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Proposed Attorneys for Chapter 11 Debtor and Debtor in Possession

8 **UNITED STATES BANKRUPTCY COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

10 In re:

11 ZETTA JET USA, INC., a California
12 corporation,

13 Debtor and Debtor in Possession.

Case No. 2:17-bk-21386-SK

Chapter 11

14 **DEBTOR'S EX PARTE MOTION FOR**
15 **ENTRY OF AN ORDER FOR JOINT**
16 **ADMINISTRATION OF CASES;**
17 **DECLARATION OF MICHAEL MAHER**
18 **IN SUPPORT THEREOF**

[No Hearing or Notice Required Pursuant To
Local Bankruptcy Rule 1015-1]

1 Pursuant to Local Bankruptcy Rule 1015-1(b), Zetta Jet USA, Inc., a California
2 corporation ("Zetta Jet USA"), the debtor and debtor in possession in the above-referenced
3 Chapter 11 bankruptcy case, hereby moves, on an ex parte basis, for the entry of an order for joint
4 administration of this case with the Chapter 11 bankruptcy case of Zetta Jet PTE, Ltd., a
5 Singaporean corporation ("Zetta Jet PTE" and collectively with Zetta Jet USA, the "Debtors" or
6 "Zetta Jet") (Case No. 2:17-bk-21387-SK).

7 **I. STATEMENT OF FACTS**

8 **A. Background.**

9 1. On September 15, 2017 ("Petition Date"), Zetta Jet USA and its parent corporation
10 Zetta Jet PTE, each filed a Voluntary Petition for relief under Chapter 11 of the Bankruptcy
11 Code.¹ Since the Petition Date, the Debtors have operated their businesses, managed their affairs,
12 and administered their estates as debtors in possession pursuant to Sections 1107 and 1108 of the
13 Bankruptcy Code.

14 2. As of the date of the filing of this Motion, no trustee has been appointed and no
15 official committee has been formed in the Debtors' cases.

16 3. The Debtors are a global leader in private flight operations for international
17 business and luxury travel. The Debtors service routes domestically across the United States and
18 globally to Europe, Asia, Australia, Africa, the Middle East, and North and South America, with
19 ultra-long range intercontinental capabilities across the Pacific Rim. The Debtors provide the
20 highest level luxury travel to A-list celebrities and an ultra-wealthy clientele base.

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22
23 ¹ The Debtors have learned that certain of its shareholders - namely, Asia Aviation Holdings Pte
24 Ltd and Truly Great Global Limited - have sought and obtained on an emergency basis an injunction from
25 a Court in Singapore in response to the commencement of the Chapter 11 bankruptcy cases filed by the
26 Debtors. The Debtors contend that (i) the actions taken by the foregoing parties in Singapore constitute
27 violations of the automatic stay, (ii) the Singapore Court does not have any jurisdiction over the Debtors or
28 this Bankruptcy Court, and (iii) as a result of the foregoing, the actions taken by such parties are null and
void as a matter of law. *See In re Gold & Honey, Ltd.*, 310 B.R. 357, 369 (Bankr.E.D.N.Y.2009)
(determining foreign receivership proceeding commenced in Israel for Israeli corporation to have violated
the automatic stay when New York corporation and Israeli corporation had already commenced chapter 11
proceedings).

1 4. Zetta Jet PTE is the parent and sole shareholder of Zetta Jet USA. Zetta Jet USA
2 has its main office and hangar base in Burbank, California, and Zetta Jet PTE has its main office
3 in Singapore.

4 5. The Debtors own, lease, and/or operate a fleet of 20 aircraft, including 14
5 Bombardier dual-engine jet aircraft, consisting of six (6) Global 6000 jets, three (3) Global 5000
6 jets, three (3) Global Express jets, one (1) Global XRS jet, and one (1) Challenger 650 jet, as well
7 as three (3) G-IV jets, one (1) G-IV-450 jet, one (1) G-V jet, and one (1) King Air turboprop.
8 These state-of-the-art Bombardier jets are equipped with the fastest in-flight Wi-Fi available,
9 whisper-quiet cabins, and curated with the finest amenities. The Debtors' fleet of leased and
10 owned aircraft is operated by the highest level professional pilots and crews within the private
11 airline industry.

