

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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	:	
<i>In re</i>	:	Chapter 11
	:	
SOUTHERN AIR	:	Case No. 12-12690 (CSS)
HOLDINGS, INC., et al.,	:	
	:	Jointly Administered
Debtors.¹	:	
	:	
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SCHEDULES OF ASSETS AND LIABILITIES FOR SOUTHERN AIR INC.

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.



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UNITED STATES BANKRUPTCY COURT
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-----X
: **Chapter 11**
: **Case No. 12-12690 (CSS)**
: **Jointly Administered**
: **Debtors.¹**
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**GENERAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY, AND DISCLAIMERS
REGARDING DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

On September 28, 2012 (the "Petition Date"), Southern Air Holdings, Inc. ("Holdings") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Debtors are authorized to operate their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated under case number 12-12690 (CSS) for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

OVERVIEW OF GENERAL NOTES

Each of the Debtors has herewith filed separate Schedules of Assets and Liabilities ("Schedules") and Statements of Financial Affairs ("Statements"). These General Notes and Statement of Limitations, Methodology, and Disclaimers Regarding Debtors' Schedules and Statements (the "General Notes") relate to each of the Debtors' Schedules and Statements and set forth the basis upon which the Schedules and Statements are presented. **These General Notes comprise an integral part of the Schedules and Statements and should be referred to and considered in connection with any review of the Schedules and Statements.** The General Notes are in addition to any specific notes contained in any Debtor's Schedules or Statements. The General Notes are presented for each individual Debtor, however, each provision contained

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.

in the General Notes may not apply to all Debtors. Nothing contained in the Schedules and Statements shall constitute a waiver of any rights or claims of the Debtors against any third party, or in or with respect to any aspect of these chapter 11 cases.

The Schedules, Statements, and General Notes should not be relied upon by any person for information relating to the current or future financial conditions, events, or performance of any of the Debtors.

The Schedules and Statements have been prepared, pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, by the Debtors with the assistance of their advisors. Financial information for the period between January 1, 2012 and September 27, 2012, is presented on an unaudited basis. While management has made reasonable efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to the Schedules and Statements, and inadvertent errors or omissions may exist. Moreover, the Schedules and Statements contain unaudited information, which is subject to further review and potential adjustment. Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors' rights with respect to the chapter 11 cases, including with respect to any issues involving substantive consolidation, recharacterization, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

NOTES PERTAINING TO EACH APPLICABLE DEBTOR

1. Information Subject to Confidentiality. There may be instances in the Schedules and Statements where the Debtor has deemed it necessary and appropriate to redact from the public record information such as names, addresses or amounts. The Debtor has determined that this approach is necessary in light of an agreement between the Debtor and a third party, concerns of confidentiality, or concerns for the privacy of, or otherwise preserving the confidentiality of personally identifiable information with respect to, an individual. The Debtor has prepared a separate version of the Schedules and Statements from which all information is unredacted, and the Debtor will provide a copy of the unredacted version to the Office of the United States Trustee for the District of Delaware and, to the extent applicable, counsel for the statutory committee of unsecured creditors appointed in these chapter 11 cases.
2. Amendment. Notwithstanding anything contained herein, the Debtor specifically reserves all rights to, but is not required or directed to, amend, modify, supplement, correct, change, or alter any part of its Schedules and Statements from time to time as is necessary and appropriate.
3. Causes of Action. Despite its reasonable efforts to identify all known assets, the Debtor may not have listed all of its causes of action or potential causes of action against third parties as assets in its Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtor reserves all of its rights for any claims, causes of action, or avoidance actions it may have, and neither these General

Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or will in any way prejudice or impair the assertion of such claims.

4. Recharacterization. The Debtor has made reasonable efforts to correctly characterize, classify, categorize, and designate assets, liabilities, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, the Debtor may have improperly characterized, classified, categorized, or designated certain items. The Debtor reserves all of its rights to recharacterize, reclassify, re-categorize, or re-designate items reported in the Schedules and Statements as necessary or appropriate.
5. Claims Description. Any failure to designate a claim in the Schedules and/or Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtor that such claim or amount is not “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to dispute and assert offsets or defenses to any claim reflected on its Schedules and/or Statements on any grounds, including, without limitation, amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to amend its Schedules and Statements as necessary and/or appropriate, including, modifying claim descriptions and designations.
6. Unliquidated Claim Amounts. Claim amounts that could not be readily quantified by the Debtor are scheduled as “unliquidated.”
7. Undetermined Amounts. The description of an amount as “undetermined” is not intended to reflect upon the materiality of the amount.
8. Disputed Claim Amounts. Claims scheduled as “disputed” are based on information contained in the Debtor’s books and records and historical financial statements, and the designation of a claim as “disputed” is without any representation as to the accuracy of the amount identified.
9. Bankruptcy Court Orders. Pursuant to certain interim and/or final orders of the Bankruptcy Court entered in the Debtors’ chapter 11 cases, the Debtor was authorized (but not directed) to pay, among other things, some prepetition claims of certain employees, vendors, foreign creditors, taxing authorities, fuel supply parties, possessory lienholders, and other prepetition creditors. In addition, the Debtor was authorized (but not directed) on an interim basis to honor, among other things, certain prepetition obligations for workers’ compensation, general insurance policies, fuel supply arrangements, and certain other prepetition agreements. Accordingly, these contracts and liabilities may have been or may be satisfied in accordance with those orders and therefore may not be listed in the Schedules and Statements. Nothing herein shall be deemed to alter the rights of any party in interest to contest a payment made pursuant to a Bankruptcy Court order, where such order preserves the right to contest.
10. Asset Presentation. Unless otherwise stated, each asset and liability of the Debtor is shown on the basis of the book value of the asset or liability as of the Petition Date, derived from the

Debtor's historical financial statements and accounting books and records, which have been audited for the period prior to January 1, 2012, and not on the basis of current market values of such interest in property and/or liabilities. The Debtor believes that it would be an inefficient use of the assets of the Debtor's estate for the Debtor to obtain current market valuations of all of its assets. Accordingly, where necessary, the Debtor has indicated in the Schedules and Statements that the value of certain assets (and liabilities) is "Undetermined."

The Debtor reserves its right to amend or adjust the value of each asset or liability set forth herein. In addition, any omission of an asset of the Debtor on the Schedules and Statements does not constitute a representation regarding the ownership of the asset, and any such omission shall not constitute a waiver of any and all rights of the Debtor with respect to that particular asset.

11. Liabilities. The Debtor has sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change, and the Debtor reserves the right, but is not required, to amend the Schedules and Statements as it deems appropriate to reflect such reallocation.
12. Intercompany Claims. Claims among the Debtor and its affiliated Debtors or non-Debtor affiliate, as reflected in the applicable entities' balance sheet accounts (each an "Intercompany Receivable" or "Intercompany Payable" and, collectively, the "Intercompany Claims"), are reported on Schedules B and F, as applicable. The Intercompany Claims primarily result from: provision of management services, operating expenses, aircraft and equipment leasing, and, as a result of the Debtors' cash management practices, one Debtor satisfying the obligations of another Debtor or non-Debtor affiliate.
13. Estimates. To close the Debtor's books and records as of September 28, 2012, the Debtor was required in certain instances to make estimates and assumptions that affect the reported amounts of its assets, liabilities, revenue, and expenses.
14. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.
15. Property and Equipment. Nothing in the Schedules or Statements (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is, or shall be construed as, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtor reserves all of its rights with respect to such issues.
16. Insiders. In the circumstance where the Schedules and Statements require information regarding insiders and/or officers and directors, the Debtor has listed the members of its board of directors, to the extent applicable, and all employees that may be, or may have been during the relevant period, "officers," as such term is defined in the Bankruptcy Code or other applicable law. In instances where the Debtor is member managed, the sole member has been identified. The listing of a party as an insider is solely for informational purposes, and is not intended to be, and should not be construed as, a legal characterization of that

person as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby reserved. Further, the Debtor does not take any position concerning (a) the person's influence over the control of the Debtor, (b) the person's management responsibilities or functions, (c) the person's decision-making or corporate authority, or (d) whether the person could successfully argue that he or she is not an insider under applicable law, including the federal securities laws, for any theories of liability or for any other purpose.

In the ordinary course of the Debtors' businesses, directors and officers of one Debtor may have been, and may still be, employed and paid by another Debtor.

17. Setoffs. The Debtor has not intentionally offset amounts listed on Schedules B, D, E or F. Nonetheless, some amounts listed may have been affected by setoffs by third parties of which the Debtor is not yet aware. The Debtor reserves all rights to challenge any setoff and/or recoupment rights which may be asserted.

Notwithstanding foregoing, the Debtor has disclosed certain setoffs taken by financial institutions and/or fuel suppliers that are known to the Debtor and that the Debtor reserves the right to challenge as being outside the ordinary course of business.

18. Guarantees. The Debtor has exercised reasonable efforts to locate and identify guarantees in its executory contracts, unexpired leases, secured financings, and other such agreements. Where guarantees have been identified, they have been included in the relevant Schedules G and H for the affected Debtor or Debtors. The Debtor may have inadvertently omitted guarantees embedded in its contractual agreements and may identify additional guarantees as it continues its review of its books and records and contractual agreements. The Debtor reserves all of its rights, but is not required, to amend the Schedules if additional guarantees are identified.
19. Co-Debtors. In the ordinary course of its businesses, the Debtor may be involved in pending or threatened litigation and claims arising out of the conduct of its businesses. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. The Debtor is in the process of reviewing its leases and contracts, which agreements may contain provisions leading to a co-debtor relationship. To the extent the Debtor's investigation into possible co-obligor relationships results in identifying additional co-debtors, the Debtor reserves all of its rights to, but is not required to, amend the Schedules.
20. Payments. Prior to the Petition Date, the Debtor participated in a cash management system in which certain payments were made by one entity on behalf of another. As a result, through the operation of its cash management system, certain payments in the Schedules and Statements may have been made prepetition by one entity on behalf of another entity. A description of the Debtors' prepetition cash management system is in the Debtors' motion filed on September 28, 2012, seeking authorization to, among other things, continue using their existing cash management system [Docket No. 4].

21. Specific Notes. These General Notes are in addition to the specific notes set forth in the individual Schedules and Statements. Disclosure of information in one Schedule, the Statements, an exhibit, or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statements, or any exhibits or continuation sheets.
22. Totals. All totals that are included in the Schedules represent totals of the liquidated amounts for the individual Schedule for which they are listed.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTOR'S SCHEDULES

23. Schedule B-21. In the ordinary course of its business, the Debtor may have accrued certain claims, counterclaims, rights to setoff, refunds, or potential warranty claims of which it is currently unaware. Because such claims are unknown to the Debtor and not quantifiable as of the Petition Date, they are not listed on Schedule B-21.
24. Schedule D – Creditors Holding Secured Claims. Although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary. In addition, certain of the entities listed on Schedule D may be equipment (including as such term is defined in section 1110 of the Bankruptcy Code) lessors and/or maintenance providers not secured by property of the estate, but the Debtors have listed these entities on Schedule D, out of an abundance of caution. Without limiting the foregoing, the Debtor's inclusion on Schedule D of creditors that have asserted liens is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtor reserves its right to challenge such liens and the underlying claims on any ground whatsoever. Reference to the applicable agreements and other related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the General Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Other than beneficiaries of certain standby letters of credit, except as specifically stated herein, real property lessors, aircraft operating lessors, utility companies, and other parties which may hold security deposits have not been listed on Schedule D solely on account of such deposit. The Debtor has not included on Schedule D all parties that may believe their claims are secured through statutory setoff rights, deposits posted by, or on behalf of, the Debtor, or inchoate statutory lien rights. Despite the Debtor's reasonable efforts, determination of the date upon which each claim in Schedule D was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtor does not list a date for each claim listed on Schedule D.
25. Schedule E – Creditors Holding Unsecured Priority Claims. The listing of any claim on Schedule E does not constitute an admission by the Debtor that such claim is entitled to priority under section 507(a) of the Bankruptcy Code. Further, the Debtor does not waive any right to recharacterize or reclassify the claim or contract listed on Schedule E. The Debtor reserves the right to dispute the priority status of any claim on any basis. Despite the Debtor's reasonable efforts, determination of the date upon which each claim in Schedule E

was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtor does not list a date for each claim listed on Schedule E.

The Bankruptcy Court entered a number of first day orders granting authority on an interim basis to pay certain prepetition priority claims, including, without limitation, a first day order on an interim basis authorizing (but not directing) the Debtor to pay certain prepetition employee-related claims. Thus, unsecured priority claims of employees for wages, salaries, and commissions, including vacation, severance, and sick leave pay, are not included. Only claims against the Debtor for prepetition amounts in excess of the priority cap set forth in section 507(a)(4) of the Bankruptcy Code are reflected in the Schedules and Statements as unsecured non-priority claims. The Debtor reserves its rights to object to any listed claims on the ground that, among other things, they have already been satisfied.

26. Schedule F – Creditors Holding Unsecured Nonpriority Claims. Although the Debtor has made a reasonable attempt to set forth its unsecured obligations in Schedule F, the liabilities identified therein are derived from the Debtor's books and records and historical financial statements, which may or may not, in fact, be completely accurate. The Debtor has listed Intercompany Claims on Schedule F and indicated that such claims are subject to setoff. The claims of individual creditors are generally listed according to the amounts recorded on the Debtor's books and records and may not reflect credits or allowances due from the creditor. The Debtor reserves all of its rights concerning such credits or allowances. Consequently, the actual amount of claims against the Debtor may vary from the represented liabilities. Parties in interest should not accept that any listed liability necessarily reflects the correct amount of any unsecured creditor's allowed claim or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and Statements. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim. Although the Debtor and its advisors have generated financial information the Debtor believes to be reasonable, actual liabilities (and assets) may deviate from the Schedules and Statements due to certain events that may occur during the Debtor's chapter 11 case.

The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although the Debtor has made reasonable efforts to determine the date upon which each claim listed in Schedule F incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtor has not listed a date for each claim listed on Schedule F.

Schedule F contains information regarding pending litigation involving the Debtor. In certain instances, the amount of any claim related to such litigation is uncertain or undetermined. The dollar amount of potential claims associated with any such pending litigation is listed as unknown and marked as "contingent," "unliquidated," and "disputed" in the Schedules.

The inclusion of any litigation in these Schedules and Statements does not constitute an admission by the Debtor of liability, the validity of any action, the availability of insurance

coverage, or the amount or treatment of any claims, defenses, counterclaims, or cross-claims or the amount or treatment of any potential claim resulting from any current or future litigation. Schedule F does not include employee withholding obligations of the Debtor. In addition, Schedule F does not include certain deferred charges, deferred liabilities, or accruals. Schedule F also does not include potential rejection damages claims, if any, of counterparties to executory contracts or unexpired leases that may be rejected by the Debtor. Certain litigation or claims covered by insurance policies maintained by the Debtors may also be excluded from Schedule F.

27. Schedule G – Executory Contracts and Unexpired Leases. Although the Debtor has made every effort to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement Schedule G as necessary. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations may not be set forth separately on Schedule G. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth in Schedule G.

The Debtor reserves all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

The Debtor may be party to certain agreements that have expired by their terms. Out of an abundance of caution, the Debtor has listed such agreements on Schedule G. The Debtor's inclusion of such contracts or agreements on Schedule G is not an admission that such contract or agreement is an executory contract or unexpired lease.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission of those contracts from Schedule G.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the Debtor and such supplier or provider.

The listing of any contract on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract. The Debtor reserves the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract. Finally, certain of the contracts and leases listed on Schedule G may not have been memorialized or fully executed and could be subject to dispute.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTOR'S STATEMENTS

28. Statement 3b. The "Payment Date" column on the schedule for Statement 3b relates to one of the following: (a) the date of a wire transfer; (b) the date of an ACH payment; or (c) the issuance date for a check or money order. The Debtor has excluded amounts paid to (i) employees for expense reimbursement and (ii) insiders (which are reflected in Statement 3c). Payments made to employees in the ordinary course of the Debtor's business or financial affairs have been excluded from the Debtor's response to Statement 3b. In addition, payments to taxing authorities for payroll taxes are excluded from the Debtor's response to Statement 3b. While the Debtor has attempted to remove unfunded and rejected payments, there may be items in process; therefore, certain payments reflected in Statement 3b may not have been paid, and those amounts may also appear in Schedule F as amounts owed to the same entities.

In the ordinary course of its business, certain of the Debtor's employees make payments to vendors using credit cards for which the Debtor is liable. Charges made against such cards in the ninety (90) days before the commencement of these chapter 11 cases have been excluded from Statement 3b.

29. Statement 3c. The Debtor's response to Statement 3c reflects payments made by the Debtor and may not include those payments made by another affiliated Debtor on its behalf.

30. Statement 4a. Statement 4a includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. The Debtor disputes any liability with respect to the litigation included in Statement 4a, and Statement 4a shall not be construed as an admission by the Debtor of any liability with respect to any of the legal disputes or administrative proceedings identified therein.

31. Statement 14. The Debtor leases, among other things, aircraft and equipment from certain third party lessors. The Debtor's response to Statement 14 excludes such leased property and any property borrowed temporarily from third parties. Unexpired leases pursuant to which the Debtor leases property from third party lessors has been included on the Debtor's Schedule G.

32. Statement 19d. In the ordinary course of business, the Debtor has provided consolidated financial information to banks, customers, suppliers, rating agencies, aircraft lessors and other various interested parties. In addition, in connection with their restructuring efforts, the Debtors provided financial statements to potential lenders and investors in an effort to refinance their debt prior to the Petition Date. In light of the number of recipients and the possibility that such information may have also been shared with parties without the Debtor's knowledge or consent, the Debtor has not disclosed specific individuals or entities.

B6 Summary (Official Form 6 - Summary) (12/07)**UNITED STATES BANKRUPTCY COURT****District of Delaware****In re: Southern Air Inc.****Case No. 12-12692 (CSS)****Chapter 11****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	20	\$338,178,542.88		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$296,482,794.72	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	4		\$540,546.05	
F - Creditors Holding Unsecured Nonpriority Claims	YES	11		\$425,257,633.43	
G - Executory Contracts and Unexpired Leases	YES	6			
H - Codebtors	YES	6			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		50	\$338,178,542.88	\$722,280,974.20	

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM OR MORTGAGE
NONE				
Total			\$0.00	

(Report total also on Summary of Schedules.)

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007 (m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		See Schedule B2 Attachment		\$5,982,573.57

Subtotal (Total on this page) **\$5,982,573.57**

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Schedule B3 Attachment		\$14,268,664.74
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			

Subtotal (Total on this page)

\$14,268,664.74

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Subtotal (Total on this page) **\$0.00**

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

Subtotal (Total on this page)

\$0.00

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Southern Air GmbH 100% Ownership Interest 117 Glover Avenue Norwalk, CT 06850		Undetermined
14. Interests in partnerships or joint ventures. Itemize.	X			

Subtotal (Total on this page) **\$0.00**

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts Receivable.		See Schedule B16 Attachment		\$209,829,581.66
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			

Subtotal (Total on this page)

\$209,829,581.66

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Internal Revenue Service - fuel excise tax refund		\$203,000.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Subtotal (Total on this page)

\$203,000.00

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		(1) Apichari Arbitration Costs and Fees Award -- Amount Undetermined (2) Thai Airways contractual dispute over landing and navigation fees -- Amount Undetermined		Undetermined
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		See Schedule B23 Attachment		\$74,540,264.06

Subtotal (Total on this page)

\$74,540,264.06

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Transportation Vehicles		\$122,465.39
26. Boats, motors, and accessories.	X			

Subtotal (Total on this page) **\$122,465.39**

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
27. Aircraft and accessories.		See Schedule B27 Attachment		\$30,214,324.17
28. Office equipment, furnishings, and supplies.		See Schedule B28 Attachment		\$1,283,296.58
29. Machinery, fixtures, equipment, and supplies used in business.		See Schedule B29 Attachment		\$570,288.24

Subtotal (Total on this page) **\$32,067,908.99**

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

Subtotal (Total on this page) **\$0.00**

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Construction In Progress: \$1,033,887.81 Construction In Progress - Thoroughbred: \$130,196.66		\$1,164,084.47

Subtotal (Total on this page)

\$1,164,084.47

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Subtotal (Total on this page)

\$0.00

Total

\$338,178,542.88

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re: Southern Air Inc.

Case No. 12-12692

Schedule B2

Personal Property - Checking, saving or other financial accounts

Bank/Institution	Address 1	Address 2	City	State	Zip	Account Number	Balance
Air Chase Checking	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX0365	\$10,000.00
Air Chase Savings	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX9405	\$58,720.52
Cash 751	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX2865	\$15,000.00
Chase - CD Houston	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX3793	\$135,072.94
Chase - CD LAX	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX8619	\$108,235.57
Chase - CD Miami	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX3378	\$188,623.98
Chase - CD SFO	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX3535	\$52,787.98
Chase - CD SITA	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXXXXX6519	\$23,299.07
Chase - Operating	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXX8583	\$1,363,296.88
Chase - Payroll	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXX2659	\$3,327,536.63
Chase Credit Card Deposit	JP Morgan Chase, N.A.	2 Corporate Drive	Shelton	CT	06484	XXXXX3575	\$700,000.00
Debit card 501	Merill Lynch	360 Hamilton Ave., 8th Floor	White Plains	NY	10601	XXX-X7501	\$0.00
TOTAL:							\$5,982,573.57

In re: Southern Air Inc.

Case No. 12-12692

Schedule B3

Personal Property - Security deposits with public utilities, telephone companies, landlords, and others

Lease Deposits		Amount
	Anchorage Facility (William E. Brooks)	\$12,750.00
	Airport Deposits	\$46,678.60
	One Month Royal Ambassador Security	\$1,849.00
	Miami Airport Office and Warehouse Deposit	\$2,500.00
	Michael Kennedy Duggan	\$21,154.37
	Port City Security Deposit	\$5,900.00
	Katrin Kaiser	\$1,065.66
	Andre Wilde	\$659.29
	GSA Logistics	\$4,710.65
	Concord Air	\$8,165.49
	R&M Aircraft	\$5,443.66
	ComEd	\$281.67
	4LM Tech Support	\$5,443.66
	Andre Wilde	\$3,650.51
	Chicago	\$7,951.67
	Liege	\$38,827.01
	Ecuador	\$16,000.00
	Ethiopia Office	\$1,728.00
	HKG Airport	\$3,837.33
	Shanghai Apts	\$89,096.52
	Sharjah Airport	\$27,224.54
	Malaysia	\$211,821.79
	Kazakhstan	\$210,107.00
Subtotal Lease Deposits		\$726,846.42
Aircraft Deposits		
	DVB A/C	\$3,050,000.00
	777 Oak Hill	\$4,000,000.00
	Aircastle	\$3,450,000.00
	Aquila Aircraft Leasing	\$200,000.00
	PAFCO 3517, Inc.	\$705,000.00
Subtotal Aircraft Deposits		\$11,405,000.00
Engine Deposits		
	Engine Deposit- CAS	\$300,000.00
	Wells Fargo Bank Northwest, NA	\$1,058,000.00
	KLM & P&W	\$484,500.00
Subtotal Engine Deposits		\$1,842,500.00
Misc Deposits		
	DNATA	\$28,086.73
	Deposit- World Airways	\$10,000.00
	Nav Canada	\$250,912.57
	E-freight Visas	\$3,265.32
	Thai APU & Engines	\$2,053.70
Subtotal Misc Deposits		\$294,318.32
Total		\$14,268,664.74

In re: Southern Air Inc.

