BARCLAY STREET NEW YORK, NY 10286 Tel: 212-815-4812 Fax: 212-635-1799	AMR DEBENTURES 9.88% DUE 2020		$7,889,000
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR MEDIUM TERM NOTES, SERIES C 9.20% DUE 2012		$7,701,000
HONEYWELL	HONEYWELL DAVID M. COTE 101 COLUMBIA ROAD, MAILSTOP M6/LM MORRISTOWN , NJ 07962 Tel: 973-455-2114 Fax: 973-455-4807	TRADE DEBT		$7,678,974
DFW INTERNATIONAL AIRPORT	DFW INTERNATIONAL AIRPORT JEFFREY P. FEGAN P O DRAWER 619428 DFW AIRPORT, TX 75261-9428 Tel: 972-973-5200 Fax: 972-973-5751	TRADE DEBT		$7,296,370

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
MANUFACTURERS AND TRADERS TRUST COMPANY	MANUFACTURERS AND TRADERS TRUST COMPANY FARRAH T. WELSH FWELSH@MTB.COM 25 SOUTH CHARLES STREET, 11TH FL BALTIMORE, MD 21201 Tel: 410-244-3712 Fax: 410-244-4236	DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. SERIES 2002 8.25% DUE 2036		$7,110,000
SKY CHEFS	SKY CHEFS SONDRA LEHMAN 6200 LONGHORN RD IRVING, TEXAS 75063 Tel: 972-793-9000 Fax: 972-793-9738	TRADE DEBT		$7,032,964
ALLEGIS GROUP SERVICE INCORPORATED	ALLEGIS GROUP SERVICE INCORPORATED JIM DAVIS 7301 PARKWAY DRIVE HANOVER, MD 21076 Tel: 410-579-3000 Fax: 410-540-7556	TRADE DEBT		$6,930,422
CHROMALLOY	CHROMALLOY ARMAND LAUZON 200 PARK AVE NEW YORK, NY 10166 Tel: 212-692-2087 Fax: 212-692-2645	TRADE DEBT		$5,648,368

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
CITGO PETROLEUM CORPORATION	CITGO PETROLEUM CORPORATION ALEJANDRO GRANADO AGRANAD@CITGO.COM 1293 ELDRIDGE PARKWAY HOUSTON, TEXAS 77077-1670 Tel: 832-486-4000 Fax: 713-570-5309	TRADE DEBT		$5,561,378
WILMINGTON TRUST	WILMINGTON TRUST MICHAEL OLLER MIKEOLLER@WILMINGTONTRUST.COM RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET WILMINGTON, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145	AMR DEBENTURES 9.80% DUE 2021		$5,065,000
FLINT HILLS RESOURCES, LP	FLINT HILLS RESOURCES, LP BRADLEY RAZOOK BRAD.RAZOOK@FHR.COM 1401 ELM STREET, 5TH FLOOR DALLAS, TX 75284-0569 Tel: 316-828-3477 Fax: 316-828-8566	TRADE DEBT		$4,318,839
AVIALL DISTRIBUTION SERVICES	AVIALL DISTRIBUTION SERVICES DAN KOMNENOVICH 2750 REGENT BLVD DFW AIRPORT, TX 75261 Tel: 972-586-1000 Fax: 972-586-1361	TRADE DEBT		$4,028,277

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WORLD FUEL SERVICES	WORLD FUEL SERVICES PAUL H. STEBBINS PSTEBBINS@WFSCORP.COM 9800 NW. 41ST, SUITE 400 MIAMI, FL 33178 Tel: 305-428-8000 Fax: 305-392-5600	TRADE DEBT		$3,886,383
MIAMI DADE COUNTY AVIATION DEPT	MIAMI DADE COUNTY AVIATION DEPT JOE A. MARTINEZ 4200 NW 36TH ST MIAMI, FL 33142 Tel: 305-876-0939 Fax: 305-876-0948	TRADE DEBT		$3,735,216
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON MARY MISELIS MARY.MISELIS@BNYMELLON.COM 101 BARCLAY STREET NEW YORK, NY 10286 Tel: 212-815-4812 Fax: 212-635-1799	AMR MEDIUM TERM NOTES, SERIES B 10.55% DUE 2021		$3,725,000
CITY OF CHICAGO	CITY OF CHICAGO RUFUS WILLIAMS 333 SOUTH STATE STREET CHICAGO, IL 60604-3976 Tel: 773-686-2200 Fax: 312-674-1915	TRADE DEBT		$3,481,770