12 6. Together, the Debtors work as a joint enterprise in global luxury and business
13 travel with network links in key cities across the globe, including Moscow, Los Angeles, New
14 York City, London, Beijing, and Shanghai.

15 7. The Debtors have no secured lender and do not believe that any creditor has a
16 security interest or lien in the Debtor's revenue and cash except for The Hong Kong Shanghai
17 Banking Corporation, which has a possessory lien on cash in the Debtors' bank accounts in
18 Singapore.

19 8. In December 2016, Zetta Jet PTE announced the merger/acquisition of Zetta Jet
20 USA's predecessor in interest, Advanced Air Management, Inc., a California corporation, and
21 Asia Aviation Company Pte, Ltd., a Singaporean company, which gave rise to the Zetta Jet of
22 today. Established in August 2015, Zetta Jet has provided the ultimate in bespoke luxury
23 experience to a discerning clientele of ultra-high-net-worth individuals across the globe. Zetta Jet
24 has enjoyed phenomenal growth over the past two years and has benefited from high-profile
25 advertising, including on the ring-ropes of the recent Mayweather-McGregor boxing match.

26 9. The Debtors have the highest safety ratings and credentials from major aero-safety
27 rating agencies, including Wingman and ARG/US Air Charter. The Debtors are certified by the
28

1 International Business Aviation Council and are a member of Air Charter Safety Foundation.
2 Pursuant to Title 14 of the Code of Federal Regulations, Part 135, Zetta Jet USA holds an Air
3 Carrier Certificate issued by the Federal Aviation Administration (“FAA”) to conduct domestic
4 and international charter flights. All domestic and international air charter operations of Zetta Jet
5 PTE and Zetta Jet USA are conducted under the Air Carrier Certificate issued by the FAA to
6 Zetta Jet USA.

7 **B. Events Leading Up To Bankruptcy.**

8 10. In August 2017, the Debtors’ management learned that one of its officers,
9 Geoffrey Cassidy (who has since been removed from office), was engaged in what the Debtors
10 allege to be fraud, embezzlement, breaches of fiduciary duty, defalcation, and self-dealing at a
11 loss of millions of dollars to the Debtors. On August 17, 2017, the Debtors held special board
12 meetings and removed Mr. Cassidy and his wife from their respective positions with the Debtors,
13 and appointed Michael Maher as the Debtors’ new Chief Executive Officer and President. At a
14 special board meeting held on September 5, 2017, the board of directors authorized Mr. Maher to
15 explore bankruptcy options and file bankruptcy cases for the Debtors.

16 11. The Debtors believe that Mr. Cassidy did not simply loot the Debtors’ coffers but
17 also entered into several contracts on behalf of the Debtors that were detrimental to the Debtors
18 (many of which the Debtors suspect involved kickbacks to Mr. Cassidy and secretive self-
19 dealing).

20 12. The Debtors take the alleged fraud by Mr. Cassidy very seriously and began a legal
21 investigation and forensic accounting prepetition. As a result, on September 8, 2017, the Debtors
22 filed a federal civil lawsuit against Mr. Cassidy and an investor in the United States District Court
23 for the Central District of California, bearing case number 2:17-cv-06648-JAK-GJS (the “District
24 Court Lawsuit”). By way of the District Court Lawsuit, the Debtors allege that Mr. Cassidy
25 engaged in self-dealing, fraud, embezzlement and enriched himself by, among other unlawful
26 activities, (i) using company funds to purchase and/or renovate personal property including two
27 yachts and related items valued conservatively between \$3 million USD and \$10 million USD;