Case No. 12-12692

Schedule B16

Personal Property - Accounts receivable

Company	Type of receivable	Receivable balance
AMC	Trade Receivable	\$4,702,415.00
Asiana Airlines Inc	Trade Receivable	\$600.00
Cargo 360, Inc.	Intercompany Receivable	\$187,957,847.87
Centurion Air Cargo	Trade Receivable	\$240,500.65
Chapman Freeborn Airchartering	Trade Receivable	\$56,264.64
Connexus Air	Trade Receivable	\$8,987.03
DFS/Virtual Aviation Ireland Limited	Trade Receivable	\$760,000.00
DHL Aviation Americas, Inc	Trade Receivable	\$3,174,707.20
EL AL Israel Airlines Limited	Trade Receivable	\$76,706.18
Emirates	Trade Receivable	\$20.00
Ethiopian Airlines	Trade Receivable	\$1,449,745.66
Evergreen Intl. Airlines, Inc.	Trade Receivable	\$29,960.27
Korean Air Lines	Trade Receivable	\$5,118.10
Saudi Arabian Airlines	Trade Receivable	\$31,739.68
Shaanxi Sunshine Express Int'l Co., Ltd.	Trade Receivable	\$7,681.68
Southern Air GmbH	Intercompany Receivable	\$465,786.81
Southern Air Holdings, Inc.	Intercompany Receivable	\$7,804,951.95
Thai Airways International Public Co.	Trade Receivable	\$2,940,000.00
The Boeing Company	Trade Receivable	\$4,000.00
United States Air Force	Trade Receivable	\$112,548.94
	Total:	\$209,829,581.66

In re: Southern Air Inc.

Case No. 12-12692

Schedule B23

Personal Property - Licenses, franchises, and other general intangibles

License/Franchise name	Market value
Operating Certificate	\$25,000,000.00
Trade Name	\$46,000,000.00
Customer Relationship (AMC)	\$3,459,854.66
License (MSG Software License)	\$80,409.40
TOTAL:	\$74,540,264.06

In re: Southern Air Inc.

Case No. 12-12692

Schedule B27

Personal Property - Aircraft and accessories

Aircraft	Net Book Value
Aircraft	\$898,434.86
APU	\$230,186.74
Deferred C-Check	\$5,462,179.92
Deferred D-Check	\$4,979,268.71
Engines	\$4,165,088.03
Heavy Check Suspense	\$606,190.70
Manuals	\$1,119,051.06
FAA Modifications	\$74,211.06
Rotables - 2009+	\$3,982,108.86
Rotables - 400	\$5,370,621.82
Rotables - 777	\$3,326,980.35
Rotables - Prior	\$2.06
TOTAL:	\$30,214,324.17

In re: Southern Air Inc.

Case No. 12-12692

Schedule B28

Personal Property - Office equipment, furnishings, and supplies

Description	Net Book Value
Equipment - Office	\$145,075.89
Leasehold Improvements	\$1,122,291.40
Furniture & Fixtures	\$15,929.29
TOTAL:	\$1,283,296.58

In re: Southern Air Inc.

Case No. 12-12692

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description	Net Book Value
Engine Stand	\$163,475.83
Engine Stand 777	\$0.00
Tools	\$222,351.52
Equipment - Maintenance	\$170,430.40
Jack - Stand	\$14,030.49
TOTAL:	\$570,288.24

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Schedule D Attachment							\$296,482,794.72	\$2,365,195.43
Subtotal(s) (Total(s) on this page)							\$296,482,794.72	\$2,365,195.43
Total(s) (Use only on last page)							\$296,482,794.72	\$2,365,195.43

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

Footnote:

(1) The Debtor may have been obligated to provide a security deposit pursuant to the terms of a contract or lease. The Debtor believes such deposits do not amount to secured claims and has instead listed the deposits on schedule B3.

In re: Southern Air Inc.
Case No. 12-12692
Schedule D
Creditors Holding Secured Claims

Creditor's Name	Codebtor	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred, nature of lien and description and value of property subject to lien	Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any
Aero Instruments and Avionics Inc.		7290 NASH ROAD			NORTH TONAWANDA	NY	14120		Possessory Lien Claim	X	X	X	\$33,761.40	\$31,561.40
Airmark Components		Kirk Alexander	2701 SW 2ND AVENUE		FORT LAUDERDALE	FL	33315		Possessory Lien Claim	X	X	X	\$236,419.56	\$166,769.56
ANCRA International LLC		25591 NETWORK PLACE			CHICAGO	IL	60673-1255		Possessory Lien Claim	X	X	X	\$2,058.74	\$2,058.74
Athlit Apichari		ROBERT LAPLACA	LEVETT ROCKWOOD P.C.	33 RIVERSIDE AVENUE	WESTPORT	CT	06880		Litigation Claim	X	X	X	\$5,577,342.29	Undetermined
Atlas Aerospace Accessories		7820 NW 56 STREET			MIAMI	FL	33166		Possessory Lien Claim	X	X	X	\$49,562.96	\$37,312.96
Avborne Accessories Sargent Aerospace & Defense Aviall, Inc.		Manual Palomo	DBA SARGENT AEROSPACE & DEFENSE	7500 N W 26TH STREET	MIAMI	FL	33122		Possessory Lien Claim	X	X	X	\$233,538.31	\$112,138.31
Aviation Avionics & Instrument Co.		P O BOX 842267			DALLAS	TX	75284-2267		Possessory Lien Claim	X	X	X	\$83,672.46	\$83,672.46
Aviation Instruments Repair Specialists		210 HANSE AVENUE			FREEPORT	NY	11520		Possessory Lien Claim	X	X	X	\$55,927.77	\$52,427.77
Aviation Instruments Repair Specialists		A.I.R.S./ 665 MOKENA DR # 104			MIAMI SPRINGS	FL	33166		Possessory Lien Claim	X	X	X	\$4,515.00	\$2,515.00
Banc of America Leasing & Capital, LLC		PO BOX 7023			TROY	MI	48007-7023		UCC Lien Holder	X	X	X	Undetermined	Undetermined
Canadian Imperial Bank Of Commerce, New York Agency, as Administrative Agent	X	300 MADISON AVE			NEW YORK	NY	10017		Guarantor of Credit Agreement dated as of September 6, 2007; claim amount is \$288,000,000 plus unliquidated amounts.	X	X		\$288,000,000.00	Undetermined
Cooley LLP		Kevin King, Esq.	101 CALIFORNIA 5TH FLOOR		SAN FRANCISCO	CA	94111		Trade	X		X	\$1,152,566.53	\$1,064,566.53
Dell Financial Services LLC		MAIL STOP PS1DF-23	ONE DELL WAY		ROUND ROCK	TX	78682		UCC Lien Holder	X	X	X	Undetermined	Undetermined
DVB Bank SE		609 FIFTH AVE			NEW YORK	NY	10017		UCC Lien Holder	X	X	X	Undetermined	Undetermined
DVB Bank SE		PARK HOUSE	16-18 FINSBURY CIRCUS		LONDON		EC2M 7EB	ENGLAND	UCC Lien Holder	X	X	X	Undetermined	Undetermined
First Class Air Repair		Randol Cepeda	15380 CR 565 A, SUITE G		GROVELAND	FL	34736		Possessory Lien Claim	X	X	X	\$559,800.00	\$461,450.00
Fortbrand Services, Inc.		50 FAIRCHILD COURT			PLAINVIEW	NY	11803		UCC Lien Holder	X	X	X	Undetermined	Undetermined
G A Telesis CR Group SE LLC		1850 NW 49TH STREET			FORT LAUDERDALE	FL	33309		Possessory Lien Claim	X	X	X	\$37,055.85	\$37,055.85
Genesis Aviation, Inc.		PO BOX 19002			GREENSBORO	NC	27419		Possessory Lien Claim	X	X	X	\$92,323.62	\$40,173.62
Goodrich Aerospace UK LTD.		INTERCHANGE 3 ,FROBISHER WAY	HATFIELD BUS. PARK		HATFIELD				Possessory Lien Claim	X	X	X	\$89,857.76	\$89,857.76
Goodrich Asia-Pacific Ltd.			HATFIELD AL10 9TG		AL109ZX				Possessory Lien Claim	X	X	X	\$393.87	\$393.87
Goodrich Interiors Cargo Systems		PO BOX 844239			DALLAS	TX	75284-4239		Possessory Lien Claim	X	X	X	\$151,534.20	\$90,777.20
Hamilton Sundstrand Corp		4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		Possessory Lien Claim	X	X	X	\$5,269.00	\$5,269.00
Honeywell Int'l Aerospace Renton		4150 LIND AVENUE SW			RENTON	WA	98057		Possessory Lien Claim	X	X	X	\$19,525.40	\$19,525.40
HRD Aero Systems		25555 AVENUE STANFORD			VALENCIA	CA	91355		Possessory Lien Claim	X	X	X	\$18,905.00	\$18,905.00
Rockwell Collins		BOX 360772			PITTSBURGH	PA	15251-6772		Possessory Lien Claim	X	X	X	\$78,765.00	\$48,765.00
Siemens Financial Services, Inc.		170 WOOD AVENUE SOUTH			ISELIN	NJ	08830		UCC Lien Holder	X	X	X	Undetermined	Undetermined
Wells Fargo Bank Northwest, National Association, As Owner Trustee		299 SOUTH MAIN STREET, 12TH FL	MACU1228-120		SALT LAKE CITY	UT	84111		UCC Lien Holder	X	X	X	Undetermined	Undetermined
TOTAL:													\$296,482,794.72	\$2,365,195.43

In re: **Southern Air Inc.**Case No. **12-12692 (CSS)**

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIM (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re: Southern Air Inc.

Case No. 12-12692 (CSS)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
See Schedule E Attachment							\$540,546.05	\$540,546.05	\$0.00
Subtotals (Totals on this page):							\$540,546.05	\$540,546.05	\$0.00
Total: (Report also on the Summary of Schedules)							\$540,546.05		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								\$540,546.05	\$0.00

In re: Southern Air Inc.
Case No. 12-12692
 Schedule E
 Creditors Holding Unsecured Priority Claims

Creditor's Name	Notice Name	Address 1	Address 2	City	State	Zip	Country	Date claim was incurred and consideration for claim	Contingent	Unliquidated	Disputed	Total amount of claim	Amount entitled to priority	Amount not entitled to priority, if any	Type of Priority
City of Norwalk		TAX COLLECTOR	125 EAST AVENUE	NORWALK	CT	06851		Tax		X		\$0.03	\$0.03	\$0.00	507(a)(8)
Delaware Secretary of State		PO BOX 11728		NEWARK	NJ	07101-4728		Tax		X		\$15,541.36	\$15,541.36	\$0.00	507(a)(8)
Department of the Treasury		INTERNAL REVENUE SERVICE		CINCINNATI	OH	45999		Tax		X		\$45,874.94	\$45,874.94	\$0.00	507(a)(8)
Los Angeles County Tax Collector		500 WEST TEMPLE ST.		LOS ANGELES	CA	90054-0018		Tax		X	X	\$479,129.72	\$479,129.72	\$0.00	507(a)(8)
TOTAL:												\$540,546.05	\$540,546.05	\$0.00	

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F Attachment							\$425,257,633.43
Subtotal (Total on this page)							\$425,257,633.43
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$425,257,633.43

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
109-111 Glover LLC		109-111 GLOVER AVE			NORWALK	CT	06850		Trade					\$49,655.57
117 Glover LLC		117 GLOVER AVENUE			NORWALK	CT	06850		Trade					\$41,057.07
79 Glover LLC		117 GLOVER AVENUE			NORWALK	CT	36850		Trade					\$37,753.85
87 Glover LLC		87 GLOVER AVE			NORWALK	CT			Trade					\$51,244.72
A.T Juniper (Liverpool) Ltd		Marshall Works, 5-17 Bleasdale Rd	Allerton		Liverpool		L18 5JB	UK	Trade		X	X		\$7,830.00
AAR Landing Gear Services		3312 PAYSHPERE CIRCLE			CHICAGO	IL	60674		Trade					\$28,000.00
Abu Dhabi Aircraft Technologies-GAMCO		PO Bo 46450			Abu Dhabi			UAE	Trade					\$307.00
Access America Transport		PO BOX 740048			ATLANTA	GA	30374-0048		Trade		X	X		\$36,130.00
Administrator Unemployment Compensation		STATE OF CONNECTICUT DEPT. OF LABOR	DEPT. 417329 P.O.		HARTFORD	CT	06104		Trade					\$4,130.27
Aero Components International Corp		5900 NW 97 AVE SUITE 3	BOX 2905		MIAMI	FL	33178		Trade					\$36,868.00
Aero Components Supplies		PO BOX 126187			HALEAH	FL	33012		Trade					\$5,280.00
Aero Inventory		30 Lancaster Road	New Barnet		Hertfordshire		EN4 8AP	United Kingdom	Trade		X	X		\$250.00
Aero Services Bvba		BORMANSSTRAAT 46 A						BELGIUM	Trade		X	X		\$13,635.18
Aero Specialties		11175 W. EMERALD			BOISE	ID	83713		Trade					\$4,406.67
Aero-Link Arizona		16412 N 92ND STREET STE 125			SCOTTSDALE	AZ	85260		Trade					\$2,000.00
Aeronautical Technical Support S.A.		Aeropuerto Mariscal Sucre Avd	La Prensa N41-169 y		Quito			Ecuador	Trade					\$3,350.00
Aeropol Aviation Services Corp.		7895 TRANMERE DRIVE #12	Mariano Echeverria		MISSISSAUGA	ON	00L5S	1V9	Trade		X	X		\$2,790.00
Aeropot International de Tunis-Carthage	Airport BP 137/147	1080 Tunis Cedex						Tunisia	Trade					\$524.43
Aeroporto G Marconi Di Bologna S.p.A.	Giuseppina Gualtieri	Via Del Trionvirato 84			Bologna	BO	40132	Italy	Trade					\$20,828.00
Aerospace Distributors Inc.		34110 9TH AVE STREET			FEDERAL WAY	WA	98003		Trade					\$655.00
Aerospace House 2A Tudor Road		AEROSPACE HOUSE 2A TUDOR ROAD			HARROW			MIDDLESEX	Trade					\$25,925.00
Aerospheres (UK) Ltd.		Aerospace House 2A Tudor road	Harrow, Middlesex		Harrow			UK	Trade					\$2,113.80
Aerotel Aeronautical		1 BRAEMAR AVENUE	KINGSTON 10		JAMAICA			JAMAICA	Trade					\$572.00
Aero-Zone		1841 SOUTH HORNE			MESA	AZ	85204		Trade					\$19,025.00
AerSale Inc		121 ALHAMBRA PLAZA, SUITE 1110			CORAL GABLES	FL	33134		Trade					\$162,000.00
AGS Inc		PO BOX 2513			WHITEHOUSE	OH	43571		Trade		X	X		\$640.00
Air Atlanta Icelandia		COLUMBUS AVENUE	MANSTON		MANSTON CT12 5DD			ICELAND	Trade					\$800.00
Air Dispatch		3 City Place, Beehive Ring Road	Gatwick		West Sussex			UK	Trade		X	X		\$7,133.83
Air France Industries	Helene Munos	ORLY SUD 124	F-94396 ORLY					FRANCE	Trade					\$221,843.58
Air Liquide - Belgium		AV DU PARC INDUSTRIEL 2	AEROGARE CEDEX		4041 MILMORT		04041		Trade					\$176.10
Air Mobility Inc.		117 GROVER AVENUE			NORWALK	CT	06850		Intercompany	Y				\$12,348,638.00
Air Spares Inc.		609 NORTH LEVEE ROAD			PUYALLUP	WA	98371		Trade		X	X		\$11,840.00
Air Traffic Navigation Services Co LTD -ZAR		BLOCK H4, ISANDO INDUSTRIAL PK, REPUBLIC						ZA	Trade					\$67.20
Airconsult di Tienghi Valeria e C.s.a.s		OF SOUTH AFRICA						Italy	Trade					\$12,082.74
Aircraft Systems Div. Com-Jet		Via Adolfo Rava, 106	00142 Roma						Trade					\$390.00
Airgas USA LLC		8235 N W 56TH STREET			MIAMI	FL	33166		Trade					\$967.77
Airgas West		PO BOX 802576			CHICAGO	IL	60680-2576		Trade					\$195.27
AirLiance Materials		PO BOX 7423			PASADENA	CA	91109-7423		Trade					\$620.00
AirLiance Materials		DEPT CH 17704			PALATINE	IL	60055-7704		Trade					\$1,575.00
Airline Container Leasing Inc.		436 SACO LOWELL ROAD			EASLEY	SC	29640		Trade					\$861.91
Airline Spares America Inc.		1022 E. NEWPORT CENTER DR.			DEERFIELD BEACH	FL	33442		Trade					\$6,116.53
Airline Support Inc.	Omer Avni Mah. Dumen Sokak	PO BOX 190735			ANCHORAGE	AK	99519-0735		Trade		X	X		\$206.53
Airmark Airline Marketing & Services		Gumussuyu Is Merkezi	No: 11/4		Istanbul		34437	Turkey	Trade					\$250.00
Airport & Aviation Services SL LTD	Julian Bravo Garcia	Avenida Logrolo - Aeropuerto Barajas 100			Madrid		28042	Spain	Trade					\$4,350.79
Airports Company South Africa		The Maples Riverwoods			Gauteng	GP	2008	South Africa	Trade					\$9,400.00
Air-Pro LLC		9730 NW 114TH WAY			MEDLEY	FL	33178		Trade					\$1,496.79
Airservices Australia		P O BOX 231	CIVIC SQUARE ACT					AUSTRALIA	Trade					\$7,969.64
AIT Worldwide Logistics		PO BOX 66730	2608		CHICAGO	IL	60666-0730		Trade					\$456,609.62
A.J. Walter Aviation Ltd	Deryck Stokes	THE HEADQUARTERS	PATRIDGE GREEN		WEST SUSSEX		RH13 9RA	UNITED KINGDOM	Trade		X	X		\$32.06
Alaska CargoPort LLC		106 E. 6th Street, Suite 550			Austin	TX	78713		Trade					\$603.70
Alaska Communication Systems		PO BOX 196666			ANCHORAGE	AK	99519-666		Trade					\$485.00
ALASKA METROLOGY AND CALIBRATION SERVICES INC		224 EAST 54TH AVENUE			ANCHORAGE	AK	99518		Trade					\$117.84
Alaska Pacific Environmental Services		PO BOX 196097			ANCHORAGE	AK	99519-6097		Trade					\$1,712.48
Alliance Heating & Air Conditioning		25 BROOKFIELD AVENUE			BRIDGEPORT	CT	06610		Trade					\$95.00
Alliance Transport Services LLC		12556 W. ATLANTIC BLVD.			CORAL SPRINGS	FL	33071		Trade					\$3,249.10
AlphaGraphics Danbury		41A EAGLE ROAD			DANBURY	CT	06810		Trade					\$200.00
Alteon Training		LONG BEACH TRAINING CENTER	4900 EAST CONANT STREET		LONG BEACH	CA	90808		Trade					\$153,758.79
Altitude Global Limited		SUITE A300	ENTERPRISE HOUSE	STANSTED AIRPORT	ESSEX		CM24 1QW	UNITED KINGDOM	Trade		X	X		\$14,000.00
American Jet Industries LLC		7959 ALABAMA AVENUE			CANOGA PARK	CA	91304		Trade		X	X		\$1,215.00
American Red Cross Health & Safety Services		25688 NETWORK PLACE			CHICAGO	IL	60673-1256		Trade					\$400.00
Ametek Ameron LLC		DEPT 845027			LOS ANGELES	CA	90084		Trade					\$18,600.00
Ametek High Standard Aviation		7841 NW 56TH STREET			MIAMI	FL	33166		Trade					

