

Corporate Dissolution or Liquidation
 (Required under section 6043(a) of the Internal Revenue Code)

| | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Please type or print | Name of corporation Hyperion Air, Inc. | | Employer identification number 13-3621632 | |
| | Number, street, and room or suite no. (if a box number, see instructions.) 6100 Red Hook Quarter, B3 | | Check type of return | |
| | City or town, state, and ZIP code St. Thomas, USVI 00802 | | <input type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input checked="" type="checkbox"/> 1120S <input type="checkbox"/> Other ▶ | |
| 1 Date incorporated 07/18/1991 | 2 Place incorporated Delaware | 3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial | 4 Date resolution or plan of complete or partial liquidation was adopted 11/22/13 | |
| 5 Service Center where corporation filed its immediately preceding tax return | 6 Last month, day, and year of immediately preceding tax year 12/31/12 | 7a Last month, day, and year of final tax year | 7b Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 7c Name of common parent | | 7d Employer identification number of common parent | 7e Service Center where consolidated return was filed | |
| 8 Total number of shares outstanding at time of adoption of plan of liquidation | | | Common 100 | Preferred 0 |
| 9 Date(s) of any amendments to plan of dissolution | | | n/a | |
| 10 Section of the Code under which the corporation is to be dissolved or liquidated | | | 331 | |
| 11 If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed. | | | n/a | |

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | |
|-------------------------------------------------------------------------------------|-----------------------|-----------------|
|  | Vice President | 12/20/13 |
| Signature of officer | Title | Date |

Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Who Must File

A corporation (or a farmer's cooperative) must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock.

Exempt organizations and qualified subchapter S subsidiaries should not file Form 966. Exempt organizations should see the instructions for Form 990, Return of Organization Exempt From Income Tax, or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation. Subchapter S subsidiaries should see Form 8869, Qualified Subchapter S Subsidiary Election.



Do not file Form 966 for a deemed liquidation (such as a section 338 election or an election to be treated as a disregarded entity under Regulations section 301.7701-3).

When To File

File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

Where To File

File Form 966 with the Internal Revenue Service Center at the address where the corporation (or cooperative) files its income tax return.

Distribution of Property

A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the

CONSENT OF SOLE DIRECTOR

OF

HYPERION AIR, INC.

The undersigned, being the sole director of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all actions required or permitted thereby:

RESOLVED, that the Corporation pay or otherwise provide for the payment of any and all outstanding liabilities of the Corporation.

RESOLVED, that in accordance with the terms and conditions set forth in that certain Plan of Complete Liquidation attached hereto as Exhibit A (the "Plan"), the Corporation completely wind up and liquidate its business, assets and affairs, surrender its charter to the State of Delaware, cease to be and exist as a corporation, and dissolve, and, in connection with the Plan, that the Corporation execute and deliver all agreements, documents or other instruments which are necessary or desirable in implementing the Plan, such that, by not later than December 31, 2013, any and all liabilities of the Corporation shall have been paid or otherwise provided for and the Corporation shall have no assets.

RESOLVED, that the Plan be, and it hereby is, adopted and approved.

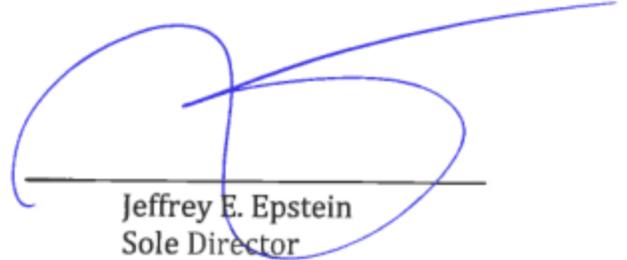
RESOLVED, that the Plan be submitted to the sole stockholder of the Corporation for his approval by written consent in accordance with the provisions of Sections 275 and 228 of the General Corporation Law of the State of Delaware (the "GCL").

RESOLVED, that, subject to the approval of the Plan by the sole stockholder of the Corporation, the Vice President of the Corporation be, and he hereby is, authorized, empowered and directed to execute and cause to be filed with the Secretary of State of the State of Delaware, in the name and on behalf of the Corporation, a Certificate of Dissolution complying with the provisions of Section 275 of the GCL.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to do, or cause to be done, all such acts and things, and to make, execute and deliver, or cause to be made, executed and

delivered, in the name and on behalf of the Corporation, all such agreements, instruments and certificates, as each such officer may deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions and to perform the obligations of the Corporation thereunder, each such officer's execution thereof to be conclusive evidence of the exercise by such officer of the discretionary authority herein conferred.

Dated: November 22, 2013.



Jeffrey E. Epstein
Sole Director

EXHIBIT A

PLAN OF COMPLETE LIQUIDATION OF HYPERION AIR, INC.