1 (ii) purchasing and renovating real property, including homes in France and Singapore; (iii)
2 purchasing at least three luxury automobiles in Singapore valued conservatively between \$2
3 million USD and \$3 million USD; (iv) hosting extravagant gatherings costing hundreds of
4 thousands of dollars in restaurants, bars, and social clubs around the world, including in Monaco,
5 Los Angeles, and Macao; and (v) personally using the Debtors' fleet to fly his friends and himself
6 for free around the globe to Singapore, Melbourne, Tokyo, Los Angeles, and Nice, France (where
7 he took possession of his new multi-million-dollar yacht, which was purchased with
8 misappropriated funds at the Debtors' expense), in total over 300 hours of flight time at an
9 average cost of \$10,000 per hour in costs and lost corporate opportunity.

10 13. In 2015, Mr. Cassidy, in his capacity as an officer of the Debtors, purchased three
11 (3) Bombardier Global Express aircraft directly from an aircraft brokerage and four (4)
12 Bombardier Global Express aircraft utilizing the same brokerage as their agent. An employee of
13 the brokerage is alleged to have paid kickbacks of approximately \$2 million USD for each aircraft
14 purchased. The Debtors estimate that these alleged kickbacks, in the aggregate, represent
15 between \$14 million USD and \$18 million USD of assets and/or opportunities misappropriated
16 from the Debtors. These dealings harmed and continue to harm the Debtors by having inflated
17 the price of the purchased jets, inflating the financing obligations taken on by the Debtors,
18 including additional interest on higher principal sums borrowed, and inflating the debt service to
19 an unsustainable level.

20 14. The Debtors will seek to employ professionals in these bankruptcy cases to
21 continue the forensic work and litigation involving the District Court Lawsuit and intend to
22 recover as much as possible to repay creditors, as well as unwind and avoid fraudulent
23 conveyances. The Debtors will also evaluate and seek to reject certain executory contracts
24 negotiated by Mr. Cassidy for their unfavorable business terms or otherwise avoid them as
25 fraudulent conveyances. The FBI has interviewed the Debtors' officers and shareholders about
26 these matters, and the Debtors' current management is cooperating fully in the belief that this will
27 advance recovery for creditors.

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1 enterprise and both use the same FAA Air Carrier Certificate. Both Debtors share the same list of
2 creditors, and the list of top 20 largest unsecured creditors in both cases is the same.

3 Joint administration of these cases will ease the administrative burden for the Court and
4 the parties, and will protect creditors of the different estates against potential conflicts of interest.
5 For example, the Debtors will file a motion for Court approval of: their cash management system,
6 maintenance of their prepetition customer loyalty programs, and authority to pay critical vendors
7 on prepetition debt. Joint administration of the estates will mean that the Debtors will only be
8 required to file a single motion for each of these requests, and will be able to conduct a jointly-
9 administered reorganization. Rather than reviewing separate identical pleadings filed in two
10 separate cases, the Court, the United States Trustee, and creditors, will only need to review single
11 motions. Annexed hereto is the Declaration of Michael Maher in support of this Motion.

12 In the event the Court orders the joint administration of the cases, the Debtors respectfully
13 suggest that the following caption be approved and that the Zetta Jet USA case be used as the lead
14 case, as all domestic and international air charter operations of both Debtors are conducted under
15 the Air Carrier Certificate issued by the FAA to Zetta Jet USA, without which the Debtors could
16 not operate. Additionally, the Debtors' management and officers are headquartered at Zetta Jet
17 USA in Burbank.

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2 In re:
3 ZETTA JET USA, INC., a California
4 corporation,
5 Debtor and Debtor in Possession.