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
AmSafe Bndport		LOCKBOX #03 PO BOX 53075			PHOENIX	AZ	85072		Trade					\$5,087.40
Ana Albuquerque Arrieta		MARTIN OVIEDO 192 URB. LA MAR	PUEBLO LIBRE		LIMA 21			PERU	Trade					\$6,540.60
ANA Trading (do not use) see V#600134		970 West 190th Street Suite 600 M/S 10	Attn: Setsko Huffman, Mgr		Torrance	CA	90502		Trade					\$17,000.00
ANA Trading Corp. USA		Gateway Towers-E 970 West 190th Ste 600			Torrance	CA	90502		Trade					\$58,000.00
Anchorage International Airport		ACCOUNTING SECTION P O BOX 196960			ANCHORAGE	AK	99519-6960		Trade		X	X		\$155,478.36
Ansett Aircraft Spares & Services		DEPT LA 23089			PASADENA	CA	91185-3089		Trade					\$3,375.00
AOG Reaction		526 AVIATOR DRIVE			FORT WORTH	TX	76179-5425		Trade					\$3,480.00
Aphis		PO BOX 979044			SAINT LOUIS	MO	63197-9000		Trade					\$25,328.50
APS Airparts Support		1656 N W 89TH COURT			MIAMI	FL	33172		Trade					\$15,600.00
APSCO (Air Parts and Supply)		12840 SW 84TH AVE			MIAMI	FL	33156		Trade					\$4,186.00
Aquinas Consulting	King Abdulaziz International Airport	154 HERBERT STREET	ATTN SALLY REED		MILFORD	CT	06460		Trade					\$50,339.27
ARABASCO		PO Box 9094			Jeddah		21413	Saudi Arabia	Trade					\$6,974.13
ARINC, Incorporated		PO BOX 951273			DALLAS	TX	75395-1273		Trade					\$30,927.39
Army and Air Force Exchange Service		FA-C/OR	PO BOX 660792		DALLAS	TX	75266-0792		Trade		X	X		\$4,000.00
Artemis Aerospace		5 the courtyard, pondtail farm	west grinstead		rh 135 ln	UK			Trade					\$300.00
ASAP Software		P O BOX 95414			CHICAGO	IL	60694-5414		Trade					\$11,719.68
ASECNA		32-38 avenue jean juares			Dakar b.p			Senegal	Trade					\$14,767.72
Asiana Airlines		REGIONAL CARGO OFFICE IN NY, BLDG 263 JFK INTERNATIONAL AIRPORT			JAMAICA	NY	11430		Trade					\$1,200.00
Astar USA LLC		7310 TURFWAY RD. SUITE 400/MS 410	KATHY JOHNSON, MGR EMPLOYEE RELATIONS		FLORENCE	KY	41042		Trade					\$6,993.80
Astronautics Corporation of America		4115 N. TEUTONIA AVENUE			MILWAUKEE	WI	53209		Trade					\$1,500.00
AT&T #203 840 9189		PO BOX 8110			AURORA	IL	60507		Trade		X	X		\$319.74
AT&T #773 992 2090		PO BOX 8100			AURORA	IL	60507		Trade					\$150.34
AT&T Mobility		PO BOX 6463			CAROL STREAM	IL	60197-6463		Trade					\$57,787.84
Atlantic LAX		PO BOX 79650			CITY OF INDUSTRY	CA	91716-9650		Trade					\$18,700.41
Atlas Air, Inc.		2000 WESTCHESTER AVENUE	2000 WESTCHESTER AVENUE		PURCHASE	NY	10577-2543		Trade		X	X		\$90,199.40
Auto Aliq Verkehrsbetrieb GmbH		Goethering 54	D-63067 Offenbach					Germany	Trade					\$2,300.96
Av-Air Inc.		33 S. 56TH STREET, SUITE 2			CHANDLER	AZ	85226		Trade					\$145,350.00
AVD Global Aviation Services Inc	Steven Christiansen	549 Barnes Rd			Goffe		NS B2T 1K3	Canada	Trade					\$907.77
AVI FoodSystems Inc		2590 ELM ROAD N.E.			WARREN	OH	44483-2997		Trade					\$20,604.55
AVIANOR INC		12405 RUE DE SERVICE A-2	vue st exupery 22 cargo	nord liege airport	MIRABEL	QC	J7N 1E4	CANADA	Trade					\$8,500.00
AVIAPARTNER Belgium NV		liege airport cargo nord	4460 GRACE-HOLLOGNE				4460	Belgium	Trade					\$4,701.58
AviaPartner Liege SA		NORD RUE SAINT EXUPERY 22 B-						BELGIUM	Trade					\$40,063.07
Aviareps	John Jackson	6355 NW 36th Street 600			Virginia Gardens	FL	33166-7027		Trade					\$127.30
Aviation Communication & Surveillance Sys LLC		19810 N 7TH AVENUE			PHOENIX	AZ	85027-4400		Trade					\$5,795.00
Aviation Port Services		8517 EARHART ROAD, SUITE 110			OAKLAND	CA	94621		Trade					\$2,960.58
Avio Support		8525 120TH AVENUE NE			KIRKLAND	WA	98033		Trade					\$435.00
Avsource International		10455 NW 37TH TERRACE			MIAMI	FL	33178		Trade					\$450.00
Avtech Avionics and Instruments LLC		7370 NW 35 STREET			MIAMI	FL	33122		Trade					\$1,595.00
Avtrade Limited		Concorde House	Aviation Business Park	Albourne,	West Sussex		BN6 9EB	UK	Trade					\$6,576.50
Axiom Technology		470 WEST AVENUE SUITE 2000			STAMFORD	CT	06902		Trade					\$26,472.50
BAE Systems Aircraft Controls Inc.		PO BOX 2987			CAROL STREAM	IL	60132		Trade					\$35,346.00
Bahrain Airport Company		PO BOX 24924			MUHARRAQ			BAHRAIN	Trade		X	X		\$79,536.10
Bahrain Airport Services		PO Box 22285						Kingdom of Bahrain	Trade					\$6,061.59
Bayring Communications #BUSNH-10732		359 CORPORATE DRIVE			PORTSMOUTH	NH	03801-6808		Trade					\$107.23
Beam Distributing Inc.		8510 SANFORD DRIVE			RICHMOND	VA	23228		Trade					\$1,267.62
Bill Thomas Associates		25072 ANZA DRIVE			VALENCIA	CA	91355		Trade					\$10,702.34
BKD Technologies LLP		910 E. ST. LOUIS ST., SUITE 200			SPRINGFIELD	MO	65801-1900		Trade					\$13,083.20
Blue One Management		QUAI AUX BRIGUES 22	1000 BRUXELLES					BELGIUM	Trade					\$19,000.00
Bluebird Express		145 HOOK CREEK BLVD. BLDG C5C			VALLEY STREAM	NY	11581		Trade					\$5,148.36
Boeing Commercial Airlines	Inola DelaCruz	PO BOX 277861			ATLANTA	GA	30394-7851		Trade		X	X		\$658,830.68
Boeing US Training and Flight Services LLC	Tina Wood	PO BOX 849899			DALLAS	TX	75284		Trade		X	X		\$3,474,442.22
Bohr Omnibus GmbH		cargo city sud	geb. 640 raum 3012	60549 frankfurt/main	Frankfurt			Germany	Trade					\$201.15
Bridgestone Aircraft (Asia)		22-24 DAI WANG ST TIA PO			NEW TERRITORIES HONG KONG			HONG KONG	Trade		X	X		\$19,835.00
Bridgestone Aircraft Tire-Europe		ROUTE DE BAVAY-B7080	FRAMERIES-BELGIUM					BELGIUM	Trade					\$10,336.00
Bridgestone Aircraft Tires (USA)		802 S AYERSVILLE ROAD			MAYODAN	NC	27027		Trade					\$24,600.00
Brookwood Temporary Solutions		33 chobham road	woking		surrey		gu21 6jd	UK	Trade					\$957.60
Broward Aviation Services Inc.		5445 NW 24TH ST. UNIT 1			MARGATE	FL	33063		Trade		X	X		\$10,389.50
C C A S S A - Overflight Services		AVE. JUSTO AROSEMENA UNICENTRO BELLAVISTA	ENTRE CALLE 41 Y 42		PANAMA REP.			PANAMA	Trade					\$4,117.58
C. L. & P. Northeast Utilities #51094923090		PO BOX 150493			HARTFORD	CT	06115		Trade					\$1,306.09
C. L. & P. Northeast Utilities #51028143030		PO BOX 150493			HARTFORD	CT	06115		Trade					\$39.06
C. L. & P. Northeast Utilities #51135053015		PO BOX 150493			HARTFORD	CT	06115		Trade					\$998.96
C. L. & P. Northeast Utilities #51247923048		PO BOX 150493			HARTFORD	CT	06115		Trade					\$1,119.60

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
C.L. & P. Northeast Utilities #51451033039		PO BOX 150493			HARTFORD	CT	06115		Trade					\$3,087.46
C.L. & P. Northeast Utilities #51585033004		PO BOX 150493			HARTFORD	CT	06115		Trade					\$492.14
C.L. & P. Northeast Utilities #51743153074		PO BOX 150493			HARTFORD	CT	06115		Trade					\$404.41
C.A.L.-CARGO AIR-LINES LIMITED		Condon & Forsyth LLP	7 Times Square		New York	NY	10036		Litigation co-defendant		X	X	X	Undetermined
California DMV		PO BOX 942869			SACRAMENTO	CA	94269-0001		Trade					\$368.00
California Facilities & Equipment Maintenance Co Inc		6520 PLATT AVE SUITE 512			WEST HILL	CA	91307		Trade					\$400.00
Canadian Imperial Bank of Commerce		ICB LOAN PRODUCTS-AGENCY SERVICES	425 LEXINGTON AVE, 4TH FLOOR		NEW YORK	NY	10017		Trade					\$75,000.00
Carebuilder.com		13047 COLLECTION CENTER DRIVE			CHICAGO	IL	60693		Trade					\$500.00
Cargo 360, Inc.		117 GROVER AVENUE			NORWALK	CT	06850		Intercompany	Y				\$171,707,271.75
Cargo Air Lines Ltd Israel		HAYARDEN 1, AIRPORT CITY						ISRAEL	Trade					\$11,397.03
Cargo Air Transport Inc		DBA CONDOR AIR TRANSPORT	44 OTTER TRAIL		WESTPORT	CT	06880		Trade		X	X		\$1,885.00
Cargo Force		SAN REMO PLAZA, P2	6705 RED ROAD, SUITE 700		MIAMI	FL	33143		Trade					\$428.00
Carmody & Torrance		50 LEAVENWORTH STREET	P.O. BOX 1110		WATERBURY	CT	06721		Trade					\$1,245.00
Cary R Jackson		260 ROARING FORK ROAD #218			GATLINBURG	TN	37738		Trade					\$900.00
Cathay Pacific Airways		PO BOX 776			SHATIN CENTRAL			HONG KONG	Trade		X	X		\$88,000.35
Cav Europa S.L.		BASE NAVAL DE ROTA			APARTADO DE CORREOS 1019				Trade					\$2,651.69
CBS - CT Business Systems		50 ROCKWELL ROAD			NEWINGTON	CT	06111		Trade					\$1,540.75
Celebi Hava Servisi A.S.	Can Celebioglu	Alaturk Havalimani			Istanbul (Europe)		34149	Turkey	Trade					\$15,258.78
CENTURION AIR CARGO		1851 NORTHWEST 689TH AVENUE	BUILDINGG 706		MIAMI	FL	33126		Litigation	X	X	X		Undetermined
Centurion Cargo		PO BOX 522906			MIAMI	FL	33152		Trade		X	X		\$15,811.00
Ceridian COBRA Services		PO BOX 534099			SAINT PETERSBURG	FL	33747		Trade					\$5,316.76
Certified Aviation Services LLC		8659 HAVEN AVE SUITE 10			RANCHO CUCAMONGA	CA	91730		Trade					\$8,704.00
CF6-50, LLC		117 GROVER AVENUE			NORWALK	CT	06850		Intercompany	Y				\$101,416,234.60
CG Miami NDT LLC		7980 NW 56 STREET	FAA REPAIR STATION# N9OR165B		MIAMI	FL	33166		Trade		X	X		\$8,060.00
Changi International Airport Service Pte Ltd		po box 4	Changi Airport				918141	Singapore	Trade					\$15,316.58
Chapmanfreeborn Aviation Services fze		3 City Place, Beehive Ring Road	Gatwick		West Sussex		RH6 OPA	UK	Trade					\$21,804.49
Charles David Burnitz		Redacted							Employee			X		\$15,318.00
China Airlines		200 CONTINENTAL BLVD			EL SEGUNDO	CA	90245		Trade					\$71.25
Cintas Corporation		PO BOX 636525			CINCINNATI	OH	45263-6525		Trade					\$314.31
Citrix Online		FILE 60264			LOS ANGELES	CA	90074		Trade					\$3,787.50
City of Atlanta-Dept of Aviation		PO BOX 920500			ATLANTA	GA	30392-0500		Trade		X	X		\$38,935.87
City of Chicago		333 SOUTH STATE STREET, SUITE 420			CHICAGO	IL	60604-3976		Trade		X	X		\$52,000.00
Civil Aeronautics Administration Taiwan		362 BING KIANG STREET	TAIPEI, TAIWAN					TAIWAN	Trade		X	X		\$21,025.73
Civil Aviation Affairs Bahrain	Ali Bin Khalifa Al Al Khalifa	PO Box 586	10597 ROC		Manama			Bahrain	Trade					\$5,847.90
Civil Aviation Authority of Jinnah Int'l Airport	Authority	Jinnah International Airport	Terminal -1		Karachi		75200	Pakistan	Trade					\$9,632.13
Civil Aviation Authority of Pakistan		19 Liaquat Barracks			Karachi		75530	Pakistan	Trade		X	X		\$33,795.80
Civil Aviation Regulatory Commission Jordan		Jordan po box 7547	code 1110					Jordan	Trade					\$15,821.08
COG Skill Pool GMBH		AUF DER STEIGE, 53129 BONN						GERMANY	Trade					\$300.26
Cohen & Company Capital Markets		1633 Broadway 28th floor			New York	NY	10019		Trade					\$158.54
Commercial Aircraft Services Inc		372 S. EAGLE RD SUITE 384			EAGLE	ID	83616		Trade					\$140,000.00
Commercial Tire & Recapping Co.		7 BROOKFIELD STREET			NORWALK	CT	06851		Trade					\$122.30
Connexus Air		88/25 TYLERS ROAD	BARGO, 2574	DEPT. 08-1020-99748351	HOUSTON	TX	77216-1970	AUSTRALIA	Trade		X	X		\$40,205.05
Continental Airlines Inc.		O/S SALES & SERV	PO BOX 0201970		HOUSTON	TX	77216-1970		Trade		X	X		\$5,741.67
Continental Jet Services		sharjah airport free zone	po box 9220					UAE	Trade					\$3,104.20
Control Screening LLC		2 GARDNER ROAD			FAIRFIELD	NJ	07004		Trade					\$250.00
CORPAC S.A.		av elmer faucett no 3400	arpto inter	chavez callao				Peru	Trade					\$2,651.65
Cross River Lock		170 MAIN STREET			NORWALK	CT	06851		Trade					\$174.41
CSC Force Measurement		84 RAMAH CIRCLE NORTH			AGAWAM	MA	01001		Trade		X	X		\$8,408.00
CT Lien Solutions		LOCKBOX 200824			HOUSTON	TX	77216		Trade					\$375.00
Cusip Global Services		2542 COLLECTION CENTER DRIVE			CHICAGO	IL	60693		Trade					\$50.00
Dale Edward Mattox		Redacted							Employee			X		\$13,821.00
Dantec Aerospace		200 N. RALEIGH STREET			GREENSBORO	NC	27401		Trade		X	X		\$14,960.00
DART AOG Ltd		Manchester Business Park 3000 Aviator Way		35400 Saint Malo -I & V	Manchester		M22 5TG	UK	Trade					\$5,212.71
DART Aviation		3, Rue de la Janaie	Z.A. Yves Burgot					France	Trade		X	X		\$1,407.23
Daugherty Fowler Peregrin Haught & Jensen		204 N. ROBINSON SUITE 900			OKLAHOMA CITY	OK	73102		Trade					\$21,906.31
Davis Disposal Service Inc.		PO BOX 8088			STAMFORD	CT	06905-8088		Trade					\$4,943.17
DB Schenker		P O BOX 7247-7623			PHILADELPHIA	PA	19170-7623		Trade					\$481.91
De Novo Legal		666 THIRD AVENUE 7TH FLOOR			NEW YORK	NY	10017		Trade					\$814.60
Dean Lu's Consulting Services Co		ROOM 402, #35 BLDG.	LANE 280 NORTHERN ST. JIADING	JIADING	SHANGHAI			CHINA	Trade					\$476.19
DEFENSE LOGISTICS AGENCY - ENERGY	Tracy Bare	ATTN FAS- JAABC/CO	PO BOX 182317		COLUMBUS	OH	43218-2317		Trade	Y	X	X		\$8,162,187.37
Deidre O'Brien		28 FOX RUN			WILTON	CT	06897		Trade					\$9,375.00
Dell Financial Services		PAYMENT PROCESSING	PO BOX 5275		CAROL STREAM	IL	60197		Trade					\$5,610.63

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Delta Air Lines		PO BOX 101153			ATLANTA	GA	30392-1153		Trade					\$1,846.25
Delta Dental		PO BOX 5182			NEW YORK	NY	07188-6483		Trade					\$35,102.52
Department of Civil Aviation Malaysia		ANFC Unit Air Traffic Mgmt Sector	Level 4, Podium Block B, Lot 4g4 Precinct 4	No. 27 Persiaran Perdana	62618 Putrajaya			Malaysia	Trade					\$81.69
Department of Transportation State of Hawaii		A/R- HONOLULU INTL AIRPORT	400 RODGERS BOULEVARD SUITE 700		HONOLULU	HI	96819-1880		Trade		X	X		\$54,467.74
DFAS-JS/LI		DSSN 6671-JS/LI	3801 LIMESTONE D-63005 OFFENBACH AM MAIN	PO BOX 269339	INDIANAPOLIS	IN	46226		Trade					\$590.96
DFS Deutsche		FLUGSICHERUNG POSTRACH 100551	LOWER MALLOW STREET	LIMERICK	LIMERICK			GERMANY	Trade		X	X		\$26,716.35
DFS Virtual Aviation Ireland Limited		11TH FLOOR RIVERPOINT	SCHEUKDITZ GERMANY						Trade	Y	X	X		\$27,606.56
DHL European Air Transport Leipzig GMBH		POSTFACH 1111		1930 ZAVENTEM	SCHEUKDITZ				Trade		X	X		\$25,919.91
DHL Express #772471970		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$4,260.14
DHL Express #845823600		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$253.09
DHL Express #851233468		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$960.11
DHL Express USA #845778269		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$598.30
DHL Express USA #846168070		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$3,446.93
DHL Express USA #968706372		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$2,974.93
DHL Express USA Inc. #966570317		16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		Trade					\$27,169.86
DHL Global Forwarding		14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		Trade		X	X		\$62,761.89
Doo Soo Wang		3516 176TH PLACE SW			LYNNWOOD	WA	98037		Trade					\$20.00
DSSN 3801 LI-CRAF	Thomas Kloeckner	DSSN 3801 LI-CRAF	DISB. OPS DIR. ATTN	P O BOX 269339	INDIANAPOLIS	IN	46226		Trade		Y			\$616,272.09
Dyn Inc		150 DOW STREET	3801 LIMESTONE FIELD SITE		MANCHESTER	NH	03101		Trade					\$150.00
Dynamic Aviation		1402 AIRPORT ROAD	P.O. BOX 7		BRIDGEWATER	VA	22812		Trade					\$25.00
E & A Airline Cleaning Services		1229 WESTERN STREET, SUITE 1			FAIRFIELD	CA	94533		Trade					\$4,656.25
E F Consulting		125-178 ST.			SUNNY ISLES BEACH	FL	33160		Trade					\$18,064.00
E N N A		AVENUE DE LINDEPENDANCE B.P. 383			E N N A 1	ALGERIA	16000		Trade					\$2,016.18
East Air Corp		337 SECOND STREET			HACKENSACK	NJ	07601		Trade					\$6,000.00
East Kern Airport		1434 FLIGHTLINE			MOJAVE	CA	93501		Trade					\$7,584.85
Edmo Distributors Inc.		12830 EAST MIRABEAU PKWY.			SPOKANE	WA	99216		Trade					\$2,155.00
EMC Aerospace Inc		570 NE 185 STREET			MIAMI	FL	33179		Trade					\$1,260.00
Emirates Airlines		CASHIERING EMIRATES GROUP HEADQUARTERS	POST BOX 686 ATTN HUMAN RESOURCES		DUBAI			UAE	Trade					\$720.00
Empire Airlines		11559 N. ATLAS ROAD			HAYDEN	ID	83835		Trade					\$50.00
Employment Contractor Services		1 KATTELVILLE ROAD SUITE 4			BINGHAMTON	NY	13901		Trade		X	X		\$12,571.90
Emteq		5349 S. EMMER DRIVE			NEW BERLIN	WI	53151		Trade					\$382.42
Enam R Enterprise		NO 6-1 (1ST FLOOR) JALANREMA 4 AVENUE 1	AMBANG BOTANIC 41200 KLANG		SELANGOR				Trade					\$5,547.55
EncompassAir Ltd.		airline maintenance worldwide	kuwait international airport					Kuwait	Trade		X	X		\$69,133.00
Epcor		Bellsingel 41 Schiphol-Rijk, 1119 NT						The Netherlands	Trade					\$30,000.00
ESA P Portfolio LLC		PO BOX 49289			CHARLOTTE	NC	28277-0076		Trade		X	X		\$71,627.77
Escrevo LLC		710 SW 93RD TERRACE			PEMBROKE PINES	FL	33025		Trade					\$2,007.50
Esposito Design Associates Inc		2510 BEDFORD STREET			STAMFORD	CT	06905		Trade					\$4,234.80
Ethiopian Airline		Sales and Makrket Devt Div	ruie st exupery 22 cargo	nord liege airport	grace-hollogne		4460	Belgium	Trade		X	X		\$52,212.60
ETHIOPIAN AIRLINES		BOLE INTERNATIONAL AIRPORT	P.O. BOX 1755		ADDIS ABABA			ETHIOPIA	Litigation		X	X	X	Undetermined
Ethiopian Airlines Enterprise-US	Esmael Hamid	PO BOX 1755			ADDIS ABABA			ETHIOPIA	Trade					\$284,508.96
Euro Jet Intercontinental Limited		12 Mount havelock			Douglas Isle of Man		IM1 2QG	UK	Trade		X	X		\$63,651.95
Eurocontrol	Eduardo Romano	RUE DE LA FUSEE 96	B-1130 BRUSSELS		BRUSSELS			BELGIUM	Trade		X	X		\$1,245,214.09
European Aviation Limited		europaean hall bromyard road	ledbury herefordshire					UK	Trade					\$24,048.24
Evergreen Air Center Inc.		PANAL AIR PACK ROAD	england hrs 1		MARANA	AZ	85653		Trade					\$2,761.06
Evergreen Aviation Ground Logistics		PO BOX 6409 UNIT #3			PORTLAND	OR	97208		Trade					\$6,387.94
Evergreen International Airlines Inc.		3850 THREE MILE LANE			MCMINNVILLE	OR	97128-9496		Trade					\$9,663.97
Evergreen International Aviation Inc	ROSE CAMACHO	IMAX BUILDING, 2ND FLOOR	490 NE CAPTAIN MICHAEL KING SMITH WAY		MCMINNVILLE	OR	97128		Trade					\$300.00
Evergreen Trade		3850 THREE MILE LANE			MCMINNVILLE	OR	97128		Trade		X	X		\$29,347.51
EVO JET SERVICES		148 CONNAUGHT RD, SUITE 18B							Trade		X	X		\$6,500.00
Executive Air International Services		5026 JINNAH TERMINAL COMPLEX	JINNAH INTERNATIONAL AIRPORT		KARACHI		75200	PAKISTAN	Trade		X	X		\$30,000.00
Expeditors Intl		5757 w century blvd suite 200			Los Angeles	CA	90045		Trade					\$199.92