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
ALLIED AVIATION	ALLIED AVIATION ROBERT L ROSE - PRESIDENT 462 7TH AVENUE, 17TH FL NEW YORK, NY 10018 Tel: 941-312-0303 Fax: 941-312-2484	TRADE DEBT		$3,422,995
MORGAN STANLEY CAPITAL GROUP	MORGAN STANLEY CAPITAL GROUP STEVE KNOX STEVEN.KNOX@MORGANSTANLEY.COM 2000 WESTCHESTER AVENUE PURCHASE, NY 10577 Tel: 212-761-4000 Fax: 914-225-9301	TRADE DEBT		$3,322,781
PETROBRAS DISTRIBUIDORA SA	PETROBRAS DISTRIBUIDORA SA CLAUDIO DISSENHA PORTES RUA GENERAL CANABARRO, 500 - 11 ANDAR MARACANA RIO DE JANEIRO - CEP 22271-900 Tel: 55 21 2354 4479 Fax: 55 21-3876-4990	TRADE DEBT		$3,013,278
BCD TRAVEL USA LLC	BCD TRAVEL USA LLC JOOP DRECHSEL CEO@BCDTRAVEL.COM SIX CONCOURSE PARKWAY NORTHEAST ATLANTA, GA 30328 Tel: 678-441-5200 Fax: 404-846-3833	TRADE DEBT		$2,744,263

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
AIR TOTAL INTERNATIONAL	AIR TOTAL INTERNATIONAL THIERRY DE FEYDEAU THIERRY.DE-FEYDEAU@TOTAL.COM LA DEFENSE CEDEX PARIS, FRANCE 92907 Tel: 33 1 41 35 94 91 Fax: 33 1 41 35 72 21	TRADE DEBT		$2,712,890
ROCKWELL INTERNATIONAL	ROCKWELL INTERNATIONAL CLAYTON M. JONES 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498 Tel: 319-295-1000 Fax: 319-295-1523	TRADE DEBT		$2,693,404
ZODIAC, INC.	ZODIAC, INC. OLIVIER ZARROUATI OZARROUARI@ZODIAC.COM ZODIAC - 2, RUE MAURICE MALLET 92130 ISSY-LES-MOULINCAUX - FRANCE Tel: 33 (0) 1041023022060 Fax: 33 (0) 1 41 23 23 10	TRADE DEBT		$2,688,513
THE BANK OF NEW YORK MELLON	THE BANK OF NEW YORK MELLON MARY MISELIS MARY.MISELIS@BNYMELLON.COM 101 BARCLAY STREET NEW YORK, NY 10286 Tel: 212-815-4812 Fax: 212-635-1799	AMR MEDIUM TERM NOTES, SERIES B 10.29% DUE 2021		$2,365,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
CARLSON WAGONLIT TRAVEL	CARLSON WAGONLIT TRAVEL DOUGLAS ANDERSON 701 CARLSON WAY, MAIL STOP 82 MINNEAPOLIS, MN 55305 Tel: 800-213-7295 Fax: 763-212-2409	TRADE DEBT		$2,510,485
WEBER AIRCRAFT INCORPORATED	WEBER AIRCRAFT INCORPORATED JEFF JOHNSTON JEFF.JOHNSTON@ZODIACAEROSPACE.COM 2000 WEBER DR. GAINESVILLE, TX 76240 Tel: 940-668-4187 Fax: 940-668-4195	TRADE DEBT		$2,226,056
EQUILON ENTERPRISES LLC	EQUILON ENTERPRISES LLC PETRA DREYER-DECHER PETRA.DREYER-DECHER@SHELL.COM DEUTSCHLAND OIL GMBH DIA/2 SUHRENKAMP 71-77 D-22284 HAMBURG Tel: 49-40-694-64-367 Fax: 49-40-671-03-897	PREPAID FUEL SUPPLIERS		$2,167,973

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: November 29, 2011

/s/ Kenneth W. Wimberly
By: Kenneth W. Wimberly
Title: Assistant Corporate Secretary

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF EXECUTIVE AIRLINES, INC.

The undersigned, being all of the directors of EXECUTIVE AIRLINES, INC., a Delaware corporation (the "**Company**"), pursuant to Section 141(f) of the General Corporation Law of Delaware, do hereby consent and agree that the following resolutions be, and hereby are, adopted by the Board of Directors of the Company:

Commencement of Chapter 11 Case

RESOLVED, that in the judgment of the directors, it is desirable and in the best interests 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 the Chairman, the Chief Executive Officer, the President, any Executive or Senior Vice President, any Vice President, the Treasurer, the Corporate Secretary, any Assistant Corporate Secretary, and any other person designated and so authorized to act (each, an "**Authorized Officer**") of the Company is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") at such time as the Authorized Officer executing the petitions shall determine;

Retention of Advisors

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 is hereby employed as attorneys for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Paul Hastings LLP, 875 15th Street, N.W., Washington, DC 20005 is hereby employed as special counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York 10022 is hereby employed as special counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Groom Law Group, Chartered, 1701 Pennsylvania Avenue, N.W., Washington, DC 20006 is hereby employed as special counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the firm of Rothschild Inc., 1251 Avenue of the Americas, 51st Floor, New York, New York 10020 is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case;

General Authorization and Ratification

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case; and

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

This unanimous written consent may be signed in one or more counterparts, each of which when taken together shall be one and the same instrument.

DATED: November 29, 2011

/s/ Thomas W. Horton
Thomas W. Horton

/s/ Daniel P. Garton
Daniel P. Garton

/s/ Kenneth W. Wimberly
Kenneth W. Wimberly