6 In re:
7 ZETTA JET PTE, LTD., a Singaporean
8 corporation,
9 Debtor and Debtor in Possession.

- 10 Affects both Debtors
11 Affects Zetta Jet USA, Inc., a
12 California corporation only
13 Affects Zetta Jet PTE, Ltd., a
14 Singaporean corporation only

Lead Case No.: 2:17-bk-21386-SK

Jointly administered with: 2:17-bk-21387-SK
(Zetta Jet PTE, Ltd., a Singaporean corporation)

Chapter 11 Cases

Hearing:

Date:

Time:

Place: Courtroom 1575
255 East Temple St.
Los Angeles, CA 90012

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16 Accordingly, the Debtor respectfully requests that this Court enter an order (lodged
17 concurrently herewith):

- 18 (a) authorizing the joint administration of the cases;
19 (b) approving the form of caption suggested by the Debtor herein; and
20 (c) granting such other and further relief as the Court deems just and proper.

21 Dated: September 21, 2017

ZETTA JET USA, INC.

22
23 By: /s/ John-Patrick M. Fritz

RON BENDER

JULIET Y. OH

JOHN-PATRICK M. FRITZ

LEVENE, NEALE, BENDER, YOO

& BRILL L.L.P.

24
25
26 Proposed Counsel for Chapter 11 Debtor and
27 Debtor in Possession
28

DECLARATION OF MICHAEL MAHER

I, Michael Maher, hereby declare as follows:

1. I have personal knowledge of the facts set forth below and, if called to testify, would and could competently testify thereto. This Declaration is based upon my review of pertinent portions of the Debtors' books and records, and the information I have obtained in my position as CEO and President of the Debtors.

2. I joined Zetta Jet USA, Inc., a California corporation ("Zetta Jet USA") and Zetta Jet PTE, Ltd., a Singaporean corporation ("Zetta Jet PTE") and collectively with Zetta Jet USA, the "Debtors" or "Zetta Jet") as Chief Executive Officer and President effective as of August 17, 2017.

Background.

3. On September 15, 2017 ("Petition Date"), the Debtors each filed a Voluntary Petition for relief under Chapter 11 of the Bankruptcy Code.² Since the Petition Date, the Debtors have operated their businesses, managed their affairs, and administered their estates as debtors in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

4. The Debtors are a global leader in private flight operations for international business and luxury travel. The Debtors service routes domestically across the United States and globally to Europe, Asia, Australia, Africa, the Middle East, and North and South America, with ultra-long range intercontinental capabilities across the Pacific Rim. The Debtors provide the highest level luxury travel to A-list celebrities and an ultra-wealthy clientele base.

5. Zetta Jet PTE is the parent and sole shareholder of Zetta Jet USA. Zetta Jet USA has its main office and hangar base in Burbank, California, and Zetta Jet PTE has its main office in Singapore.

² The Debtors have learned that certain of its shareholders - namely, Asia Aviation Holdings Pte Ltd and Truly Great Global Limited - have sought and obtained on an emergency basis an injunction from a Court in Singapore in response to the commencement of the Chapter 11 bankruptcy cases filed by the Debtors. The Debtors contend that (i) the actions taken by the foregoing parties in Singapore constitute violations of the automatic stay, (ii) the Singapore Court does not have any jurisdiction over the Debtors or

1 6. The Debtors own, lease, and/or operate a fleet of 20 aircraft, including 14
2 Bombardier dual-engine jet aircraft, consisting of six (6) Global 6000 jets, three (3) Global 5000
3 jets, three (3) Global Express jets, one (1) Global XRS jet, and one (1) Challenger 650 jet, as well
4 as three (3) G-IV jets, one (1) G-IV-450 jet, one (1) G-V jet, and one (1) King Air turboprop.
5 These state-of-the-art Bombardier jets are equipped with the fastest in-flight Wi-Fi available,
6 whisper-quiet cabins, and curated with the finest amenities. The Debtors' fleet of leased and
7 owned aircraft is operated by the highest level professional pilots and crews within the private
8 airline industry.