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent Y/N	Unliquidated Y/N	Disputed Y/N	Total amount of claim
F & E Aircraft Maintenance		PO BOX 660707			MIAMI SPRINGS	FL	33266		Trade					\$17,819.69
F & S Consulting		F & S CONSULTING FAZANTENLAAN 23 9250 WAASMUNSTER							Trade					\$22,358.10
Fasco Ground Service Agency		6F 99 HAI TIAN SAN RD,	PUDONG INTL AIRPORT		SHANGHAI		201202	CHINA	Trade		X	X		\$16,262.00
Fast Forward Freight b.v. Amsterdam		amsterdam schiphol	vakweg 1	1118 ec schiphol				The Netherlands	Trade					\$46,211.27
Fast Forward Freight BVBA (Brussels)		BRUCARGO BLDG 721-1ST FLOOR	B-1931 BRUSSELS INTERNATIONAL AIRPORT		BRUSSELS			BELGIUM	Trade					\$7,254.57
Fast Forward Freight GmbH		CARGO CITY SUD, GEB. 556 D			60549 FRANKFURT			GERMANY	Trade					\$24,085.58
Federal Aviation Administration	Vincent J. Bennett	Office of the Regional Counsel, ANE-7	12 New England Executive Park		Burlington	MA	01803		Civil Penalty, Case No. 2012EA630028		X	X	X	Undetermined
Federal Aviation Administration	Vincent J. Bennett	Office of the Regional Counsel, ANE-7	12 New England Executive Park		Burlington	MA	01803		Civil Penalty, Case No. 2011EA630002		X	X	X	Undetermined
Federal Aviation Administration	Nicholas R. Milliard	Enforcement Division, AGC-300	800 Independence Avenue, S.W.		Washington	DC	20591		Civil Penalty, Case No. 2011SO950033		X	X	X	Undetermined
Federal State Unitary Enterprise		BLOCK 7	STATE AIR TRAFFIC MGMT CORP OF RUSSIAN 37	LENINGRADPROSP ECT 125993	MOSCOW			RUSSIA	Trade			X	X	\$64,900.30
FedEX #1920-4592-4		PO BOX 371461			PITTSBURGH	PA	15250-7461		Trade					\$13.64
Fedex #1920-4740-4		PO BOX 371461			PITTSBURGH	PA	15250		Trade					\$87.94
FedEx #2957-3921-2		PO BOX 371461			PITTSBURGH	PA	15250-7461		Trade					\$81,192.77
FedEx #4593-4072-5/Belgium		ATTN: ALEXIS RIVERA			PALATINE	IL	60094-4515		Trade					\$5,579.00
FedEx Special Payments 2174-2710-0	Alexis Rivera	PO BOX 94515	PO BOX 94515		PALATINE	IL	60094-4515		Trade		X	X		\$559,336.95
FieldTech Avionics		LOC 3N, MEACHAM INTL AIRPORT, POBOX 4455			FORT WORTH	TX	76164		Trade					\$6,950.00
First Class Air Support Inc		3924 BARDSTOWN ROAD			LOUISVILLE	KY	40218		Trade					\$8,000.00
First Class Hotel St Michael		Bernkasteler Str. 3-5			Morbach		54497	Germany	Trade					\$2,537.87
First Taxing District Water Dept		12 NEW CANAAN AVENUE PO BOX 27			NORWALK	CT	06852-0027		Trade					\$1,440.45
First Wave Aviation LLC		PO BOX 470348			TULSA	OK	74147-0348		Trade		X	X		\$220.00
Flight Data Services		250 N LITCHFIELD RD, STE 230			GOODYEAR	AZ	85338		Trade					\$5,028.00
Flight Services & Systems		6100 ROCKSIDE WOODS BLVD.	SUITE 355		CLEVELAND	OH	44131		Trade					\$4,590.69
Flite Components, LLC		1235 PROFIT DRIVE			DALLAS	TX	75247		Trade					\$187,500.00
Flughafen Frankfurt-Hahn GmbH	Wolfgang Pollety	Gebäude 667			Hahn-Flughafen		55483	Germany	Trade					\$72,736.68
Fly Service LTD, Turkey		FLORYA,YAMAC SOKAK NO 2/1			34154 INSTANBUL			TURKEY	Trade					\$27,280.91
Frontiermedex Inc.		PO BOX 19056	CIUDAD AUTONOMA (C.P. 1057)	CIUDAD AUTONOMA (C.P. 1057)	BALTIMORE	MD	21284-9056		Trade					\$2,995.00
Fuerza Aerea Argentina		PARAGUAY 631 PISO 3 OFIC B			BUENOS AIRES			ARGENTINA	Trade					\$9,158.36
G4S Compliance & Investigation		PO BOX 277469			ATLANTA	GA	30384-7469		Trade					\$3,823.67
Gate Gourmet, Inc		PO BOX 660367	MAIL CODE 5124		DALLAS	TX	75266-0367		Trade		X	X		\$16,038.32
Gateway Limousine Services Inc		PO BOX 370			DOVER	DE	19903		Trade					\$140.00
GE Aircraft Engines (LB1791)		PO BOX 641791			PITTSBURGH	PA	15264		Trade					\$23,970.00
GE Aviation		123 MERCHANT STREET, MD Y2			CINCINNATI	OH	45246		Trade					\$694.58
GE Aviation Materials		PO BOX 642781			PITTSBURGH	PA	15264		Trade					\$600.00
GE Engine Services-McAllen		PO BOX 642604			PITTSBURGH	PA	15264-2604		Trade					\$6,616.00
GE Inspection Technologies LP		14348 COLLECTIONS CENTER			PITTSBURGH	PA	15264-2604		Trade					\$19,382.00
General Civil Aviation Authority		GENERAL CIVIL AVIATION AUTHORITY			CHICAGO	IL	60693		Trade		X	X		\$20,390.00
George S. Hoenig LLC		28 WILTON HUNT			WILTON	CT	06897		Trade					\$3,000.00
Global Aviation Co.		3145 NORTHWOODS PKWY, STE 300			NORCROSS	GA	30071		Trade					\$2,007.00
Global Aviation Resources		5058 GRAND RIDGE DRIVE			WEST DES MOINES	IA	50265		Trade					\$106,471.50
Global Parts Support		2799 SW 32ND AVENUE	SOEKARNO-HATTA INTERNATIONAL AIRPORT		HOLLYWOOD	FL	33023		Trade		X	X		\$53,443.00
GMF AeroAsia	Augus Sulistyono	MANAGEMENT BUILDING, 3RD FL	SOEKARNO HATTA INTERNATIONAL AIRPORT	PO BOX 1303	BUSH	CENKG ARENG	19130	INDONESIA	Trade				X	\$575,211.13
GMF AEROSIA		SOEKARNO HATTA INTERNATIONAL AIRPORT	P.O. BOX 1303 BUSH		CENKGARENG			INDONESIA	Litigation		X	X	X	Undetermined
Goodrich Corporation		PO BOX 842490			DALLAS	TX	75284-2490		Trade					\$2,990.00
Goodyear Nederland BV Aviation Tyres		LEDEBOERSSTRAAT 21			NL-5048 AC TILBURG				Trade					\$7,896.20
Goodyear Singapore Tyres		9 CHANGI SOUTH STREET 3, FREIGHT LINKS EXPRESS DISTRICT CENTRE, SINGAPORE 486361							Trade		X	X		\$19,504.00
Goodyear Tire & Rubber Company		PO BOX 277349			ATLANTA	GA	30384-7349		Trade		X	X		\$27,164.75
Grainger		DEPT. 858804354			PALATINE	IL	60038-0001		Trade					\$13,425.31
GSA Logistics Inc.		GSA LOGISTICS INC	8729 AVIATION BLVD		INGLEWOOD	CA	90301		Trade		X	X		\$70,010.25
Guam Flight Services Inc.		PO BOX 6738			TAMUNING	GU	96931		Trade		X	X		\$28,843.04
Gunnar Maensivu		820 N. BELFAST PLACE			CHULUOTA	FL	32766		Trade					\$720.00
Hacor Inc.		8506 OSAGE AVENUE			LOS ANGELES	CA	90045		Trade		X	X		\$20,247.30
Haitec Heico Aviation & Technology AG		Accounting Gebaude 900	55483 Han-Airport						Trade					\$5,886.47
HASHIM ZAKI	ATTN THOMAS BUCCI	WILLINGER, WILLINGER & BUCCI, PC	855 MAIN STREET		BRIDGEPORT	CT	06604		Litigation		X	X	X	Undetermined
Herbert Smith									Trade					\$1,296.71
HIC-RP Darmstadt									Trade					\$2,289.43
Hinckley Allen, Snyder LLP		50 KENNEDY PLAZA SUITE 1500			PROVIDENCE	RI	02903		Trade					\$56,754.97
Hocon Gas Inc.		33 ROCKLAND ROAD			S. NORWALK	CT	06854		Trade					\$23.94
Hocon Industrial Gas Inc.		86 PAYNE ROAD			DANBURY	CT	06810		Trade					\$63.82

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
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Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Honeywell		21380 NETWORK PLACE			CHICAGO	IL	60673-1213		Trade					\$2,043.79
Honeywell Grimes		ACCOUNTS RECEIVABLE	550 ROUTE 55		URBANA	OH	43078		Trade					\$16,620.90
Honeywell International Inc.		P O BOX 13820			NEWARK	NJ	07188-0820		Trade		X	X		\$10,334.84
Hong Kong Air Cargo		D2.11/F GREENVILLE GARDEN	TERRACE STUBBS ROAD		17 SHUI FAL			HONG KONG	Trade					\$3,431.94
Hong Kong Aircraft Engineering Co.	KalyieCheung	TSEUNG KWAN O INDUSTRIAL ESTATE	STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	Trade		X	X		\$844,363.82
Hong Kong Charter Services LTD		11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT	ACCOUNTING SERVICES				LANTAU	Trade		X	X		\$41,200.00
Hong Kongs International Airport		1 SKY PLAZA ROAD HONG KONG INTL AIRPORT			LANTAU			HONG KONG	Trade					\$54,137.94
HR Consultores Sas-USD					Bogota D.C			Colombia	Trade					\$1,479.00
Huntington Power Equipment		8 ALGONKIN ROAD PO BOX 2040			SHELTON	CT	06484		Trade					\$1,003.64
Hydro Systems USA Inc		2302 WEST VALLEY HWY N	SUITE 100		AUBURN	WA	98001		Trade					\$599.00
Ikaros Aviation		12690 OVERSEAS HWY			MARATHON	FL	33050		Trade					\$1,600.00
Immediate Transportation Company Ltd		Unit 5, McKay Trading Estate	Blackthorne Road	Colbrook Slough	Berkshire		SL3 0AH	UK	Trade					\$12,626.55
Impact Personnel, Inc.		40 RICHARDS AVENUE			NORWALK	CT	06854		Trade		X	X		\$23,229.05
Inertial Aerospace Services Inc.		375 ALPHA PARK			HIGHLAND HEIGHTS	OH	44143		Trade					\$22,837.50
Info-Tech Research Group Inc		602 QUEENS AVENUE			LONDON	CA		ONTARI O N6B	Trade					\$1,500.00
Inhance Digital Corporation		8057 BEVERLY BLVD, SUITE 200			LOS ANGELES	CA	90048		Trade					\$8,659.00
Instituto Dominicano de Aviacion Civil		8249 NW 36TH ST, SUITE 122	PO BOX 669262		MIAMI	FL	33166		Trade					\$9,450.00
Instituto Nacional de Aeronautica Civil- Venezuela		Jose Felix Sosa Con Av.	Luis Roche	URB Altamira Sur, Torre Britanica De Seguros	Caracas Dito			Venezuela	Trade					\$31,941.00
Integrated Airline Services Inc.		PO BOX 17594			DENVER	CO	80217		Trade		X	X		\$22,000.00
International Aerospace Group Corp		6929 NW 46 STREET			MIAMI	FL	33166		Trade					\$6,500.00
International Air Transport Association	Sarah Haywood	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215 Montreal			Canada	Trade		X	X		\$288,672.01
International Air Transport Association (Canada)		accounts receivable dept	800 victoria place	po box 113	Montreal	QC	HAZ 1M1		Trade					\$13,897.60
International Aviation Service Inc.		4200 WEST 50TH AVENUE			ANCHORAGE	AK	99502-1044		Trade					\$348.14
International Technical Consultants		PO BOX 821398			MIAMI	FL	33152		Trade					\$1,500.00
Iranian Airports Company		PO BOX 13445-1558							Trade					\$7,617.00
ITS Infinity Trading		450 E. ELLIOT			CHANDLER	AZ	85225		Trade		X	X		\$11,850.00
J.L. Weidling		6510 SW 64TH COURT			MIAMI	FL	33143		Trade					\$3,250.00
Jackson Lewis LLP		PO BOX 416019			BOSTON	MA	02241		Trade					\$6,607.71
Jamaica Bearings Company		1700 JERICCO TURNPIKE			NEW HYDE PARK	NY	11040		Trade					\$4,695.00
Jamaica Civil Aviation Authority		4 Winchester Road			Kingston			Jamaica	Trade					\$2,560.00
James F. Walsh		117 GROVER AVENUE			NORWALK	CT	06850		Trade					\$22.00
Jan De Rijk Logistics		PO Box 1086	4700 BB Roosendaal					The Netherlands	Trade					\$5,139.39
Jan Pro Cleaning of Southern CT		94 EAST AVENUE			NORWALK	CT	06851		Trade					\$7,893.30
Japan Civil Aviation Bureau		2-1-3 KASUMIGASEKI			CHIYODA-KU TOKYO		100-8918	JAPAN	Trade		X	X		\$95,000.00
Jared Andrew Tebben		Redacted							Employee			X		\$12,636.00
Java Express		PO BOX 4095			MONROE	CT	06468		Trade					\$3,365.07
Jeppesen Sanderson Inc		PO BOX 840864			DALLAS	TX	75284		Trade		X	X		\$147,924.86
Jett Pro Line Maintenance ATL		2601 FORTUNE CIRCLE DRIVE E	SUITE 101-A		INDIANAPOLIS	IN	46241		Trade		X	X		\$8,227.00
Jett Pro Line Maintenance-Ind		2601 FORTUNE CIRCLE DRIVE E, STE 101-A			INDIANAPOLIS	IN	46241		Trade					\$884.00
JNE Express SDN BHD		No. 7 Jalan Usj 19/4A	Uep Subang Jaya		Subang Jaya	Selangor	47630	Malaysia	Trade					\$164.81
Jones Day		NEW YORK OFFICE	222 EAST 41 STREET		NEW YORK	NY	10017		Trade					\$14,567.99
Jorge Humberto Panchig Acosta									Trade					\$1,960.00
K & R INTERNATIONAL SERVICES, LLC		1020 EAST MICHIGAN AVE SUITE D			SALINE	MI	48176		Trade					\$17,295.00
Kalitta Air LLC		818 WILLOW RUN AIRPORT			YPSILANTI	MI	48198		Trade		X	X		\$48,007.93
KAPCO		PO BOX 841349			LOS ANGELES	CA	90084-1349		Trade					\$9,186.70
Kellstrom Industries		PO BOX 636869			CINCINNATI	OH	45263		Trade					\$5,186.88
Kemko Aerospace LLC		PO BOX 55604			SHERMAN OAKS	CA	91413		Trade		X	X		\$56,779.02
Kimball Electronic Laboratory Inc		8081 WEST 21ST LANE			HALEAH	FL	33016		Trade		X	X		\$7,695.00
Kirkland & Ellis LLP		601 LEXINGTON AVENUE			NEW YORK	NY	10022		Trade		X	X		\$10,742.78
KL Airport Services SDN BHD		MEZANINE FLOOR, KLAS CARGO TERMINAL BUILDING	64000 KLIA		SELANGOR DARUL EBSAN				Trade					\$19,527.31
KLIA Intergrated for Ease		3RD AND 4TH FLOOR, AIRPORT MNGEMENT CENTRE	K.L. INTERNATIONAL AIRPORT, 64000 KLI		SELANGOR DARUL EHSAN				Trade					\$7,554.25
Klinikum der Johann-Wolfgang-Goethe-Universitat Frankfurt	Klinikum Der Johann-Wolfgang-Goethe-Universitat Frankfurt	Theodor Stern Kai 7			Frankfurt Am Main		60590	Germany	Trade					\$91.26
KLM Engineering & Maintenance	Nils Persson	AMSTERDAMSEWEG 55			AMSTELVEEN	GP	01182	THE NETHERLANDS	Trade		X	X	X	\$1,647,314.37
KLM ROYAL		invoicing department splijk	po box 7700	117 zl schiphol				The Netherlands	Trade					\$3,453.16
KLM ROYAL DUTCH AIRLINES		AMSTERDAMSEWEG 55			AMSTELVEEN			THE NETHERLANDS	Litigation		X	X	X	Undetermined
KNIZE	ATTN JOEL P. NICHOLS	DENO MILLIKAN LAW FIRM, PLLC	3411 COLBY AVENUE		EVERETT	WA	98201		Litigation		X	X	X	Undetermined

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Kroll Ontrack Inc		PO BOX 845823			DALLAS	TX	75284-5823		Trade					\$41.70
L2 Consulting Services Inc.		PO BOX 91328			AUSTIN	TX	78709-1328		Trade					\$4,715.20
L3 Communications Component Overhaul & Repair		21883 NETWORK PLACE			CHICAGO	IL	60673		Trade					\$77,211.15
Lab one Inc		PO BOX 20210			PHOENIX	AZ	85036		Trade					\$74.00
LabelMaster		PO BOX 46402			CHICAGO	IL	60646-0402		Trade					\$21.79
Langley Contracts Limited		SERVICE & EQUIP. THURSTON HOUSE	80 LINCOLN ROAD		PETERBOROUGH	BC	PEI 2S9	CANADA	Trade					\$96,678.38
Lao Air Traffic Management		Wattay Airport	P.O. Box 2985	Vientiane	Lao			PDR	Trade					\$54,040.00
LB Aircraft Engineering		888 BRICKELL KEY DR. SUITE 1207			MIAMI	FL	33131		Trade					\$3,500.00
Leipzig-Halle Airport		Lieferanschrift	Terminairing 11	04435 Flughafen Leipzig/Halle	Leipzig			Germany	Trade		X	X		\$69,000.00
Liege Air Cargo Handling		LIEGE AIRPORT HALL FRET 2	4460 GRACE-HOLLOGNE					BELGIUM	Trade					\$70.59
Liege Airport		LIEGE AIRPORT BATIMENT 44 B	4460 GRACE-HOLLOGNE					BELGIUM	Trade					\$423.93
Liege Airport Business Park S.A.		B44-4460			Grace-Hollogne Belgium			Belgium	Trade		X	X		\$4,949.83
Littler Mendelson PC		PO BOX 45547			SAN FRANCISCO	CA	94145		Trade		X	X		\$99,751.20
LKD Aerospace		8020 BRACKEN PLACE SE			SNOQUALMIE	WA	98065		Trade					\$3,780.00
Los Angeles World Airports Accounting Revenue Operations		PO BOX 54078			LOS ANGELES	CA	90054-0078		Trade		X	X		\$55,000.00
LSG Sky Chefs USD		PO BOX 7247-6009			PHILADELPHIA	PA	19170-6009		Trade		X	X		\$4,826.93
LSG/SKY Chefs Inc. EUR		FLUGHAFEN LEIPZIG-HALLE	P.O.B. 1136		LEIPZIG		D-04029		Trade					\$10,701.77
Lufthansa Cargo AG		Biederman, Reif, Hoernig & Ruff, P.C.	885 Third Avenue, 16th Floor		New York	NY	10022		Litigation co-defendant		X	X	X	Undetermined
Lufthansa Systems		801 BRICKELL AVE			MIAMI	FL	33131		Trade					\$77,210.50
Lufthansa Technik AG		PO BOX 7247-0006739			PHILADELPHIA	PA	19170		Trade		X	X		\$34,903.15
Lufthansa Technik Logistik		PO BOX 7247			PHILADELPHIA	PA	19170-0639		Trade					\$11,017.66
Lufthansa Technik TV		PO BOX 2037			CAROL STREAM	IL	60132-2037		Trade					\$445.16
Luis Antonio Esquivia		Redacted							Employee				X	\$12,839.00
Luther								Luxembourg	Trade					\$17,831.23
LUXAIR		L-2987 Luxembourg (Gr-D)							Trade					\$25,286.08
Machida Borescopes Incorporated		40 RAMLAND ROAD SOUTH			ORANGEBURG	NY	10962		Trade					\$437.50
Madison Davis LLC		303 SOUTH BROADWAY STE 232			TARRYTOWN	NY	10591		Trade					\$16,500.00
Magellan Behavioral Health		LOCKBOX 785341	PO BOX 785341		PHILADELPHIA	PA	19178-5341		Trade					\$257.40
MAINFREIGHT INC		460 HAYDEN STATION ROAD			WINDSOR	CT	06095		Trade					\$1,063.74
Majestic Aerotech, Inc.		324 WEST BAY DRIVE NW-SUITE 200			OLYMPIA	WA	98502		Trade					\$250.00
Malabar International		PO BOX 367			SIMI VALLEY	CA	93062		Trade		X	X		\$30,504.74
Malawi Government		Department of Civil Aviation	PL Bag B 311	Lilougue 3				Malawi	Trade					\$120.00
Malaysia Airlines		COMPLEX A, 5TH FL ADMIN BLDG 2							Trade					\$36,993.68
Marana Aerospace Solutions		PINAL AIR PARK			MARANA	AZ	85653		Trade					\$57,276.66
Marco Antonio Subia Martinez									Trade					\$1,415.00
Marco Mejia		4415 JONATHAN STREET			LANCASTER	CA	93536		Trade					\$189.50
Mario's Courier Services		151-10 35TH AVE, 3F			FLUSHING	NY	11354-4923		Trade					\$365.49
Martel Aeronautical Consultants		777 NW 72ND AVE	SUITE 3033		MIAMI	FL	33126		Trade					\$883.71
McAfee & Taft		211 NORTH ROBINSON, SUITE 1000			OKLAHOMA CITY	OK	73102-7103		Trade					\$920.00
McClellan Jet Services LLC		3028 PEACEKEEPER WAY			MCCELLELLAN AFB	CA	95652		Trade					\$400.00
McIntyre Group		63 GLOVER AVENUE			NORWALK	CT	06850		Trade		X	X		\$12,956.11
Menzies Aviation Australia Pty Ltd		PO Box 826 NSW 1460			Sydney			Australia	Trade					\$34,211.51
Menzl Gmbh		Gottfried Schenker Str. 19	09244 Lichtenau OT Ottendorf					Germany	Trade					\$354.86
Mercer Transportation Co		PO BOX 644011			PITTSBURGH	PA	15264-4011		Trade					\$483.00
Metis Aviation		52A CARFAX, HORSHAM WEST SUSSEX RH12 1EQ							Trade					\$10,510.00
Metro Lift Propane		PO BOX 415			EPPING	NH	03042		Trade					\$144.96
Miami Airport Warehouses & Offices LLC		15811 COLLINS AVENUE, UNIT 2306			SUNNY ISLES	FL	33160		Trade		X	X		\$2,229.50
Miami Airport West Transportation, Inc		5727 NW 7 STREET SUITE 113			MIAMI	FL	33126		Trade					\$4,585.00
Miami-Dade Aviation Dept.		FINANCE DIVISION	FINANCE DIVISION		MIAMI	FL	33152-6624		Trade					\$172,847.31
Miami-Dade County Auto Tag Agency		P O BOX 12131			MIAMI	FL	33101		Trade					\$153.70
Middle River Aircraft Systems		PO BOX 281003			ATLANTA	GA	30384-1003		Trade					\$1,250.00
Midnite Air Corp dba Midnite Express		26035 NETWORK PLACE			CHIAGO	IL	60673-1260		Trade		X	X		\$93,295.66
Ministry of the Brussels-Capital Region		RUE DU PROGRES 80 BTE 1			1035 BRUXELLES			BELGIUM	Trade					\$34,742.40
Ministry of Work and Transport		Plot 4/5 Airport Road			Entebbe			Uganda	Trade					\$1,805.73
MIS Choice Inc		1699 WALL STREET, SUITE 602	P.O. Box 10		MOUNT PROSPECT	IL	60056		Trade					\$500.00
Mitchell Aircraft Expendables LLC		1180 ALEXANDER COURT			CARY	IL	60013		Trade					\$33,584.07
Mobile Mini Inc.		P O BOX 79149			PHOENIX	AZ	85062		Trade					\$347.25
Modern Machine Co.		524 S SOUTHERN ST			SEATTLE	WA	98108		Trade		X	X		\$1,750.00
Mojave Sanitation		PO BOX 1750			TEHACHAPI	CA	93581		Trade					\$555.86
MOSHEN ZANGENEH		21 Decente			Irvine	CA	92614		Litigation co-defendant		X	X	X	Undetermined
MTU Maintenance Hanover GmbH	Bernd Rettinger	PO BOX 10 17 20			LANGERHAGEN		30838	GERMANY	Trade					\$1,837,506.67
N'Ice Aircraft Services & Support GmbH		Frankfurt Airport Center	Hugo Eckener-Ring	60549 Frankfurt am Main				Germany	Trade					\$12,746.01
NATA Compliance Services		PO BOX 935143	LOCKBOX 935143						Trade					\$4.90
National Air Carrier Association Inc.		1000 WILSON BOULEVARD SUITE 1700			ATLANTA	GA	31193		Trade					\$15,150.00
NATIONAL AIR TRAFFIC SERVICES		OSBORNE HOUSE	1/ S OSBORNE TERRACE		EDINBURGH		EH12 5HG	SCOTLAND	Trade		X	X		\$37,552.22

