

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : **Chapter 11**

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SOUTHERN AIR : **Case No. 12-12690 (CSS)**

HOLDINGS, INC., et al., :

:

Debtors.¹ : **Jointly Administered**

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: **Re: Docket No. 15**

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ORDER GRANTING MOTION OF DEBTORS FOR AUTHORITY TO FILE UNDER SEAL FEE LETTER RELATED TO DEBTOR IN POSSESSION CREDIT FACILITY

Upon the motion, dated September 28, 2012 (the "Motion"),² of Southern Air Holdings, Inc. and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"), requesting entry of an order pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b) authorizing the Debtors to file, under seal, that certain Fee Letter entered into in connection with the Debtors' DIP Credit Agreement; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Southern Air Holdings, Inc., 6605; (ii) Cargo 360, Inc., 4233; (iii) Southern Air Inc., 2187; (iv) Air Mobility Inc., 3824; (v) 21110 LLC, 3761; (vi) 21111 LLC, 8100; (vii) 21221 LLC, 1567; (viii) 21550 LLC, 8103; (ix) 21576 LLC, 6341; (x) 21590 LLC, 8105; (xi) 21787 LLC, 0617; (xii) 21832 LLC, 7893; (xiii) 23138 LLC, 7192; (xiv) 24067 LLC, 6360; (xv) 46914 LLC, 0322; (xvi) Aircraft 21255, LLC, 5500; (xvii) Aircraft 21380, LLC, 1753; and (xviii) CF6-50, LLC, 9733. The address for all Debtors is 117 Glover Avenue, Norwalk, Connecticut 06850.

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.



that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interest of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, and DECREED that:

1. The Debtors are hereby authorized to file the Fee Letter under seal pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b).

2. The Fee Letter and its terms are confidential and shall remain under seal, and shall not be made available to anyone, except that copies shall be provided to the U.S. Trustee and any Creditors' Committee appointed in these cases (once appointed) and their legal and financial advisors, all on a confidential basis, and to other parties as otherwise ordered or required by the Court.

3. The U.S. Trustee and any Creditors' Committee appointed in these cases (once appointed) and their legal and financial advisors shall keep the Fee Letter confidential.

4. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: October 1, 2012
Wilmington, Delaware



PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Fee Letter

*** DOCUMENTS TO BE KEPT UNDER SEAL ***

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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: **Chapter 11**
: **Case No. 12-12690 (CSS)**
: **Joint Administration Requested**
: **Debtors.¹**
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FEE LETTER RELATED TO DEBTOR IN POSSESSION CREDIT FACILITY

Dated: September 28, 2012
Wilmington, Delaware

/s/ M. Blake Cleary
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*Proposed Attorneys for the
Debtors and Debtors in Possession*

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