9 7. Together, the Debtors work as a joint enterprise in global luxury and business
10 travel with network links in key cities across the globe, including Moscow, Los Angeles, New
11 York City, London, Beijing, and Shanghai.

12 8. The Debtors have no secured lender and do not believe that any creditor has a
13 security interest or lien in the Debtor's revenue and cash except for The Hong Kong Shanghai
14 Banking Corporation, which has a possessory lien on cash in the Debtors' bank accounts in
15 Singapore.

16 9. In December 2016, Zetta Jet PTE announced the merger/acquisition of Zetta Jet
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20 experience to a discerning clientele of ultra-high-net-worth individuals across the globe. Zetta Jet
21 has enjoyed phenomenal growth over the past two years and has benefited from high-profile
22 advertising, including on the ring-ropes of the recent Mayweather-McGregor boxing match.

23 10. The Debtors have the highest safety ratings and credentials from major aero-safety
24 rating agencies, including Wingman and ARG/US Air Charter. The Debtors are certified by the
25 International Business Aviation Council and are a member of Air Charter Safety Foundation.

27 this Bankruptcy Court, and (iii) as a result of the foregoing, the actions taken by such parties are null and
28 void as a matter of law.

1 Pursuant to Title 14 of the Code of Federal Regulations, Part 135, Zetta Jet USA holds an Air
2 Carrier Certificate issued by the Federal Aviation Administration (“FAA”) to conduct domestic
3 and international charter flights. All domestic and international air charter operations of Zetta Jet
4 PTE and Zetta Jet USA are conducted under the Air Carrier Certificate issued by the FAA to
5 Zetta Jet USA.

6 **Events Leading Up To Bankruptcy.**

7 11. In August 2017, the Debtors’ management learned that one of its officers,
8 Geoffrey Cassidy (who has since been removed from office), was engaged in what the Debtors
9 allege to be fraud, embezzlement, breaches of fiduciary duty, defalcation, and self-dealing at a
10 loss of millions of dollars to the Debtors. On August 17, 2017, the Debtors held special board
11 meetings and removed Mr. Cassidy and his wife from their respective positions with the Debtors,
12 and appointed me as the Debtors’ new Chief Executive Officer and President. At a special board
13 meeting held on September 5, 2017, the board of directors authorized me to explore bankruptcy
14 options and file bankruptcy cases for the Debtors.

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16 also entered into several contracts on behalf of the Debtors that were detrimental to the Debtors
17 (many of which the Debtors suspect involved kickbacks to Mr. Cassidy and secretive self-
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20 (3) Bombardier Global Express aircraft directly from an aircraft brokerage and four (4)
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23 purchased. The Debtors estimate that these alleged kickbacks, in the aggregate, represent
24 between \$14 million USD and \$18 million USD of assets and/or opportunities misappropriated
25 from the Debtors. These dealings harmed and continue to harm the Debtors by having inflated
26 the price of the purchased jets, inflating the financing obligations taken on by the Debtors,

1 including additional interest on higher principal sums borrowed, and inflating the debt service to
2 an unsustainable level.

3 14. In 2015, Mr. Cassidy, in his capacity as an officer of the Debtors, purchased three
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11 including additional interest on higher principal sums borrowed, and inflating the debt service to
12 an unsustainable level.

13 15. The Debtors will seek to employ professionals in these bankruptcy cases to
14 continue the forensic work and litigation involving the District Court Lawsuit and intend to
15 recover as much as possible to repay creditors, as well as unwind and avoid fraudulent
16 conveyances. The Debtors will also evaluate and seek to reject certain executory contracts
17 negotiated by Mr. Cassidy for their unfavorable business terms or otherwise avoid them as
18 fraudulent conveyances. The FBI has interviewed the Debtors' officers and shareholders about
19 these matters, and the Debtors' current management is cooperating fully in the belief that this will
20 advance recovery for creditors.