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

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NAV Canada		77 METCALFE STREET			OTTAWA	ON	00K1P	SL6	Trade					\$110,000.00
NAVTECH Systems Support		295 HAGEY BOULEVARD, SUITE 200			WATERLOO, ON N2L 6R5	ON	N2L 6R5	CANADA	Trade					\$614.30
Newark		PO BOX 94151			PALATINE	IL	60094		Trade					\$48.64
Nick Sabatini & Associates LLC		710 ANNIE ROSE AVENUE			ALEXANDRIA	VA	22301		Trade					\$5,612.25
Nicor Gas		PO BOX 0632			AURORA	IL	60507		Trade					\$68.27
Northrop Grumman		PO BOX 17319, M.S. A300	ATTN COLLECTIONS DEPT.	M.S. A300	HOUSTON	TX	77216-3050		Trade					\$7,284.00
Office of the Director		hazrat shahjalal intl airport	kurmitola,shaka-1229					Banladesh	Trade					\$24,300.00
OfficeMax Incorporated		75 REMITTANCE DR #2698			CHICAGO	IL	60675-2698		Trade					\$15,995.83
Omni Air International		DEPT. PO BOX 582527			TULSA	OK	74198		Trade					\$50.00
OneAero		1180 WOODSTOCK DR. STE C			ESTES PARK	CO	80517		Trade					\$2,428.00
Oscar Matos		4800 NW 79TH AVE #307			MIAMI	FL	33166		Trade					\$100.00
Pacific Air Industries		2100 PENNSYLVANIA AVENUE			SANTA MONICA	CA	90411		Trade		X	X		\$2,385.00
Pacific Lumber Inspection Bureau		1010 S. 336 STREET, SUITE 300			FEDERAL WAY	WA	98003		Trade					\$975.00
Paladin Associates Inc.		145 WHITNEY VALLEY WALK - SUITE 200			DULUTH	GA	30097		Trade					\$13,650.00
Pan Am International Flight Academy	Eric Freeman	PO BOX 660920			MIAMI	FL	33266-0920		Trade		X	X		\$323,718.75
Patriot Aviation Services		9786 PREMIER PARKWAY			HOLLYWOOD	FL	33025		Trade					\$3,730.00
Pegasus Aircraft Maintenance		3901 W. OLD INTL AIRPORT ROAD			ANCHORAGE	AK	99502		Trade		X	X		\$49,549.05
Pelesys Learning Systems Inc		125-13500 MAYCREST WAY			RICHMOND	BC	V64 2N8	CANADA	Trade					\$8,650.00
Penton Media Incorporated		221 E 29TH STREET			LOVELAND	CO	80538		Trade					\$131.25
Philadelphia Insurance Companies		P O BOX 70251			PHILADELPHIA	PA	19176		Trade					\$13,505.03
Phoenix International		36960 EAGLE WAY			CHICAGO	IL	60678		Trade					\$2,667.50
PHISMVA Aviation Services		PO BOX 968 TEMECULA			TEMECULA	CA	92593		Trade					\$32,144.72
Physicians Health Center Corporate		4483 NW 36TH ST SUITE 120			MIAMI	FL	33166		Trade					\$12,837.00
Pitney Bowes Global Acct # 7827414		PO BOX 371887			PITTSBURGH	PA	15250-7887		Trade					\$649.33
PLS Aviation Services Inc.		1330 BANNING STREET			WILMINGTON	DE	19805		Trade		X	X		\$24,200.00
Polar Air Cargo		PO BOX 30725			NEW YORK	NY	10087-0725		Trade					\$2,030.24
Port Authority of NY & NJ -- SWF		PO BOX 95000			PHILADELPHIA	PA	19195-3020		Trade					\$7,050.00
Port City Air		104 GRAFTON DRIVE			PORTSMOUTH	NH	03801		Trade		X	X		\$48,567.59
PPG Industries Inc		PITTSBURGH MELLON	PO BOX 360175		PITTSBURGH	PA	15251-6175		Trade					\$27,292.00
PPG/Sierracin Aerospace		PO BOX 534985			ATLANTA	GA	30353-4985		Trade					\$33,400.00
Pratt & Whitney	Keith Nichols	400 MAIN STREET			EAST HARTFORD	CT	06108		Trade		Y	X	X	\$349,457.45
Pratt & Whitney	Patty Emond	PO BOX 13466			NEWARK	NJ	07188-0466		Trade		Y			\$164,000.00
Praxair Distribution Inc.		235-PRAXAIR DISTRIBUTION	DEPT LA 21511		PASADENA	CA	91185		Trade					\$124.44
Prime Air Inc.		7447 N ST LOUIS AVENUE			SKOKIE	IL	60076		Trade		X	X		\$16,225.00
PT. AngKasaPura II (Persero)		JALAN BANDARA BARU		42500 telok panglima garang	GEDUNG MATSC KODEPOS 90552			Malaysia	Trade					\$10,791.00
PVI Resources (M) SDN BHD		no 45a tinkat1 jalan besar	pekan telok		selangor darul eshan			Malaysia	Trade					\$3,987.62
Q5 Systems Ltd.		44 AUSTIN STREET SUITE 209			ST. JOHN'S	NL	A1B 4C2	CANADA	Trade					\$19,898.00
Quality Air Services Inc.		1395 GREG ST. #107			SPARKS	NV	89431		Trade		X	X		\$17,086.00
Quality Aircraft Parts Inc.		5551 NW 159TH STREET			MIAMI GARDENS	FL	33014		Trade					\$21,529.94
R A AVIATION		2509 NW 74TH AVE			MIAMI	FL	33122		Trade		X	X		\$3,890.00
Ramada Hotel Leipzig		schongauer strabe 39			Leipzig		04329	Germany	Trade					\$221.51
Recife Vans		Rua Silveira Lobo 32	Caixa Postal, 222	Poco Recife-PE	CEP 52061-030			Philippines	Trade					\$344.90
Record Aircraft Parts Corp		1621 NW 72 AVENUE			MIAMI	FL	33126		Trade					\$4,000.00
Regie Des Voies Aeriennes		Avenue Kabasele Tshiamala			Kinshasa			Republic of the Congo	Trade					\$1,833.14
Republic Airways		8909 PURDUE ROAD, SUITE 300	8909 PURDUE ROAD, SUITE 300 Azariah Bldg 5th Floor		INDIANAPOLIS	IN	46268		Trade					\$300.00
Republic Of Lebanon	Ministry of Economy & Trade	Riyad El Soleh Street						Lebanon	Trade					\$300.00
Republic of the Sudan		civil aviation authority		po box 12896	khartoum			Sudan	Trade					\$3,008.49
RICOH Americas Corporation # 280064		PO BOX 4245			CAROL STREAM	IL	60197		Trade					\$246.51
RMS Dynamic Test Systems		RMS DYNAMIC TEST SYSTEMS							Trade					\$2,730.00
Rodriguez & Caveller		Carrera 9 No. 74-08 Oficina 504			Bogota	D.C.	110221	Colombia	Trade					\$44,755.98
Sabena Technics		BRUSSELS NATL AIRPORT	ZAVENTEM, BE B-1930					BELGIUM	Trade		X	X		\$20,882.47
SATA The Atlantic & You		Avenida Infante D Henrique 55	The Azores		Ponta Delgada		9504-528	Portugal	Trade					\$32,986.31
Satair USA Inc.		PO BOX 8500-2950			PHILADELPHIA	PA	19178		Trade					\$3,841.83
SatCom Global Inc.		11347 N. ALMA SCHOOL ROAD SUITE 150			CHANDLER	AZ	85224-2958		Trade					\$15,727.40
Saudi Arabian Airlines		122a 1st Floor			Kolkata	WB	700016	India	Trade					\$33,914.08
Saudi Ground Services Company		PO Box 48154			Jeddah	Makkah	48154	Saudi Arabia	Trade					\$15,368.99
ScriptLogic Corporation		6000 BROKEN SOUND PARKWAY NW			BOCA RATON	FL	33487		Trade					\$1,980.11
Sealed Air		PO BOX 277835			ATLANTA	GA	30384-7835		Trade					\$3,985.82
SeaTac Venture 2010 LLC		LOCKBOX DEPT. LA 22925			PASADENA	CA	91185		Trade					\$21,533.93
Security Solutions Inc.		12 OAKWOOD AVENUE			NORWALK	CT	06850		Trade					\$1,085.83
Sentry Aerospace Corporation		708 GINESI DRIVE			MORGANVILLE	NJ	07751		Trade					\$650.00
Service Public de Wallonie		Aeroport de Liege, Batiment 44	B-4460 Grace-Hollogne Liege					Belgium	Trade					\$2,250.92
Sharjah Aviation Services LLC	Srinivasan Iyer	PO BOX 70888			SHARJAH			UAE	Trade		X	X		\$280,481.00
Sharjah International Airport		PO Box 8			Sharjah			United Arab Emirates	Trade					\$17,890.84

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Sheltair Aviation JFK LLC		GENERAL AVIATION TERMINAL, BLDG 145	JFK INTERNATIONAL AIRPORT		JAMAICA	NY	11430		Trade					\$8,271.19
Shoreline Aerospace LLC		4050 NW 126 AVENUE STE 100			CORAL SPRINGS	FL	33065		Trade					\$19,725.00
Sign A Rama		345 MAIN AVE			NORWALK	CT	06851		Trade					\$596.62
Singapore Changi Airport		PO Box 1					918141	Singapore	Trade					\$638.55
SITA		3100 CUMBERLAND BLVD, SUITE 200			ATLANTA	GA	30339		Trade					\$4,453.88
Site Selection Group		8300 DOUGLAS AVENUE SUITE 700			DALLAS	TX	75225		Trade					\$68,000.00
SKB LIFE SAVING EQUIPMENT		VOSSSCHUJNSTRAAT 44			B-2030 ANTWERPEN 3			BELGIUM	Trade					\$415.54
Sky Courier Inc		21240 RIDGETOP CIRCLE #160			STERLING	VA	20166		Trade					\$8,014.52
Skybus LLC		6352 AIRWAY DRIVE			INDIANAPOLIS	IN	46241		Trade					\$3,600.00
Skycorp Aviation Services		P O BOX 15745			CHESAPEAKE	VA	23328		Trade					\$4,180.88
Skyplan FZC		P O BOX 122033							Trade					\$73,898.32
Skytower Aviation Services		17220 NEWHOPE ST. STE 220			FOUNTAIN VALLEY	CA	92708		Trade					\$2,000.00
Solo Graphix		PO BOX 880			MAURICE	LA	70555		Trade		X	X		\$4,638.00
South African Weather		Bolepi House	441 Rigel Avenue		Erasmusrand			South Africa	Trade					\$216.74
Southern Air Holdings, Inc.		117 GROVER AVENUE			NORWALK	CT	06850		Intercompany	Y				\$101,416,234.60
Southern Pride Trucking Inc.		PO BOX 894084			LOS ANGELES	CA	90189-4084		Trade					\$750.00
Spec Tool		PO BOX 1056			PICO RIVERA	CA	90660		Trade		X	X		\$8,286.00
Specialty Bulb Company Inc.		80 ORVILLE DRIVE, SUITE 101			BOHEMIA	NY	11716		Trade					\$3,481.14
SR Technics Switzerland Ltd.	Zoran Patarcic	ACCOUNT MANAGEMENT ENGINES CAE	ENGINE SERVICE CENTRE		ZURICH AIRPORT		08058	SWITZERLAND	Trade					\$503,149.42
ST Aerospace Services PTE Ltd		8 Changi North Way					499611	Singapore	Trade					\$18,236.68
ST Aerospace Solutions		Amager Strandvej 392	DK 2770 kastrup		Copenhagen			Denmark	Trade		X	X		\$80.00
Standard & Poors		2542 COLLECTION CENTER DRIVE			CHICAGO	IL	60693		Trade					\$58,000.00
Star Airline Catering		1228 WESTERN STREET, SUITE 1			FAIRFIELD	CA	94533		Trade					\$6,310.00
Starlift Equipment Co Inc.		PO BOX 1785			HACKENSACK	NJ	07606-1785		Trade					\$261.06
Stewart Aviation Data, Inc.		PO BOX 550066			DAVIE	FL	33355		Trade					\$22,700.96
Stockholm Radio		BOX 1242 SE-131	28 NACKA STRAND						Trade					\$4,351.21
Stratos Mobile Networks Inc		PO BOX 416629			BOSTON	MA	02241-6629		Trade					\$866.51
STS Component Solutions		2910 SW 42ND AVE			PALM CITY	FL	34990		Trade					\$8,700.00
Success Printing & Mailing Inc		10 PEARL STREET			NORWALK	CT	06850		Trade					\$383.92
SWANSONG AVIATION MANAGEMENT		170 WICKHAM DRIVE			TYRONE	GA	30290		Trade					\$2,620.70
Swiss Teknik		PO BOX 27146			TEMPE	AZ	85285		Trade					\$5,300.00
Swissport Brazil Ltda	Swissport Cargo Services Deutschland GmbH	AEROPORT INTERNACIONAL DE BRASILIA	SETOR DE EMBARQUE - MEZANINO	S/N 71608-970	BRASILIA			BRASIL	Trade					\$2,572.29
Swissport Cargo Services LP		Cargo City Sued	Gebäude 558 B		Frankfurt Am Main		60549	Germany	Trade					\$3,526.40
Swissport Cyprus Limited		LCAKXKH			Larnaca		6037	Cyprus	Trade					\$4,259.67
Swissport USA Inc.		16540 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693-0161		Trade					\$10,605.26
Taikoo Aircraft Engineering Co. LTD	Peter Murton	XIAMEN INTL AIRPORT			FUJIAN			CHINA	Trade					\$367,500.31
Talley Actuators		P O BOX 932103			CLEVELAND	OH	44193		Trade					\$7,719.82
Tally-Ho Uniforms & Accessories		5391 N.W. 36TH STREET			MIAMI	FL	33166		Trade					\$493.95
Tanja's Catering		KASTANIENWEG 21 66424 HOMBURG							Trade		X	X		\$8,000.00
Taxis Melkior S.A.		QUAI DE ROME	30 B-4000 LIEGE					BELGIUM	Trade					\$48.90
Taxi-und Limousinenservice		Hermann-Lohs-Str. 13	04317 Leipzig		Leipzig			Germany	Trade					\$1,363.50
Taylor English Duma LLP		1600 PARKWOOD CIRCLE, SUITE 400			ATLANTA	GA	30339		Trade					\$30,457.00
TeamSAI M&E Solutions LLC		2538 South Lewis way Suite 101			Denver	CO	80227		Trade		X	X		\$64,357.33
TEHRANIAN	ATTN NANCY L. ABROLAT	ABROLAT & ASSOCIATES PC	CONTINENTAL PLAZ	840 APOLLO STREE	EL SEGUNDO	CA	90245	GERMANY	Litigation		X	X	X	Undetermined
TelAir International Services--Germany		BODENSCHNEIDSTRASSE 3 D-83714	MIESBACH						Trade					\$467.00
Teledyne Controls		FILE# 11834	1000 W TEMPLE STREET		LOS ANGELES	CA	90074		Trade					\$7,674.00
Telx-Clifton, LLC		PO BOX 10157			UNIONDALE	NY	11555-1015		Trade					\$2,630.00
TFV Aircraftsupport		Zuidderring 101	2400 Mol					Belgium	Trade					\$28,074.60
Thai Airways International		222 N. SEPULVEDA BLVD STE 100			EL SEGUNDO	CA	90245		Trade					\$9.95
Thai Airways International Public Co.		89 Vibhavadi Rangsit Road	Jompol.Chatuchak		Bangkok		10900	Thailand	Trade	Y			X	\$34,038.71
Thai Airways International Public Co.		89 Vibhavadi Rangsit Road	Jompol.Chatuchak		Bangkok		10900	Thailand	Litigation		X	X	X	Undetermined
Thai Airways International Public Co.		89 Vibhavadi Rangsit Road	Jompol.Chatuchak		Bangkok		10900	Thailand	Trade	Y			X	\$5,609.04
Thales Avionics		3920 PARK AVE			EDISON	NJ	08820		Trade		X	X		\$1,243.00
The Hartford		PO BOX 9500 3690			PHILADELPHIA	PA	19178-3690		Trade					\$90,334.75
The Telx Group Inc		1 STATE STREET 21ST FLOOR			NEW YORK	NY	10004		Trade					\$2,630.00
T-Mobile		P O BOX 742596			CINCINNATI	OH	45274-2596		Trade					\$573.77
TNT Express		FELSTEAD HOUSE, 2-6	FRANCES RD						Trade					\$886.77
Total Quality Logistics		PO BOX 634558			CINCINNATI	OH	45263-4558		Trade		X	X		\$17,475.00
Touchdown Aviation		Sloterweg 3271171 VC			Bandhoevedorp			The Netherlands	Trade					\$40,074.22
Trans Pacific Aviation Service Inc		8225 HUBBARD ROAD			AUBURN	CA	95602		Trade					\$4,282.87
Transperfect Legal Solutions		THREE PARK AVE, 39TH FLOOR			NEW YORK	NY	10016		Trade					\$6,800.75
Travel Inn		Vilegeldweg 96	6199 AD Masstricht Airport					The Netherlands	Trade		X	X		\$18,000.00
Triumph Air Repair		PO BOX 841458			PITTSBURGH	PA	15264		Trade					\$42,800.00
Triumph Controls		PO BOX 840739			PITTSBURGH	PA	15264		Trade					\$885.83
TROY LYGHT	ATTN JEFF STERN	LAW OFFICES OF EDWARD VILINSKY		1219 AVENUE J	BROOKLYN	NY	11230		Litigation		X	X	X	Undetermined
Trust Freight Services Inc		150-30 132TH AVENUE			JAMAICA	NY	11434		Trade					\$17,502.47

In re: Southern Air Inc.
Case No. 12-12692
Schedule F
Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
TTM International		PO Box 130337			Saint Paul	MN	55113		Trade					\$3,866.97
Turbo Expendable		5780 WEST OAKLAND STREET			CHANDLER	AZ	85226		Trade					\$675.00
Turbo Resources		5780 W. OAKLAND STREET			CHANDLER	AZ	85226		Trade					\$28,925.00
U S Customs and Border Protection		301 E. OCEAN BOULEVARD, STE 900			LONG BEACH	CA	90802		Trade					\$10,600.00
Uline		2200 S. LAKESIDE DRIVE			WAUKEGAN	IL	60085		Trade		X	X		\$3,474.20
Ultimate Software		1485 NORTH PARK DRIVE			WESTON	FL	33326		Trade					\$53,323.16
United Airlines		P.O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		Trade		X	X		\$10,826.00
United Aviation Services-EUR	Zaeni Hoque	PO BOX 54482			DUBAI			UAE	Trade	X	X			\$321,608.20
United Aviation Services-USD		PO BOX 54482			DUBAI			UAE	Trade	X	X			\$84,690.50
United Healthcare		22703 NETWORK PLACE			CHICAGO	IL	60673		Trade		X	X		\$203,370.92
UNIVERSAL ASSET MANAGEMENT		5350 POPLAR AVENUE	SUITE 150		MEMPHIS	TN	38119		Trade					\$151,300.00
UPS AIR CARGO	Tina Mack	PO BOX 533238			CHARLOTTE	NC	28290-3238		Trade					\$260,055.81
UPS Consolidated		PO BOX 7247-0244			PHILADELPHIA	PA	19170-0001		Trade					\$51,538.34
UPS Freight		P O BOX 533238			CHARLOTTE	NC	28290		Trade					\$546.32
UPS Supply Chain Solutions		28013 NETWORK PLACE			CHICAGO	IL	60673		Trade					\$995.30
VAS Aero Services Inc.		PO BOX 713671			CINCINNATI	OH	45271-3671		Trade					\$72,750.00
Verizon #718 917 0436		PO BOX 15124			ALBANY	NY	12212		Trade					\$184.84
Verizon Wireless Albany		PO BOX 15062			ALBANY	NY	12212		Trade					\$383.45
Veteran Avia LLC		IL-3 Salf Zone			Sharjah			UAE	Trade					\$13,190.00
Vietnam Veterans Association of Southern CT		PO BOX 251 M.O.			MILFORD	CT	06460		Trade					\$195.00
Vision Service Plan		FILE# 73280 PO BOX 60000			SAN FRANCISCO	CA	94160		Trade					\$4,438.26
Volga-Dnepr Gulf (UAE) FZC		volga Dnepr Technics GmbH	Industriestr 56 SHANNON CO CALRE		schneidwitz		04435	Germany	Trade		X	X		\$1,368.00
VOLVO AERO(SHANNON)		UNIT 10-11 DISTRIBUTION CENTRE			IE			IRELAND	Trade					\$1,900.00
W S Wilson Corporation		24 HARBOR PARK DRIVE			PORT WASHINGTON	NY	11050		Trade					\$1,800.00
WB Mason Co Inc.		P O BOX 55840			BOSTON	MA	02205		Trade					\$5,058.90
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Trade		X	X	X	\$1,316,458.67
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreement for MSN 26562	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Trade		X	X		\$626,598.89
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Trade	Y	X	X		\$1,448,846.71
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Trade		X	X		\$2,429,608.46
Wencor LLC		ACCOUNTS RECEIVABLE	PO BOX 514		SPRINGVILLE	UT	84663-0514		Trade					\$11,837.71
Western American Specialty		4731 WEST JEFFERSON BLVD			LOS ANGELES	CA	90016		Trade		X	X		\$2,494.00
William E. Brooks		PO BOX 190807			ANCHORAGE	AK	99519-0807		Trade	Y	X	X		\$18,724.53
Williams Aerospace		5050 POPLAR AVENUE SUITE 1734			MEMPHIS	TN	38157		Trade					\$131,000.00
Wilson Air Center - Charlotte		5400 AIRPORT DRIVE			CHARLOTTE	NC	28208		Trade					\$5,328.60
Wilton Electric Company Inc		1014 RIDGEFIELD ROAD			WILTON	CT	06897		Trade					\$265.86
Winspire Sports Entertainment		15520 ROCKFIELD BLVD STE J-100			IRVINE	CA	92618		Trade					\$2,020.13
WWE Westchester		116 NORTH WEST STREET, SUITE 200			RALEIGH	NC	27603		Trade					\$10,128.51
Wyatt Aerospace		1135 N. MCQUEEN RD			GILBERT	AZ	85233		Trade					\$250.00
X-airservices		100 rue d l aeroport	4460 grace-hollogne		NEWINGTON	CT	06111	Belgium	Trade					\$4,228.39
Xerox Connecticut Business Systems		50 ROCKWELL ROAD			DALLAS	TX	75320		Trade					\$10,358.31
Xerox Financial Services		PO BOX 202882			HARTFORD	CT	06115		Trade					\$820.07
Yankee Gas Service Co #57397050097		PO BOX 150492			HARTFORD	CT	06115		Trade					\$977.18
Yankee Gas Services Co #57484030010		PO BOX 150492			HARTFORD	CT	06115		Trade					\$116.74
Yankee Gas Services Co #57637030016		P O BOX 150492			HARTFORD	CT	06115		Trade					\$415.98
YRC Freight (ROADWAY)		PO BOX 13573			NEWARK	NJ	07188		Trade					\$213.94
Yuchicom Com		R. EVARISTO DE VAEIGA	16/506 - CENTRO	20031-040	RIO DE JANEIRO			BRASIL	Trade					\$500.00
Yukon Fire		5601 SILVERADO WAY			ANCHORAGE	AK	99518		Trade					\$96.00
TOTAL:														\$425,257,633.43