1. Purposes of the Plan. This Plan of Complete Liquidation ("Plan") provides for (a) the disposition of all assets, if any, of Hyperion Air, Inc., a Delaware corporation (the "Corporation"); (b) the payment, by and on behalf of the Corporation, of the liabilities and obligations, if any, of the Corporation to the extent that the Corporation has sufficient assets; and (c) the dissolution of the Corporation. To the extent that the Corporation has assets remaining after the payment, or the provision for payment, of all of its liabilities and obligations, if any, to all of its creditors, such assets shall be distributed to the Corporation's sole stockholder on or before December 31, 2013, and the Corporation shall cease the conduct of any business. This Plan shall be submitted to the sole stockholder of the Corporation for the approval thereof in accordance with the provisions of Sections 275 of the General Corporation Law of the State of Delaware (the "GCL") and shall be deemed to be approved and shall become effective as of the date on which this Plan is approved by the Corporation's sole stockholder in accordance with the provisions of Section 228 of the GCL (the "Effective Date").

2. Payment of Liabilities; Distribution.

2.1 To the extent that the Corporation has any assets of any nature remaining after the payment of liabilities, the Corporation shall distribute such assets in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended (the "Code"). Pursuant to the Plan:

2.1.1. The Corporation shall pay the Corporation's known, ascertained and due obligations, if any, and such other obligations as the sole director of the Corporation, in his discretion, may direct or for which he may otherwise make adequate and suitable provisions.

2.1.2. The Corporation shall distribute, in one or more distributions, in cash or in kind, the Corporation's remaining assets, if any, directly to the sole stockholder of the Corporation, with such stockholder receiving such portion of the total assets to be distributed as may be provided by applicable law and the Corporation's Certificate of Incorporation.

2.2. The final payment of all of the Corporation's liabilities, if any, and the final distribution of remaining assets, if any, by the Corporation to its sole stockholder pursuant to Section 2.1 of this Plan will occur not later than December 31, 2012. Any final distribution of assets will be in redemption and cancellation of all shares of Common Stock of the Corporation as full satisfaction of the rights of the

sole stockholder, as the holder of shares of Common Stock of the Corporation. In the event that the Corporation has no remaining assets after payment of all of the Corporation's liabilities, if any, all remaining shares of Common Stock shall be canceled and all rights of the sole stockholder of the Corporation, as the holder of shares of the Common Stock of the Corporation, shall be extinguished.

2.3. If the President of the Corporation, in his discretion, determines that a "liquidating trust" should be established to provide for the orderly liquidation of some or all of the Corporation's assets and the payment of some or all of the Corporation's liabilities, Jeffrey E. Epstein and Darren K. Indyke, as officers of the Corporation, shall establish such trust, with such terms and conditions as may be approved (either orally or in writing) by the Corporation's President, with Jeffrey E. Epstein and Darren K. Indyke, acting as trustees, for purposes of effecting the liquidation and dissolution of the Corporation.

3. Winding Up. The Corporation shall limit its activities to winding up its affairs, paying its debts, and distributing any remaining assets in accordance with this Plan and shall cease to be an ongoing concern. Pursuant to this Plan, the sole director of the Corporation is hereby authorized and empowered to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any and all assets of the Corporation on such terms and conditions, and for such consideration, as the sole director of the Corporation may deem reasonable and expedient, and to authorize and direct the execution, in the name and on behalf of the Corporation, of any documents, contracts or instruments that may be necessary or appropriate in connection therewith.

4. Dissolution Documents. The officers of the Corporation are each authorized and directed, for and on behalf of the Corporation, to make execute and deliver, or cause to be made, executed and delivered, all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government bureau, department or agency in connection with, or by reason of, the liquidation and dissolution of the Corporation (including, without limitation, a Certificate of Dissolution and all documents required by law to accompany the said Certificate with the Secretary of State of the State of Delaware), in order to complete the winding up of the affairs and the dissolution of the Corporation.

CONSENT OF SOLE STOCKHOLDER

OF

HYPERION AIR, INC.

The undersigned, being the sole stockholder of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all actions required or permitted thereby:

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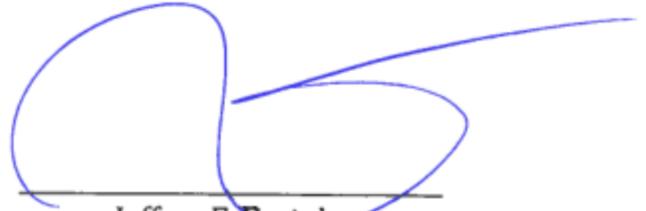
RESOLVED, that, in accordance with the provisions of Section 275 of the General Corporation Law of the State of Delaware (the "GCL"), the Plan be, and it hereby is, adopted and approved.

RESOLVED, that the sole director of the Corporation be, and he hereby is, authorized empowered and directed to authorize, empower and direct the Vice President of the Corporation to execute and cause to be filed with the Secretary of State of the State of Delaware, in the name and on behalf of the Corporation, a Certificate of Dissolution complying with the provisions of Section 275 of the GCL.

RESOLVED, that the sole director of the Corporation be, and he hereby is, authorized, empowered and directed to authorize, empower and direct the appropriate officers of the Corporation to do, or cause to be done, all such acts and things, and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of the Corporation, all such agreements, instruments and certificates, as such officers may deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing

resolutions and to perform the obligations of the Corporation thereunder, such officers' execution thereof to be conclusive evidence of the exercise by such officers of the discretionary authority herein conferred.

Dated: November 22, 2013.

A handwritten signature in blue ink, consisting of a large, stylized 'J' followed by a horizontal line extending to the right.

Jeffrey E. Epstein
Sole Stockholder

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