21 16. Additionally, in 2016, one wealthy Chinese national, Mr. Li Qi, made a substantial
22 investment in Zetta Jet with a combination of \$70 million USD loans and \$60 million USD
23 capital. The Debtors estimate that Li Qi was owed approximately \$70 million of debt as of the
24 Petition Date. Prior to the Petition Date, Li Qi sought the immediate payment of the obligations
25 owed to him. The Debtors' management determined that they could not satisfy the demand,
26 certainly not without compromising the integrity of the Debtors' ongoing business operations.

1 17. With the mounting pressure on cash flow, payments due to legitimate creditors for
2 debts incurred in the ordinary course of the Debtors' business, and fraudulent claims being lodged
3 by illegitimate creditors, the Debtors determined in their reasonable business judgment that they
4 should file Chapter 11 bankruptcy cases and utilize the protections of the Bankruptcy Code to
5 keep their business operations running without disruption, purge any fraudulent debt, analyze and
6 reject those contracts negotiated by Mr. Cassidy which are determined by the Debtors to be
7 unfavorable, pursue the Debtors' claims against Mr. Cassidy and potentially other parties, and
8 provide for the greatest recovery possible for the Debtors' legitimate creditors.

9 **Basis for Joint Administration.**

10 18. Joint administration will avoid the exponential expenses related with requesting
11 Court approval of identical motions involving both Debtors in two separate cases. The Debtors
12 share common management, including the same Chief Executive Officer and Chief Financial
13 Officer. One Debtor (Zetta Jet USA) is wholly owned by the other Debtor (Zetta Jet PTE). The
14 Debtors are engaged in a joint enterprise and both use the same FAA Air Carrier Certificate.
15 Both Debtors share the same list of creditors, and the list of top 20 largest unsecured creditors in
16 both cases is the same.

17 19. Joint administration of these cases will ease the administrative burden for the
18 Court and the parties, and will protect creditors of the different estates against potential conflicts
19 of interest. For example, the Debtors will file a motion for Court approval of: their cash
20 management system, maintenance of their prepetition customer loyalty programs, and authority to
21 pay critical vendors on prepetition debt. Joint administration of the estates will mean that the
22 Debtors will only be required to file a single motion for each of these requests, and will be able to
23 conduct a jointly-administered reorganization. Rather than reviewing separate identical pleadings
24 filed in two separate cases, the Court, the United States Trustee, and creditors, will only need to
25 review single motions.

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify* **DEBTOR'S EX PARTE MOTION FOR ENTRY OF AN ORDER FOR JOINT ADMINISTRATION OF CASES; DECLARATION OF MICHAEL MAHER IN SUPPORT THEREOF**) will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) September 21, 2017, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On September 20, 2017 I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on September 21, 2017 I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Served via Attorney Service

The Honorable Sandra R. Klein
United States Bankruptcy Court
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1582 / Courtroom 1575
Los Angeles, CA 90012

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

September 21, 2017 Jason Klassi
Date Printed Name

/s/ Jason Klassi
Signature

2:17-bk-21386-SK and 2:17-bk-21387-SK Notice will be electronically mailed to:

Ron Bender on behalf of Debtor Zetta Jet USA, Inc.
rb@lnbyb.com

Dawn M Coulson on behalf of Interested Party Epps & Coulson, LLP
dcoulson@eppscoulson.com, cmadero@eppscoulson.com

John-Patrick M Fritz on behalf of Debtor Zetta Jet USA, Inc.
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

Jeanne M Jorgensen on behalf of Creditor Universal Fuels, Inc.
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Jeanne M Jorgensen on behalf of Creditor Universal Weather & Aviation, Inc.
jjorgensen@pj-law.com, cpage@pj-law.com

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dare.law@usdoj.gov

Juliet Y Oh on behalf of Debtor Zetta Jet USA, Inc.
jyo@lnbrb.com, jyo@lnbrb.com

United States Trustee (LA)
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