In re: **Southern Air Inc.**

Case No. 12-12692 (CSS)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See Schedule G Attachment	

In re: Southern Air Inc.
Case No. 12-12692
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Aircraft Leases								
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 747-400SF Aircraft Lease (Aircastle Advisor LLC)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 747-400SF Aircraft Lease (Aircastle Advisor LLC)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 747-412 Aircraft Lease (DVB Bank, SE, London Branch)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 747-4F6 Aircraft Lease (KV MSN 27602 Aircraft Ltd.)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 777FZB-37986 Aircraft Lease (Oak Hill Capital Management LLC)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 777FZB-37987 Aircraft Lease (Oak Hill Capital Management LLC)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 777FZB-37988 Aircraft Lease (Oak Hill Capital Management LLC)
Wells Fargo Bank N.A., solely as owner trustee	299 South Main Street, 12th Floor	MAC U1228-120		Salt Lake City	UT	84110		Boeing 777FZB-37989 Aircraft Lease (Oak Hill Capital Management LLC)
Banking Agreement								
JP Morgan Chase Bank NA	300 S. Riverside Plaza	Suite IL1-0199		Chicago	IL	60670-0199		Banking Agreement for Corporate Operations
Collective Bargaining Agreements								
Teamsters	Teamsters Local 747	2754 Old Street Route 73		Wilmington	OH	45177		Pilot CBA Agreement
Commercial Contracts								
Ahmad Khatib	11918 Safa Court			Hendon	VA	20170		Commercial Contract
Athit Apichari	H.R.I. (Thailand) Co Ltd			Bangkok			Thailand	Commercial Contract
Dean Lu	#8, Lane 888 Shu Gou Rd.	Jia Bao Garden District		Shanghai 201822		201822	P.R. China	Commercial Contract
Ken Lee	GSA Logistics	11099 S. La Cienega Blvd.	Bldg. 153	Los Angeles	CA	90045		Commercial Contract
Mike Duggan	P. O. Box 476293			Dubai			U.A.E.	Commercial Contract
Wolfgang Zitterbart	6, Route Du Bin	L-5429 Hettermillen		Bad Nauheim			Germany	Commercial Contract
CRAF Team Agreements								
Omni Air International, Inc.	Attn: Trisha Frank	3303 N. Sheridan Road	Hangar 19	Tulsa	OK	74115		Contractor Team Arrangement Allocation and Fee Agreement, dated as of February 24, 2012
Omni Air International, Inc.	Attn: Trisha Frank	3303 N. Sheridan Road	Hangar 19	Tulsa	OK	74115		Contractor Team Arrangement and Operating Agreement, dated as of February 24, 2012
Omni Air International, Inc.	Attn: Trisha Frank	3303 N. Sheridan Road	Hangar 19	Tulsa	OK	74115		Contractor Team Arrangement Agreement, dated as of May 24, 2012
Omni Air International, Inc.	Attn: Trisha Frank	3303 N. Sheridan Road	Hangar 19	Tulsa	OK	74115		Contractor Team Arrangement Allocation and Fee Agreement (Short Range International), dated as of May 24, 2012
Omni Air International, Inc.	Attn: Trisha Frank	3303 N. Sheridan Road	Hangar 19	Tulsa	OK	74115		Contractor Team Arrangement and Operating Agreement (Short Range International), dated as of May 24, 2012
Customer Contracts								
Asiana	Asiana Town	P O Box 98 #47	Osae-Dong Kangseo-Ku	Seoul			Korea	ACMI flight Service Agreement
Chapman Freeborn	3 City Place	Beehive Ring Road	Gatwick	West Sussex		RH6 0PA	UK	ACMI flight Service Agreement
DFS- Virtual Aviation Ireland	11th Floor Riverpoint	Lower Mallow Street		Limerick			Ireland	Charter Flight Agreement
DHL	1210 S. Pine Island Road	Suite 100	Attn Peter Ham	Plantation	FL	33324		ACMI flight Service Agreement
Ethiopian	Bole International Airport	P O Box 1755		Addis Ababa			ETHIOPIA	ACMI flight Service Agreement
Shaanxi	2/F Sheng Gao International Building	137 Xianxia Road		Shanghai		200051	CHINA	Charter Flight Agreement
United States Transportation Command	Attn: Joshua M. Green	USTRANSCOM/TCAQ-CP	508 Scott Drive	Scott AFB	IL	62225-5357		United States Transportation Command Award/Contract (No. HTC711-12-D-CC04), effective as of January 1, 2012

In re: Southern Air Inc.
Case No. 12-12692
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Employment Contract								
Donald Osmundson	117 Glover Avenue			Norwalk	CT	06850		Employment Contract
Joseph Meszaro	117 Glover Avenue			Norwalk	CT	06850		Employment Contract
Mark Berner	117 Glover Avenue			Norwalk	CT	06850		Employment Contract
Paul Chase	117 Glover Avenue			Norwalk	CT	06850		Employment Contract
Executive Contracts								
David Soaper	117 Glover Avenue			Norwalk	CT	06850		Executive Contract
James Walsh	117 Glover Avenue			Norwalk	CT	06850		Executive Contract
Laura Brown	117 Glover Avenue			Norwalk	CT	06850		Executive Contract
Thomas Gillies	117 Glover Avenue			Norwalk	CT	06850		Executive Contract
Facility Maintenance Contracts								
Alliance Heating and Air Conditioning	25 Brookfield Ave			Bridgeport	CT	06610		Maintenance agreement heating and air conditioning system
City Carting and Recycling	8 Viaduct Road			Stamford	CT	06907		Garbage collection
Direct Energy	1001 Liberty Ave			Pittsburgh	PA	15222		Repurchase power supply
Fairfield County Sprinkler Co Inc	52 Sheridan street			Straford	CT	06615		Fire Sprinkler Inspection
Jan Pro Cleaning Systems Inc	94 East Ave Norwalk			Norwalk	CT	06851		Office Cleaning all buildings
K & J Landscaping	56 Aiken Street Apt 1			Norwalk	CT	06851		Lawn Maintenance
Paladin Associates Inc	145 Whitney Valley Walk			Duluth	GA	30097		Analysis of electric bills
Santa Buckley Energy	P O Box 1141			Bridgeport	CT	06601		Fixed oil price
Fuel Supply Arrangements								
DLA-Energy	Andrew T. McNamara Building	8725 John J. Kingman Rd.		Fort Belvoir	VA	22060-6222		Fuel Service Agreement
United States Transportation Command	Attn: Joshua M. Green	USTRANSCOM/TCAQ-CP	508 Scott Drive	Scott AFB	IL	62225-5357		Fuel Service Agreement
World Fuel Services	9800 N.W. 41 Street Suite 400			Doral	FL	33178		Fuel Service Agreement
Guaranty Agreement								
Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent	300 Madison Ave			New York	NY	10017		Subsidiary Guaranty of the Credit Agreement dated September 6, 2007
Intercompany Agreements								
Air Mobility, Inc	117 Glover Avenue			Norwalk	CT	06850		Intercompany Management Services Agreement
Air Mobility, Inc	117 Glover Avenue			Norwalk	CT	06850		Intercompany Agreements for Lease of Aircraft
Air Mobility, Inc	117 Glover Avenue			Norwalk	CT	06850		Intercompany Aircraft Lease Modification Agreement
Southern Air GmbH	Oberlander Ufer 172, 50968			Cologne			Germany	Management Services Agreement
IT Contracts								
ATT	PO Box 13148			Newark	NJ	07101		Various Cell Phone Contracts
Axiom	470 West Avenue Suite 2000			Stamford	CT	06902		Support Contract For Supplemental Staff/Trouble Tickets
Barracuda	275 West 22nd St # 1			New York	NY	10011		Support/Warranty Contracts For Spam Filter/Web Filter/Email Archive Systems
Blackberry/RIM via PCConnection	176 Columbia Street West			Waterloo	ON	N2L 3L3		Annual Support Contract For Blackberry Server
CBS/Xerox	50 Rockwell Road			Newington	CT	06111		Support Contract/Toner Supplies For All Network Copiers/Printers. This Is Also Covers Printer/Copier Repairs.
Cisco	383 Main Avenue #7			Norwalk	CT	06851		Smartnet Support/Warranty Contracts For Network Switches, Server Hardware, Phone System
DynDNS	150 Dow Street			Manchester	NH	03101		1 Year Service Contract For Web Dns Hosting
EMC	4246 Collections Center Drive			Chicago	IL	60693		Support/Warranty Contracts For Server Storage Systems
Lightpath	PO Box 360111			Pittsburgh	PA	15251		Phones/Internet Services Under Contract
Microsoft Select agreement via PCConnection	One Microsoft Way			Redmond	WA	98052-6399		Active Licensing Of Servers And Development Software (The 3 Year Annual Payment Contract, Two Separate Ones)
Telx	100 Delawanna avenue			Clifton	NJ	07014		1 Year Contract For Co-Location Site
Verizon	PO Box 15062			Albany	NY	12212		Various Cell Phone Contracts
VMWare	3401 Hillview Ave			Palo Alto	CA	94304		Support/Licensing Contract For Subsystem Running The Servers
Ultimate Software	2000 Ultimate Way			Weston	FL	33326		Ulti-Pro Payroll Software
Maintenance Contractors								
Alegado, Romeo	Block 4 Lot 1 Miara Heights	Bgy. Bundagul		Mabalacat	Pampanga	2101	Philippines	Maintenance Contractors
Basco, Roberto	452 Sampaguita St.Dona Belen Subd.Sto. Cristo	Angeles Cty	PampangaPhilippines 2009		Pampanga	2009	Philippines	Maintenance Contractors
Cabilan, Dennis	San Jose Vill. Extn. Tisa			Cebu City		6000	Philippines	Maintenance Contractors
Chan, Chung Hun	Fiat F, 6/F, Block 7	Richland Gardens	80 Kwang Kwong Road	Kowloon Bay			Hong Kong	Maintenance Contractors
Chunneam, Nakrob	118 Seevalee 2 Soi 14Rangsit Nakornnayoke			Phatumthani		12310	Thailand	Maintenance Contractors
Dazin, Alex	Heideveld 93140			Keerbergen			Belgium	Maintenance Contractors
De La Rosa, Ramon	045 F. Roque St. Lamao Limay Bataan					2104	Philippines	Maintenance Contractors
Decho Onsomjit	50/1 M.4 Phahonyothin52 Yak44	Krongtanon	Saimai	Bangkok		10220	Thailand	Maintenance Contractors
Dequzman, Virgilio	035 Talisay St. Diosomito Subd. Naic			Cavite		4110	Philippines	Maintenance Contractors
Dumlao Eduardo	B2-L9 Washington Street	Timog Park Homen		Angeles City			Philippines	Maintenance Contractors

In re: Southern Air Inc.
Case No. 12-12692
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Faiz Mohamad Ali	No 147 Bukit Coral 7	Coral Heights Siamat	Sembilan D. Khusus.				Malaysia	Maintenance Contractors
Jose Gomez	342 West 77th Street			Los Angeles	CA			Load Master Contrator
Juico, Efen	070 San Vicente Sto.Tomas				Pampanga	2020	Philippines	Maintenance Contractors
Kayyasit, Nattaphong	395/26 Moo 6 Kukott Lamlukka			Pathumthani		12130	Thailand	Maintenance Contractors
Khongpoon, Pornchai	46/1 moo 6 T.Kalong A. Muang Samutsakhon						Thailand	Maintenance Contractors
Lo Fat, Cheung	38C1	Lam Hau Ysuen					Hong Kong	Maintenance Contractors
Mohamad Suhaimi Bin Ismail	No 22 Jalan 7/20A Section 7	40000 Shah Alam		Selangor			Malaysia	Load Master Contrator
Mohd Nizam Noor	No 20 Jalan Melikai 50	Taman Pelabuhan	42000 Pelabuhan Klang	Selangor			Malaysia	Load Master Contrator
Morales, Christian	#0912 McArthur Highway Goldenland Subdivision Mabiga			Mabalacat	Pampanga	2010	Philippines	Maintenance Contractors
Relloma, Joel	# 12 St. John Remerville Subdivision	Project 8		Quezon City		1106	Philippines	Maintenance Contractors
Rene Mampusti								Maintenance Contractors
She, Chi wing	Room 201, Block 16	Lane 118 Zhu Cheng Road	Xin Zhuang Min Hang District	Shanghai		201100	China	Maintenance Contractors
Sittisak, Veha	124/39 M4 Pootaloung Sattahip			Chonburi	Thailand		Thailand	Maintenance Contractors
Soriano, Frederick	Block 6 Lot 14 Antenovill Mangka			Marikina City		1108	Philippines	Maintenance Contractors
Tongbai, Prayoonsak	88/2 vuttagat 42	suksiri1 Bangkua jomtung		Bangkok		10150	Thailand	Maintenance Contractors
<u>Maintenance and/or Equipment Contracts</u>								
Altitude Global Limited	Suite A300	Enterprise House	Stansted	Essex			UK	Services for aircrafts
Aviation Maintenance Inc	5 Hideaway Path			New Castle	DE	19720		3rd party maintenance
Avsource	7430 US Highway 42 ste 208			Florence	KY	41042		3rd party maintenance
Boeing Shanghai Aviation Services	Pudong International Airport			Shanghai			China	Labor for on-call maintenance support services
Certified Aviation Services	8659 Haven Ave Suite 10			Rancho Cucamonga	CA	91730		3rd party maintenance
Commercial Aircraft Services Inc.	372 S. Eagle Rd Suite 384			Eagle	ID	83616		Engine Lease
Encompass Air	Kuwait International Airport						Kuwait	B777 aircrafts
EPCOR B.V.	Bellsingel 41	Schiphol-RJK	119 NT				Netherlands	Auxiliary Power Unit Lease and Maintenance
Ethiopian Airlines	Rue St. Exupery	22 Cargo Nord	Liege Airport	Grace-Hollogne			Belgium	Line maintenance services
Goodrich	PO Box 842490			Dallas	TX	75284-2490		Overhauls and repairs
Infinity Trading	450 E. Elliot			Chandler	AZ	85225		Parts consignment
Jett Pro Line Maintenance	P O Box 3190			Ontario	CA	91761		3rd party maintenance
KLM	Invoicing Department SPL/IK	P O Box 7700	PO Box 7585	Amstelveen			Netherlands	Line Maintenance
Lufthansa	Lufthansa Cargo Center FRA FA1	D-60546		Frankfurt			Germany	Programming and Modules of AMOS
MTU Maintenance	6020 Russ Baker Way			Richmond	BC	V7B 1B4	Canada	Engine Lease
Pegasus	3901 W. Old Int'l Airport Road			Anchorage	AK	99502		3rd party maintenance
Pratt & Whitney Engine Leasing, LLC	400 Main Street, M/S 131-43	Attn: Brian Pelan		East Hartford	CT	06108		Engine Lease
SR Technics	CH-8058 Zurich Airport						Switzerland	Engine Maintenance and Lease agreement
Thai Airlines	89 Vibhavadi-Rangsit Road			Bankok		10900	Thailand	Heavy Maintenance
VX Capital	915 Front Street			San Francisco	CA	94111		Engine Lease

In re: Southern Air Inc.
Case No. 12-12692
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Operations Contracts								
AERODATA	14988 N. 78th Way			Scottsdale	AZ	85260		Takeoff, Enroute And Landing Data
Aerotech (DEL)	2250 Central Street Unit C			Richmond	CA	94801		Cargo Loading
AEROTECH FMS - INDIA	2250 Central Street Unit C			Richmond	CA	94801		Provides Assistance With Handling Services
AIRINC	33 S. 56th Street	Suite 2		Chandler	AZ	85226		Provider Of Communicatiosn, Intergration And Engineering Solutions
Alliance Ground (ORD)	6705 Red Road	Suite 700		Coral Gables	FL	33143		Cargo Loading
Avia Partner (LGG)	Nord Rue Saint Exupery 22 B-4460			Grace-Hollogne			Belgium	Cargo Loading
BAH-The K Hotel	Juffair			Manama		1412	Bahrain	Hospitality
BKK (Airport)-Novotel	392/44 Siam Square Soi 6			Bangkok				Hospitality
BKK (Downtown)-Swissotel	2 Wireless Road • Bangkok 10330 • Thailand							Hospitality
CVG- Hilton Airport Hotel	7373 Turfway Road			Florence	KY	41022		Hospitality
DEN-Renaissance	3801 Quebec Street			Denver	CO	80207		Hospitality
DNATA (DXB)	Dubai International Airport – Terminal 1 PO Box 522			Dubai			UAE	Provide Assistance With Loading And Unloading Of Cargo
DOV-Sheraton	1570 North DuPont Highway			Dover	DE	19901		Hospitality
FRU-Hyatt Regency	191 Sovietskaya Street			Bishkek		720011	Kyrgyzstan	Hospitality
GYD-Sheraton Baku Airport Hotel	Heydar Aliyev Intl Airport			Baku		1044	Azerbaijan	Hospitality
HKG-Hyatt Regency	18 Hanoi Road	Tsim Sha Tsui	Kowloon	Hong Kong			China	Hospitality
HKG-Novotel Citygate	51 Man Tung road	Tung Chung		Hong Kong			China	Hospitality
IAS (LAX)	PO Box 17594			Denver	CO	80217		Provide Assistance With Loading And Unloading Of Cargo
IATA	PO Box 661510			Miami	FL	33266-1510		Airline Codes
ICN (Downtown)-Grand Ambassador	186-54 2-Ga Jangchung-Dong JOONG-GU 100-855			Seoul			Korea	Hospitality
JED-Moevenpick Hotel	PO Box 2109 21451			Jeddah			Saudi Arabia	Hospitality
JEPESEN	PO Box 840864			Dallas	TX	75284		Pilot Charts And Navigations Tools.
JFK-Rockville Centre Inn	415 Ocean Avenue Lynbrook/Rockville Centre	NY 11563		Rockville Center	NY	11563		Hospitality
K&R International	1020 East Michigan Ave Suite D Saline	MI 48176		Saline	MI	48175		Cargo Loading
KWI-Moevenpick Hotel	Free Trade Zone			Kuwait City		13008	Kuwait	Hospitality
LAX-Embassy Suites South	9801 Airport Boulevard			Los Angeles	CA	90045		Hospitality
LEJ-The Lindner Hotel	Hans-Driesch-Straße 27 04179			Leipzig			Germany	Hospitality
LEJ-Westin	Gerberstraße 15	4105		Leipzig			Germany	Hospitality
LGG (Airport)-Alliance Hotel	Espanade De L Europe 2			Liege		4020	Belgium	Hospitality
LGG-Mercure	Boulevard de la Sauvenière 100			Liege		4000	Belgium	Hospitality
Lufthansa (SHJ)	PO BOX 2037			Carol Stream	IL	60132-2037		Cargo Loading
MIA-Extended Stay Coral Gables	3640 Southwest 22nd Street			Miami	FL	33145		Hospitality
MIA-Staybridge / 1-8 day stay	3265 Northwest 87th Avenue			Miami	FL	33147		Hospitality
NAVTECH	295 Hagey Boulevard	Suite 200		Waterloo	ON	N2L 6R5	Canada	Navtech Provides Flight Operations And Services To Cargo Carriers
ORD (Long Stay)-Radisson	1450 East Touhy Avenue			Des Plaines				Hospitality
ORQ-DoubleTree Norwalk	789 Connecticut Avenue			Norwalk	CT	06854		Hospitality
PCA (PSM)	104 Grafton Drive Portsmouth			Portsmouth	NH	03801		Cargo Loading
PHL-Ramada Airport Hotel	76 Industrial Highway			Essington	PA	19029		Hospitality
PSM-Residence Inn	1 International Drive			Portsmouth	NH	03801		Hospitality
PVG-Ramada Pudong Airport	1100号 Qihang Road	Pudong		Shanghai		201202	China	Hospitality
SATCOM	1347 N. Alma School Road Suite 150			Chandler	AZ	85224-2958		Global Aircraft Satellite Communications
SITA	3100 Cumberland Blvd. Suite 200			Atlanta	GA	30339		Provide Of Gloabal & Telecommunication Solutions For The Air Transport Industry.
STEWART AVIATION	PO Box 550066			Davie	FL	33355		Provider Of Airport And Runway Analysis
Swissport (ANC)	4305 W Intl Airport Rd			Anchorage	AK	99502		Cargo Loading
WSI	PO Box 101332			Atlanta	GA	30392-1332		Provides Meteorology Technology

In re: Southern Air Inc.
Case No. 12-12692
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Property Leases								
AMB Partners II Local	LP 5212-14 Shipland Ave			Chicago	IL	60018		Property Lease for 5214 North Shipland Avenue, Chicago, Illinois
109-111 Glover, LLC	109 Glover Avenue			Norwalk	CT	06851		Property Lease for 109 Glover Avenue, Norwalk, CT
109-111 Glover, LLC	111 Glover Avenue			Norwalk	CT	06851		Property Lease for 111 Glover Avenue, Norwalk, CT
117 Glover, LLC	117 Glover Avenue			Norwalk	CT	06851		Property Lease for 117 Glover Avenue, Norwalk, CT
79 Glover, LLC	79 Glover Avenue			Norwalk	CT	06851		Property Lease for 79 Glover Avenue, Norwalk CT
Continental/United Airlines	P O Box 201974			Houston	TX	77216		Property Lease for 7300 World Way West, Los Angeles, CA
East Kern Airport District,	1434 Flightline			Mojave	CA	93501		Property Lease for Bldg 79B, East Kern Airport, Mojave
Ethiopian Airlines	Rue St. Exupery	22 Cargo Nord	Liege Airport	Grace-Hollogne			Belgium	Property Lease for Ethiopian Airport
Korean Air	1370 Gonghang Dong	Kangseo Ku		Seoul			Korea	Property Lease for INC Airport, Korea
Liege Airport Business Park,	Liege Airport 4460 Grace-Hollonge			Norwalk	CT	06851		Property Lease for L015, Liege Airport
Miami Airport Warehouses & Offices	15811 Collins Avenue	Unit 2306		Sunny Isles	FL	33160		Property Lease for Cargo Building 708 in the MAID Area of Miami International Airport
Pamnnani Jaikishin Kundandas	Fiat C	16th Floor	Tower 15 @ Crystal Cove	Tung Chung Lantau Island			Hong Kong	Property Lease
Port City Air	104 Grafton Drive			Portsmouth	NH	03801		Property Lease for Port City Air's Hanger #212 at 58 Durham Street, Portsmouth, NH 03802
Royal Ambassador	100 Residence Tower			Juffair			Bahrain	Property Lease for Flat 182 at 100 Residence Tower Bldg in Bahrain
Stew Leonards	100 Westport Avenue			Norwalk	CT	06851		Sublease of 111 Glover Avenue
William E Brooks	PO Box 190807			Anchorage	AK	99519-0807		Property Lease for Suite #1, Lot 28-A, Block 5, Ted Stevens Anchorage International Airport
Security Assignment Agreements								
DVB Bank SE	Attn: Aviation – Oak Hill Account Manager	609 Fifth Avenue	New York, New York 10017	New York	NY	10017		Flight Services Agreement Security Assignment Agreement (37988), dated as of June 22, 2012
DVB Bank SE	Attn: Aviation – Oak Hill Account Manager	609 Fifth Avenue	New York, New York 10017	New York	NY	10017		FSA Security Assignment Agreement (37989), dated as of June 22, 2012
Severance Agreements								
Aldo J. Tercero	Redacted							Severance Agreement
David Griffin	Redacted							Severance Agreement
Dixon Jimenez	Redacted							Severance Agreement
Enrique Leyton	Redacted							Severance Agreement
Eric N. Ramos	Redacted							Severance Agreement
Ernest Krick	Redacted							Severance Agreement
Francisco J. Rodriguez	Redacted							Severance Agreement
Frederick Waldman	Redacted							Severance Agreement
Gonzalo Hernandez	Redacted							Severance Agreement
Isabel Domber	Redacted							Severance Agreement
James C. Streeter	Redacted							Severance Agreement
Jorge M. Ruiz	Redacted							Severance Agreement
Jose E. Santana	Redacted							Severance Agreement
Laurence F. Schafer	Redacted							Severance Agreement
Lee J. Winter	Redacted							Severance Agreement
Marco A. Mejia	Redacted							Severance Agreement
Matson Costa	Redacted							Severance Agreement
Matthew J. Bode	Redacted							Severance Agreement
Michael G. Mahood	Redacted							Severance Agreement
Michael P. Cadile	Redacted							Severance Agreement
Norman Bell	Redacted							Severance Agreement
Oscar Matos	Redacted							Severance Agreement
Paul Deshon	Redacted							Severance Agreement
Ramon Betancourt	Redacted							Severance Agreement
Royce T. Anthony	Redacted							Severance Agreement
Sermo A. Barracks Jr.	Redacted							Severance Agreement
Stephen E. Michnich	Redacted							Severance Agreement
Thomas Conary	Redacted							Severance Agreement
Timothy Danaher	Redacted							Severance Agreement
Tira S. Bittle	Redacted							Severance Agreement

In re: Southern Air Inc.

Case No. 12-12692 (CSS)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Schedule H Attachment	

In re: Southern Air Inc.
Case No. 12-12692
Schedule H
Codebtors

Name and Address of codebtor	Name and Address of creditor
21110 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
21111 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
21221 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
21550 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
21576 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017

In re: Southern Air Inc.
Case No. 12-12692
Schedule H
Codebtors

Name and Address of codebtor	Name and Address of creditor
21590 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
21787 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
21832 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
23138 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
24067 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017

In re: Southern Air Inc.
Case No. 12-12692
 Schedule H
 Codebtors

Name and Address of codebtor	Name and Address of creditor
46914 LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
Air Mobility Inc. 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
Aircraft 21255, LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
Aircraft 21380, LLC 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017
Cargo 360, Inc. 117 Glover Avenue Norwalk, CT 06850	Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017

In re: Southern Air Inc.

Case No. 12-12692

Schedule H

Codebtors

Name and Address of codebtor	Name and Address of creditor
<p>CF6-50, LLC 117 Glover Avenue Norwalk, CT 06850</p>	<p>Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017</p>
<p>Southern Air Holdings, Inc. 117 Glover Avenue Norwalk, CT 06850</p>	<p>Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017</p>
<p>MOSHEN ZANGENEH 21 Decente Irvine, CA 92614</p>	<p>Mohamed Tehranian, et al. Arbolat & Associates PC Nancy L. Arbolat The Plaza at Continental Park 840 Apollo Street, Ste. 321 El Segundo, CA 90245</p>
<p>C..A.L.-CARGO AIR-LINES LIMITED Condon & Forsyth LLP 7 Times Square New York, NY 10036</p>	<p>Troy W. Lyght c/o Edward Vilinsky, Esq. 1219 Avenue J Brooklyn, NY 11230</p>
<p>Lufthansa Cargo AG Biederman, Reif, Hoenig & Ruff, P.C. 885 Third Avenue, 16th Floor New York, NY 10022</p>	<p>Troy W. Lyght c/o Edward Vilinsky, Esq. 1219 Avenue J Brooklyn, NY 11230</p>
<p>Southern Air Holdings, Inc. 117 Glover Avenue Norwalk, CT 06850</p>	<p>Wells Fargo Bank N.A., solely as owner trustee Ref: Lease Agreements for MSNs 27044 & 27068 299 South Main Street, 12th Floor MAC U1228-120 Salt Lake City, UT 84110</p>

In re: Southern Air Inc.
Case No. 12-12692
 Schedule H
 Codebtors

Name and Address of codebtor	Name and Address of creditor
Southern Air Holdings, Inc. 117 Glover Avenue Norwalk, CT 06850	Wells Fargo Bank N.A., solely as owner trustee Ref: Aircraft Operating Lease Agreement for MSN 26562 299 South Main Street, 12th Floor MAC U1228-120 Salt Lake City, UT 84110
Southern Air Holdings, Inc. 117 Glover Avenue Norwalk, CT 06850	Wells Fargo Bank N.A., solely as owner trustee Ref: Aircraft Operating Lease Agreement for MSN 27602 299 South Main Street, 12th Floor MAC U1228-120 Salt Lake City, UT 84110
Southern Air Holdings, Inc. 117 Glover Avenue Norwalk, CT 06850	Wells Fargo Bank N.A., solely as owner trustee Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989 299 South Main Street, 12th Floor MAC U1228-120 Salt Lake City, UT 84110

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: Southern Air Inc.

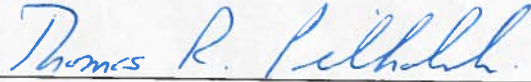
Case No. 12-12692 (CSS)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, Thomas R. Pilholski, Chief Financial Officer & Executive Vice President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 58 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date October 11, 2012

Signature: _____



Thomas R. Pilholski

Chief Financial Officer & Executive Vice President

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
: **Chapter 11**
: **Case No. 12-12690 (CSS)**
: **Jointly Administered**
: **Debtors.¹**
: **Jointly Administered**
: **Case No. 12-12690 (CSS)**
: **Chapter 11**
-----X

STATEMENT OF FINANCIAL AFFAIRS FOR SOUTHERN AIR INC.

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.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 12-12690 (CSS)**
: **Jointly Administered**
: **Debtors.**¹
:
:
:
-----X

**GENERAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY, AND DISCLAIMERS
REGARDING DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

On September 28, 2012 (the "Petition Date"), Southern Air Holdings, Inc. ("Holdings") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Debtors are authorized to operate their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated under case number 12-12690 (CSS) for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

OVERVIEW OF GENERAL NOTES

Each of the Debtors has herewith filed separate Schedules of Assets and Liabilities ("Schedules") and Statements of Financial Affairs ("Statements"). These General Notes and Statement of Limitations, Methodology, and Disclaimers Regarding Debtors' Schedules and Statements (the "General Notes") relate to each of the Debtors' Schedules and Statements and set forth the basis upon which the Schedules and Statements are presented. **These General Notes comprise an integral part of the Schedules and Statements and should be referred to and considered in connection with any review of the Schedules and Statements.** The General Notes are in addition to any specific notes contained in any Debtor's Schedules or Statements. The General Notes are presented for each individual Debtor, however, each provision contained

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.

in the General Notes may not apply to all Debtors. Nothing contained in the Schedules and Statements shall constitute a waiver of any rights or claims of the Debtors against any third party, or in or with respect to any aspect of these chapter 11 cases.

The Schedules, Statements, and General Notes should not be relied upon by any person for information relating to the current or future financial conditions, events, or performance of any of the Debtors.

The Schedules and Statements have been prepared, pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, by the Debtors with the assistance of their advisors. Financial information for the period between January 1, 2012 and September 27, 2012, is presented on an unaudited basis. While management has made reasonable efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to the Schedules and Statements, and inadvertent errors or omissions may exist. Moreover, the Schedules and Statements contain unaudited information, which is subject to further review and potential adjustment. Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors' rights with respect to the chapter 11 cases, including with respect to any issues involving substantive consolidation, recharacterization, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

NOTES PERTAINING TO EACH APPLICABLE DEBTOR

1. Information Subject to Confidentiality. There may be instances in the Schedules and Statements where the Debtor has deemed it necessary and appropriate to redact from the public record information such as names, addresses or amounts. The Debtor has determined that this approach is necessary in light of an agreement between the Debtor and a third party, concerns of confidentiality, or concerns for the privacy of, or otherwise preserving the confidentiality of personally identifiable information with respect to, an individual. The Debtor has prepared a separate version of the Schedules and Statements from which all information is unredacted, and the Debtor will provide a copy of the unredacted version to the Office of the United States Trustee for the District of Delaware and, to the extent applicable, counsel for the statutory committee of unsecured creditors appointed in these chapter 11 cases.
2. Amendment. Notwithstanding anything contained herein, the Debtor specifically reserves all rights to, but is not required or directed to, amend, modify, supplement, correct, change, or alter any part of its Schedules and Statements from time to time as is necessary and appropriate.
3. Causes of Action. Despite its reasonable efforts to identify all known assets, the Debtor may not have listed all of its causes of action or potential causes of action against third parties as assets in its Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtor reserves all of its rights for any claims, causes of action, or avoidance actions it may have, and neither these General

Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or will in any way prejudice or impair the assertion of such claims.

4. Recharacterization. The Debtor has made reasonable efforts to correctly characterize, classify, categorize, and designate assets, liabilities, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, the Debtor may have improperly characterized, classified, categorized, or designated certain items. The Debtor reserves all of its rights to recharacterize, reclassify, re-categorize, or re-designate items reported in the Schedules and Statements as necessary or appropriate.
5. Claims Description. Any failure to designate a claim in the Schedules and/or Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtor that such claim or amount is not “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to dispute and assert offsets or defenses to any claim reflected on its Schedules and/or Statements on any grounds, including, without limitation, amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to amend its Schedules and Statements as necessary and/or appropriate, including, modifying claim descriptions and designations.
6. Unliquidated Claim Amounts. Claim amounts that could not be readily quantified by the Debtor are scheduled as “unliquidated.”
7. Undetermined Amounts. The description of an amount as “undetermined” is not intended to reflect upon the materiality of the amount.
8. Disputed Claim Amounts. Claims scheduled as “disputed” are based on information contained in the Debtor’s books and records and historical financial statements, and the designation of a claim as “disputed” is without any representation as to the accuracy of the amount identified.
9. Bankruptcy Court Orders. Pursuant to certain interim and/or final orders of the Bankruptcy Court entered in the Debtors’ chapter 11 cases, the Debtor was authorized (but not directed) to pay, among other things, some prepetition claims of certain employees, vendors, foreign creditors, taxing authorities, fuel supply parties, possessory lienholders, and other prepetition creditors. In addition, the Debtor was authorized (but not directed) on an interim basis to honor, among other things, certain prepetition obligations for workers’ compensation, general insurance policies, fuel supply arrangements, and certain other prepetition agreements. Accordingly, these contracts and liabilities may have been or may be satisfied in accordance with those orders and therefore may not be listed in the Schedules and Statements. Nothing herein shall be deemed to alter the rights of any party in interest to contest a payment made pursuant to a Bankruptcy Court order, where such order preserves the right to contest.
10. Asset Presentation. Unless otherwise stated, each asset and liability of the Debtor is shown on the basis of the book value of the asset or liability as of the Petition Date, derived from the

Debtor's historical financial statements and accounting books and records, which have been audited for the period prior to January 1, 2012, and not on the basis of current market values of such interest in property and/or liabilities. The Debtor believes that it would be an inefficient use of the assets of the Debtor's estate for the Debtor to obtain current market valuations of all of its assets. Accordingly, where necessary, the Debtor has indicated in the Schedules and Statements that the value of certain assets (and liabilities) is "Undetermined."

The Debtor reserves its right to amend or adjust the value of each asset or liability set forth herein. In addition, any omission of an asset of the Debtor on the Schedules and Statements does not constitute a representation regarding the ownership of the asset, and any such omission shall not constitute a waiver of any and all rights of the Debtor with respect to that particular asset.

11. Liabilities. The Debtor has sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change, and the Debtor reserves the right, but is not required, to amend the Schedules and Statements as it deems appropriate to reflect such reallocation.
12. Intercompany Claims. Claims among the Debtor and its affiliated Debtors or non-Debtor affiliate, as reflected in the applicable entities' balance sheet accounts (each an "Intercompany Receivable" or "Intercompany Payable" and, collectively, the "Intercompany Claims"), are reported on Schedules B and F, as applicable. The Intercompany Claims primarily result from: provision of management services, operating expenses, aircraft and equipment leasing, and, as a result of the Debtors' cash management practices, one Debtor satisfying the obligations of another Debtor or non-Debtor affiliate.
13. Estimates. To close the Debtor's books and records as of September 28, 2012, the Debtor was required in certain instances to make estimates and assumptions that affect the reported amounts of its assets, liabilities, revenue, and expenses.
14. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.
15. Property and Equipment. Nothing in the Schedules or Statements (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is, or shall be construed as, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtor reserves all of its rights with respect to such issues.
16. Insiders. In the circumstance where the Schedules and Statements require information regarding insiders and/or officers and directors, the Debtor has listed the members of its board of directors, to the extent applicable, and all employees that may be, or may have been during the relevant period, "officers," as such term is defined in the Bankruptcy Code or other applicable law. In instances where the Debtor is member managed, the sole member has been identified. The listing of a party as an insider is solely for informational purposes, and is not intended to be, and should not be construed as, a legal characterization of that

person as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby reserved. Further, the Debtor does not take any position concerning (a) the person's influence over the control of the Debtor, (b) the person's management responsibilities or functions, (c) the person's decision-making or corporate authority, or (d) whether the person could successfully argue that he or she is not an insider under applicable law, including the federal securities laws, for any theories of liability or for any other purpose.

In the ordinary course of the Debtors' businesses, directors and officers of one Debtor may have been, and may still be, employed and paid by another Debtor.

17. Setoffs. The Debtor has not intentionally offset amounts listed on Schedules B, D, E or F. Nonetheless, some amounts listed may have been affected by setoffs by third parties of which the Debtor is not yet aware. The Debtor reserves all rights to challenge any setoff and/or recoupment rights which may be asserted.

Notwithstanding foregoing, the Debtor has disclosed certain setoffs taken by financial institutions and/or fuel suppliers that are known to the Debtor and that the Debtor reserves the right to challenge as being outside the ordinary course of business.

18. Guarantees. The Debtor has exercised reasonable efforts to locate and identify guarantees in its executory contracts, unexpired leases, secured financings, and other such agreements. Where guarantees have been identified, they have been included in the relevant Schedules G and H for the affected Debtor or Debtors. The Debtor may have inadvertently omitted guarantees embedded in its contractual agreements and may identify additional guarantees as it continues its review of its books and records and contractual agreements. The Debtor reserves all of its rights, but is not required, to amend the Schedules if additional guarantees are identified.
19. Co-Debtors. In the ordinary course of its businesses, the Debtor may be involved in pending or threatened litigation and claims arising out of the conduct of its businesses. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. The Debtor is in the process of reviewing its leases and contracts, which agreements may contain provisions leading to a co-debtor relationship. To the extent the Debtor's investigation into possible co-obligor relationships results in identifying additional co-debtors, the Debtor reserves all of its rights to, but is not required to, amend the Schedules.
20. Payments. Prior to the Petition Date, the Debtor participated in a cash management system in which certain payments were made by one entity on behalf of another. As a result, through the operation of its cash management system, certain payments in the Schedules and Statements may have been made prepetition by one entity on behalf of another entity. A description of the Debtors' prepetition cash management system is in the Debtors' motion filed on September 28, 2012, seeking authorization to, among other things, continue using their existing cash management system [Docket No. 4].

21. Specific Notes. These General Notes are in addition to the specific notes set forth in the individual Schedules and Statements. Disclosure of information in one Schedule, the Statements, an exhibit, or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statements, or any exhibits or continuation sheets.
22. Totals. All totals that are included in the Schedules represent totals of the liquidated amounts for the individual Schedule for which they are listed.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTOR'S SCHEDULES

23. Schedule B-21. In the ordinary course of its business, the Debtor may have accrued certain claims, counterclaims, rights to setoff, refunds, or potential warranty claims of which it is currently unaware. Because such claims are unknown to the Debtor and not quantifiable as of the Petition Date, they are not listed on Schedule B-21.
24. Schedule D – Creditors Holding Secured Claims. Although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary. In addition, certain of the entities listed on Schedule D may be equipment (including as such term is defined in section 1110 of the Bankruptcy Code) lessors and/or maintenance providers not secured by property of the estate, but the Debtors have listed these entities on Schedule D, out of an abundance of caution. Without limiting the foregoing, the Debtor's inclusion on Schedule D of creditors that have asserted liens is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtor reserves its right to challenge such liens and the underlying claims on any ground whatsoever. Reference to the applicable agreements and other related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the General Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Other than beneficiaries of certain standby letters of credit, except as specifically stated herein, real property lessors, aircraft operating lessors, utility companies, and other parties which may hold security deposits have not been listed on Schedule D solely on account of such deposit. The Debtor has not included on Schedule D all parties that may believe their claims are secured through statutory setoff rights, deposits posted by, or on behalf of, the Debtor, or inchoate statutory lien rights. Despite the Debtor's reasonable efforts, determination of the date upon which each claim in Schedule D was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtor does not list a date for each claim listed on Schedule D.
25. Schedule E – Creditors Holding Unsecured Priority Claims. The listing of any claim on Schedule E does not constitute an admission by the Debtor that such claim is entitled to priority under section 507(a) of the Bankruptcy Code. Further, the Debtor does not waive any right to recharacterize or reclassify the claim or contract listed on Schedule E. The Debtor reserves the right to dispute the priority status of any claim on any basis. Despite the Debtor's reasonable efforts, determination of the date upon which each claim in Schedule E

was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtor does not list a date for each claim listed on Schedule E.

The Bankruptcy Court entered a number of first day orders granting authority on an interim basis to pay certain prepetition priority claims, including, without limitation, a first day order on an interim basis authorizing (but not directing) the Debtor to pay certain prepetition employee-related claims. Thus, unsecured priority claims of employees for wages, salaries, and commissions, including vacation, severance, and sick leave pay, are not included. Only claims against the Debtor for prepetition amounts in excess of the priority cap set forth in section 507(a)(4) of the Bankruptcy Code are reflected in the Schedules and Statements as unsecured non-priority claims. The Debtor reserves its rights to object to any listed claims on the ground that, among other things, they have already been satisfied.

26. Schedule F – Creditors Holding Unsecured Nonpriority Claims. Although the Debtor has made a reasonable attempt to set forth its unsecured obligations in Schedule F, the liabilities identified therein are derived from the Debtor's books and records and historical financial statements, which may or may not, in fact, be completely accurate. The Debtor has listed Intercompany Claims on Schedule F and indicated that such claims are subject to setoff. The claims of individual creditors are generally listed according to the amounts recorded on the Debtor's books and records and may not reflect credits or allowances due from the creditor. The Debtor reserves all of its rights concerning such credits or allowances. Consequently, the actual amount of claims against the Debtor may vary from the represented liabilities. Parties in interest should not accept that any listed liability necessarily reflects the correct amount of any unsecured creditor's allowed claim or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and Statements. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim. Although the Debtor and its advisors have generated financial information the Debtor believes to be reasonable, actual liabilities (and assets) may deviate from the Schedules and Statements due to certain events that may occur during the Debtor's chapter 11 case.

The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although the Debtor has made reasonable efforts to determine the date upon which each claim listed in Schedule F incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtor has not listed a date for each claim listed on Schedule F.

Schedule F contains information regarding pending litigation involving the Debtor. In certain instances, the amount of any claim related to such litigation is uncertain or undetermined. The dollar amount of potential claims associated with any such pending litigation is listed as unknown and marked as "contingent," "unliquidated," and "disputed" in the Schedules.

The inclusion of any litigation in these Schedules and Statements does not constitute an admission by the Debtor of liability, the validity of any action, the availability of insurance

coverage, or the amount or treatment of any claims, defenses, counterclaims, or cross-claims or the amount or treatment of any potential claim resulting from any current or future litigation. Schedule F does not include employee withholding obligations of the Debtor. In addition, Schedule F does not include certain deferred charges, deferred liabilities, or accruals. Schedule F also does not include potential rejection damages claims, if any, of counterparties to executory contracts or unexpired leases that may be rejected by the Debtor. Certain litigation or claims covered by insurance policies maintained by the Debtors may also be excluded from Schedule F.

27. Schedule G – Executory Contracts and Unexpired Leases. Although the Debtor has made every effort to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement Schedule G as necessary. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations may not be set forth separately on Schedule G. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth in Schedule G.

The Debtor reserves all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

The Debtor may be party to certain agreements that have expired by their terms. Out of an abundance of caution, the Debtor has listed such agreements on Schedule G. The Debtor's inclusion of such contracts or agreements on Schedule G is not an admission that such contract or agreement is an executory contract or unexpired lease.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission of those contracts from Schedule G.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the Debtor and such supplier or provider.

The listing of any contract on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract. The Debtor reserves the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract. Finally, certain of the contracts and leases listed on Schedule G may not have been memorialized or fully executed and could be subject to dispute.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTOR'S STATEMENTS

28. Statement 3b. The "Payment Date" column on the schedule for Statement 3b relates to one of the following: (a) the date of a wire transfer; (b) the date of an ACH payment; or (c) the issuance date for a check or money order. The Debtor has excluded amounts paid to (i) employees for expense reimbursement and (ii) insiders (which are reflected in Statement 3c). Payments made to employees in the ordinary course of the Debtor's business or financial affairs have been excluded from the Debtor's response to Statement 3b. In addition, payments to taxing authorities for payroll taxes are excluded from the Debtor's response to Statement 3b. While the Debtor has attempted to remove unfunded and rejected payments, there may be items in process; therefore, certain payments reflected in Statement 3b may not have been paid, and those amounts may also appear in Schedule F as amounts owed to the same entities.

In the ordinary course of its business, certain of the Debtor's employees make payments to vendors using credit cards for which the Debtor is liable. Charges made against such cards in the ninety (90) days before the commencement of these chapter 11 cases have been excluded from Statement 3b.

29. Statement 3c. The Debtor's response to Statement 3c reflects payments made by the Debtor and may not include those payments made by another affiliated Debtor on its behalf.

30. Statement 4a. Statement 4a includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. The Debtor disputes any liability with respect to the litigation included in Statement 4a, and Statement 4a shall not be construed as an admission by the Debtor of any liability with respect to any of the legal disputes or administrative proceedings identified therein.

31. Statement 14. The Debtor leases, among other things, aircraft and equipment from certain third party lessors. The Debtor's response to Statement 14 excludes such leased property and any property borrowed temporarily from third parties. Unexpired leases pursuant to which the Debtor leases property from third party lessors has been included on the Debtor's Schedule G.

32. Statement 19d. In the ordinary course of business, the Debtor has provided consolidated financial information to banks, customers, suppliers, rating agencies, aircraft lessors and other various interested parties. In addition, in connection with their restructuring efforts, the Debtors provided financial statements to potential lenders and investors in an effort to refinance their debt prior to the Petition Date. In light of the number of recipients and the possibility that such information may have also been shared with parties without the Debtor's knowledge or consent, the Debtor has not disclosed specific individuals or entities.

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS
UNITED STATES BANKRUPTCY COURT
District of Delaware

In re: **Southern Air Inc.**Case No. **12-12692 (CSS)**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	AMOUNT	SOURCE
	\$339,615,088.19	Business Operations (2012)(1)
	\$352,571,206.83	Business Operations (2011)
	\$339,054,406.41	Business Operations (2010)

Footnote:

(1) This amount is for the nine month period ending September 27, 2012.

2. Income other than from employment or operation of business

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	AMOUNT	SOURCE
X		

3. Payment to creditors

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency.

NONE	NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
X				

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* *Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

NONE	NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
	See SOFA 3b Attachment			

Transactions between affiliates are excluded.

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING

The Debtor has redacted its response for Statement 3c due to the contents containing sensitive information with respect to the Debtor's insiders. The Debtor has provided a copy of the unredacted version of its response to the Office of the United States Trustee for the District of Delaware.

4. Suits and administrative proceedings, executions, garnishments and attachments

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
	See SOFA 4a Attachment			

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
X			

5. Repossessions, foreclosures and returns

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
X			

6. Assignments and receiverships

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
X			

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
	Clerk of the Court United States District Court, District of CT	Internal Chamber of Commerce London, England Case No. 17991/VRO	7/8/2011	Prejudgment remedy of \$5,774,514.00

7. Gifts

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
	See SOFA 7 Attachment			

8. Losses

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCE AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
	Boeing aircraft suffered a bird ingestion	Pending claim covered under Debtor's insurance policy for the period of 12/15/11 – 11/1/12. Reserve: \$1,500,000 indemnity / \$12,500 expense.	4/28/2012

9. Payments related to debt counseling or bankruptcy

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NONE	NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
	See SOFA 9 Attachment		

10. Other transfers

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
	X		

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NONE	NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
	X		

11. Closed financial accounts

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
	See SOFA 11 Attachment		

12. Safe deposit boxes

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO THE BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
X				

13. Setoffs

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
	See SOFA 13 Attachment		

14. Property held for another person

List all property owned by another person that the debtor holds or controls.

NONE	NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
X			

15. Prior address of debtor

If the debtor has moved within the **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

NONE	ADDRESS	NAME USED	DATES OF OCCUPANCY
X			

16. Spouses and Former Spouses

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NONE NAME

X

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

NONE	SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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X

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

NONE	SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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X

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NONE	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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X

18. Nature, location and name of business

a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full – or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NONE	NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
	Southern Air GmbH	N/A	Oberlander Ufer 172, 50968 Cologne, Germany	Air Cargo	2012 - Present

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NONE	NAME	ADDRESS
X		

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NONE	NAME AND ADDRESS	DATES SERVICES RENDERED
	James F. Walsh 117 Glover Avenue Norwalk, CT 06850	9/27/2011- 5/31/2012
	Gary Polsky 117 Glover Avenue Norwalk, CT 06850	9/27/2011- 5/21/2012
	Younes Ismael-Aguirre 117 Glover Avenue Norwalk, CT 06850	7/5/2011-9/27/2012
	Thomas Pilholski 117 Glover Avenue Norwalk, CT 06850	5/31/2012-9/27/2012
	Michael Lungariello 117 Glover Avenue Norwalk, CT 06850	11/30/2009-9/27/2012

b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NONE	NAME	ADDRESS	DATES SERVICES RENDERED
	PricewaterhouseCoopers LLP	PO Box 7247-8001 Philadelphia, PA 19170-8001	March 2012
	KPMG LLP	Dept 0511 PO Box 120001 Dallas, TX 75312-0511	March 2011

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NONE	NAME	ADDRESS
	Thomas Pilholski	117 Glover Avenue Norwalk, CT 06850
	Younes Ismael-Aguirre	117 Glover Avenue Norwalk, CT 06850

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NONE	NAME AND ADDRESS	DATE ISSUED
X		

20. Inventories

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

NONE	DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
X			

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

NONE	DATE OF INVENTORY	NAME AND ADDRESS OF CUSTODIAN OF INVENTORY RECORDS
X		

21. Current Partners, Officers, Directors and Shareholders

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NONE	NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
X			

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NONE	NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
	See SOFA 21b Attachment		

22. Former partners, officers, directors and shareholders

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NONE	NAME	ADDRESS	DATE OF WITHDRAWAL
X			

b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NONE	NAME AND ADDRESS	TITLE	DATE OF TERMINATION
	Daniel Perez Redacted	Senior Vice President of Maintenance	4/13/2012
	Jacob Rosholt Redacted	Vice President of Heavy Maintenance & Engineering	9/7/12
	Michael Lungariello Redacted	Vice President of Finance	9/27/12
	Roy A. Linkner Redacted	Senior Vice President of Sales Marketing	6/30/12

23. Withdrawals from a partnership or distributions by a corporation

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NONE	NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
	See SOFA 3c		

24. Tax Consolidation Group.

If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NONE	NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER(EIN)
	Southern Air Holdings, Inc.	26-0816605

25. Pension Funds

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NONE	NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER(EIN)
	X	

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
109-111 Glover LLC	109-111 GLOVER AVE			NORWALK	CT	06850		7/16/2012	\$49,655.57
109-111 Glover LLC	109-111 GLOVER AVE			NORWALK	CT	06850		8/15/2012	\$49,655.57
117 Glover LLC	117 GLOVER AVENUE			NORWALK	CT	06850		7/16/2012	\$39,477.95
117 Glover LLC	117 GLOVER AVENUE			NORWALK	CT	06850		8/15/2012	\$41,057.07
2 Oakwood LLC	2 OAKWOOD LLC			NORWALK	CT			7/16/2012	\$11,799.07
2 Oakwood LLC	2 OAKWOOD LLC			NORWALK	CT			8/1/2012	\$1,164.48
79 Glover LLC	117 GLOVER AVENUE			NORWALK	CT	36850		7/16/2012	\$36,301.78
79 Glover LLC	117 GLOVER AVENUE			NORWALK	CT	36850		8/15/2012	\$37,753.85
87 Glover LLC	87 GLOVER AVE			NORWALK	CT			7/16/2012	\$51,244.74
87 Glover LLC	87 GLOVER AVE			NORWALK	CT			8/15/2012	\$51,244.74
AAXICO	8881 NW 13TH TERRACE			MIAMI	FL	33172		7/13/2012	\$17,185.00
AAXICO	8881 NW 13TH TERRACE			MIAMI	FL	33172		8/17/2012	\$609.00
Abu Dhabi Aircraft Technologies-GAMCO	PO Bo 46450			Abu Dhabi			UAE	8/13/2012	\$35,943.00
Access America Transport	PO BOX 740048			ATLANTA	GA	30374-0048		7/2/2012	\$5,500.00
Access America Transport	PO BOX 740048			ATLANTA	GA	30374-0048		7/13/2012	\$1,100.00
Access America Transport	PO BOX 740048			ATLANTA	GA	30374-0048		7/19/2012	\$7,240.00
Access America Transport	PO BOX 740048			ATLANTA	GA	30374-0048		8/1/2012	\$3,570.00
Access America Transport	PO BOX 740048			ATLANTA	GA	30374-0048		8/10/2012	\$23,095.00
Access America Transport	PO BOX 740048			ATLANTA	GA	30374-0048		9/14/2012	\$21,434.60
Accounting Centre of China Aviation	12 BUILDING, XI BA HE BEIL			CHAOYANG DISTRICT			CHINA	8/7/2012	\$38,458.88
Accounting Centre of China Aviation	12 BUILDING, XI BA HE BEIL			CHAOYANG DISTRICT			CHINA	9/12/2012	\$15,195.75
ACL Airshop LTD	7 CATERING ROAD WEST			HONG KONG INTERN. AIRPORT			HONG KONG	8/9/2012	\$2,518.00
ACL Airshop LTD	7 CATERING ROAD WEST			HONG KONG INTERN. AIRPORT			HONG KONG	9/6/2012	\$13,962.00
ACL Airshop LTD	7 CATERING ROAD WEST			HONG KONG INTERN. AIRPORT			HONG KONG	9/14/2012	\$2,649.00
ACL-Airshop B.V.	Kantoorweg 7, 1525 RJ	Westknollendam, Netherlands						7/2/2012	\$8,945.94
ACL-Airshop B.V.	Kantoorweg 7, 1525 RJ	Westknollendam, Netherlands						8/9/2012	\$15,492.00
Aero Instruments and Avionics Inc.	7290 NASH ROAD			NORTH TONAWANDA	NY	14120		7/13/2012	\$7,039.29
Aero Instruments and Avionics Inc.	7290 NASH ROAD			NORTH TONAWANDA	NY	14120		9/26/2012	\$10,220.03
Aero Services Bvba	BORMANSSTRAAT 46 A	B-3401 WALSHOUTEM					BELGIUM	7/2/2012	\$8,557.55
Aerodata, Inc	14988 N. 78TH WAY			SCOTTSDALE	AZ	85260		7/13/2012	\$7,207.13
Aerodata, Inc	14988 N. 78TH WAY			SCOTTSDALE	AZ	85260		9/6/2012	\$2,970.00
Aerodata, Inc	14988 N. 78TH WAY			SCOTTSDALE	AZ	85260		9/17/2012	\$4,720.00
AerSale Inc	121 ALHAMBRA PLAZA, SUITE 1110			CORAL GABLES	FL	33134		7/13/2012	\$35,000.00
AerSale Inc	121 ALHAMBRA PLAZA, SUITE 1110			CORAL GABLES	FL	33134		7/23/2012	\$11,500.00
Air Dispatch	3 City Place, Beehive Ring Road	Gatwick		West Sussex		RH6 OPA	UK	7/13/2012	\$1,350.00
Air Dispatch	3 City Place, Beehive Ring Road	Gatwick		West Sussex		RH6 OPA	UK	9/25/2012	\$6,077.83
Air Dispatch	3 City Place, Beehive Ring Road	Gatwick		West Sussex		RH6 OPA	UK	9/25/2012	\$6,500.00
Air Support Group Inc.	155 KAPALULU PLACE SUITE 104			HONOLULU	HI	96819		7/2/2012	\$27,679.58
Air Support Group Inc.	155 KAPALULU PLACE SUITE 104			HONOLULU	HI	96819		7/13/2012	\$14,993.72
Air Support Group Inc.	155 KAPALULU PLACE SUITE 104			HONOLULU	HI	96819		7/19/2012	\$10,837.70
Air Support Group Inc.	155 KAPALULU PLACE SUITE 104			HONOLULU	HI	96819		8/10/2012	\$8,921.46
Air Support Group Inc.	155 KAPALULU PLACE SUITE 104			HONOLULU	HI	96819		9/14/2012	\$811.52
Aircraft Maintenance Support	PO BOX 660980			MIAMI SPRINGS	FL	33266		7/13/2012	\$645.00
Aircraft Maintenance Support	PO BOX 660980			MIAMI SPRINGS	FL	33266		9/10/2012	\$6,204.40
Airline Support Inc.	PO BOX 190735			ANCHORAGE	AK	99519-0735		7/19/2012	\$6,172.50
Airline Support Inc.	PO BOX 190735			ANCHORAGE	AK	99519-0735		9/13/2012	\$9,412.15
Airman Inc.	rm 2519	korean air cargo terminal a	#2851 unseo-dong	juung-gu Incheon			Korea	7/13/2012	\$5,950.00
Airman Inc.	rm 2519	korean air cargo terminal a	#2851 unseo-dong	juung-gu Incheon			Korea	8/15/2012	\$4,900.00
Airman Inc.	rm 2519	korean air cargo terminal a	#2851 unseo-dong	juung-gu Incheon			Korea	9/14/2012	\$5,600.00
Airmark Components	2701 SW 2ND AVENUE			FORT LAUDERDALE	FL	33315		7/10/2012	\$12,320.00
Air-Pro LLC	9730 NW 114TH WAY			MEDLEY	FL	33178		7/2/2012	\$16,100.00
Air-Pro LLC	9730 NW 114TH WAY			MEDLEY	FL	33178		8/1/2012	\$13,391.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	7/10/2012	\$104,800.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	7/20/2012	\$90,000.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	8/2/2012	\$90,000.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	8/10/2012	\$18,950.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	8/10/2012	\$81,250.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	8/21/2012	\$107,300.00

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment Date	Amount Paid
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/4/2012	\$99,977.13
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/6/2012	\$100,050.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/10/2012	\$96,250.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/14/2012	\$100,000.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/20/2012	\$106,525.00
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/25/2012	\$101,316.21
AJ Walter Aviation Ltd	THE HEADQUARTERS			PATRIDGE GREEN	WEST SUSSEX	RH13 8RA	UNITED KINGDOM	9/26/2012	\$150,000.00
Alex Dazin	Heideveld 93140			Keerbergen			Belgium	7/13/2012	\$5,979.38
Alex Dazin	Heideveld 93140			Keerbergen			Belgium	7/31/2012	\$5,139.64
Alex Dazin	Heideveld 93140			Keerbergen			Belgium	8/15/2012	\$5,501.75
Alex Dazin	Heideveld 93140			Keerbergen			Belgium	8/31/2012	\$5,153.20
Alex Dazin	Heideveld 93140			Keerbergen			Belgium	9/14/2012	\$7,341.18
Alexandra Addison Wrage	92 QUATER LANDING ROAD			ANNAPOLIS	MD	21403		7/19/2012	\$44,727.16
Alliance Ground International	6705 RED ROAD, SUITE 700			CORAL GABLES	FL	33143		8/10/2012	\$1,600.00
Alliance Ground International	6705 RED ROAD, SUITE 700			CORAL GABLES	FL	33143		8/24/2012	\$13,335.00
Altitude Global Limited	SUITE A300	ENTERPRISE HOUSE	STANSTED AIRPORT	ESSEX		CM24 1QW	UNITED KINGDOM	7/10/2012	\$56,731.07
Altitude Global Limited	SUITE A300	ENTERPRISE HOUSE	STANSTED AIRPORT	ESSEX		CM24 1QW	UNITED KINGDOM	7/17/2012	\$20,824.08
Altitude Global Limited	SUITE A300	ENTERPRISE HOUSE	STANSTED AIRPORT	ESSEX		CM24 1QW	UNITED KINGDOM	7/31/2012	\$25,787.76
Altitude Global Limited	SUITE A300	ENTERPRISE HOUSE	STANSTED AIRPORT	ESSEX		CM24 1QW	UNITED KINGDOM	9/21/2012	\$43,843.37
Altitude Global Limited	SUITE A300	ENTERPRISE HOUSE	STANSTED AIRPORT	ESSEX		CM24 1QW	UNITED KINGDOM	9/25/2012	\$15,223.72
AMB Partners II Local LP	PO BOX 846151	6250 NORTH RIVER ROAD, SUITE 1100		DALLAS	TX	75284-6151		7/5/2012	\$4,805.17
AMB Partners II Local LP	PO BOX 846151	6250 NORTH RIVER ROAD, SUITE 1100		DALLAS	TX	75284-6151		8/2/2012	\$4,805.17
AMB Partners II Local LP	PO BOX 846151	6250 NORTH RIVER ROAD, SUITE 1100		DALLAS	TX	75284-6151		9/6/2012	\$4,805.17
American Airlines Inc.	MD 765, 7645 E 63RD ST, STE 600			TULSA	OK	74133		7/13/2012	\$17,657.89
American Airlines Inc.	MD 765, 7645 E 63RD ST, STE 600			TULSA	OK	74133		8/1/2012	\$183.60
American Airlines Inc.	MD 765, 7645 E 63RD ST, STE 600			TULSA	OK	74133		8/23/2012	\$100.70
American Airlines Inc.	MD 765, 7645 E 63RD ST, STE 600			TULSA	OK	74133		9/25/2012	\$13,624.39
American Composites LLC	9730 N.W. 114 WAY			MIAMI	FL	33178		7/19/2012	\$9,223.00
Ana Alburqueque Arrieta	MARTIN OVIEDO 192 URB. LA MAR	PUEBLO LIBRE		LIMA 21			PERU	7/13/2012	\$3,924.37
Ana Alburqueque Arrieta	MARTIN OVIEDO 192 URB. LA MAR	PUEBLO LIBRE		LIMA 21			PERU	7/24/2012	\$7,668.85
ANA Trading Corp, USA	Gateway Towers-E 970 West 190th Ste 600			Torrance	CA	90502		7/19/2012	\$10,000.00
Anchorage International Airport	ACCOUNTING SECTION P O BOX 196960			ANCHORAGE	AK	99519-6960		7/10/2012	\$38,187.99
Anchorage International Airport	ACCOUNTING SECTION P O BOX 196960			ANCHORAGE	AK	99519-6960		9/12/2012	\$64,909.16
Anchorage International Airport	ACCOUNTING SECTION P O BOX 196960			ANCHORAGE	AK	99519-6960		9/26/2012	\$56,644.97
ANCRA International LLC	25591 NETWORK PLACE			CHICAGO	IL	60673-1255		7/2/2012	\$49,582.40
ANCRA International LLC	25591 NETWORK PLACE			CHICAGO	IL	60673-1255		7/13/2012	\$17,960.00
ANCRA International LLC	25591 NETWORK PLACE			CHICAGO	IL	60673-1255		7/19/2012	\$38,750.00
ANCRA International LLC	25591 NETWORK PLACE			CHICAGO	IL	60673-1255		8/1/2012	\$20,000.00
ANCRA International LLC	25591 NETWORK PLACE			CHICAGO	IL	60673-1255		9/12/2012	\$59,039.20
Andrew McGavock	43 Wigram Road			Glebe	NSW	2037	AU	7/13/2012	\$5,070.00
Andrew McGavock	43 Wigram Road			Glebe	NSW	2037	AU	8/15/2012	\$4,560.00
Andrew McGavock	43 Wigram Road			Glebe	NSW	2037	AU	8/16/2012	\$1,140.00
Anthem BCBS	3350 PEACHTREE ROAD NE	ATTN CT CASH OPS	MAIL CODE GAG007-0003	ATLANTA	GA	30326		8/22/2012	\$24,515.71
Anthem BCBS	3350 PEACHTREE ROAD NE	ATTN CT CASH OPS	MAIL CODE GAG007-0003	ATLANTA	GA	30326		9/25/2012	\$3,810.62
Aon Risk Services Southwest Inc	75 REMITTANCE DRIVE, SUITE 1943			CHICAGO	IL	60675-1943		8/2/2012	\$82,866.00
Apex Environmental Services, LLC.	295 NORTHLAND BLVD.			CINCINNATI	OH	45246		7/13/2012	\$6,554.00
Apex Environmental Services, LLC.	295 NORTHLAND BLVD.			CINCINNATI	OH	45246		9/6/2012	\$4,389.00
Apex Environmental Services, LLC.	295 NORTHLAND BLVD.			CINCINNATI	OH	45246		9/14/2012	\$1,252.00
Aquinas Consulting	154 HERBERT STREET	ATTN SALLY REED		MILFORD	CT	06460		8/1/2012	\$10,794.96
Aquinas Consulting	154 HERBERT STREET	ATTN SALLY REED		MILFORD	CT	06460		8/10/2012	\$38,233.84
Aquinas Consulting	154 HERBERT STREET	ATTN SALLY REED		MILFORD	CT	06460		8/22/2012	\$13,523.58
ARABASCO	King Abdulaziz International Airport	PO Box 9094		Jeddah	21413		Saudi Arabia	7/2/2012	\$739.33
ARABASCO	King Abdulaziz International Airport	PO Box 9094		Jeddah	21413		Saudi Arabia	8/10/2012	\$39,498.24
ARINC, Incorporated	PO BOX 951273			DALLAS	TX	75395-1273		7/13/2012	\$23,886.04
ARINC, Incorporated	PO BOX 951273			DALLAS	TX	75395-1273		8/1/2012	\$31,968.24
ARINC, Incorporated	PO BOX 951273			DALLAS	TX	75395-1273		9/12/2012	\$29,541.01
ARINC, Incorporated	PO BOX 951273			DALLAS	TX	75395-1273		9/26/2012	\$15,000.00
Army and Air Force Exchange Service	FA-C/OR	PO BOX 660792		DALLAS	TX	75266-0792		9/14/2012	\$26,006.71

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment Date	Amount Paid
Astar USA LLC	7310 TURFWAY RD. SUITE 400/MS 410	KATHY JOHNSON, MGR EMPLOYEE RELATIONS		FLORENCE	KY	41042		8/1/2012	\$16,900.00
Astar USA LLC	7310 TURFWAY RD. SUITE 400/MS 410	KATHY JOHNSON, MGR EMPLOYEE RELATIONS		FLORENCE	KY	41042		8/16/2012	\$19,000.00
AT&T Mobility	PO BOX 6463			CAROL STREAM	IL	60197-6463		8/1/2012	\$50,666.48
AT&T Mobility	PO BOX 6463			CAROL STREAM	IL	60197-6463		9/5/2012	\$50,467.44
Atlantic LAX	PO BOX 79650			CITY OF INDUSTRY	CA	91716-9650		7/13/2012	\$9,468.97
Atlas Air, Inc.	2000 WESTCHESTER AVENUE	2000 WESTCHESTER AVENUE		PURCHASE	NY	10577-2543		8/1/2012	\$25,778.50
Av-Air Inc.	33 S. 56TH STREET, SUITE 2			CHANDLER	AZ	85226		7/19/2012	\$21,000.00
Av-Air Inc.	33 S. 56TH STREET, SUITE 2			CHANDLER	AZ	85226		8/10/2012	\$18,000.00
Avborne Accessories Sargent Aerospace & Defense	DBA SARGENT AEROSPACE & DEFENSE	7500 N W 26TH STREET		MIAMI	FL	33122		7/10/2012	\$35,700.00
Avborne Accessories Sargent Aerospace & Defense	DBA SARGENT AEROSPACE & DEFENSE	7500 N W 26TH STREET		MIAMI	FL	33122		7/17/2012	\$35,000.00
Avborne Accessories Sargent Aerospace & Defense	DBA SARGENT AEROSPACE & DEFENSE	7500 N W 26TH STREET		MIAMI	FL	33122		7/19/2012	\$19,248.73
Avborne Accessories Sargent Aerospace & Defense	DBA SARGENT AEROSPACE & DEFENSE	7500 N W 26TH STREET		MIAMI	FL	33122		8/1/2012	\$31,050.00
AVI FoodSystems Inc	2590 ELM ROAD N.E.			WARREN	OH	44483-2997		7/2/2012	\$6,493.24
AVI FoodSystems Inc	2590 ELM ROAD N.E.			WARREN	OH	44483-2997		8/20/2012	\$4,761.89
AVI FoodSystems Inc	2590 ELM ROAD N.E.			WARREN	OH	44483-2997		8/24/2012	\$22,260.64
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		7/10/2012	\$43,244.82
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		7/17/2012	\$27,698.71
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		7/19/2012	\$11,820.00
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		8/1/2012	\$16,584.25
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		8/13/2012	\$15,169.90
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		9/4/2012	\$198,586.73
Aviail, Inc.	P O BOX 842267			DALLAS	TX	75284-2267		9/14/2012	\$50,551.31
Avsource Aviation Professionals Inc	7430 US HIGHWAY 42 STE 208			FLORENCE	KY	41042		7/13/2012	\$12,247.07
Avsource Aviation Professionals Inc	7430 US HIGHWAY 42 STE 208			FLORENCE	KY	41042		7/31/2012	\$22,065.55
Avsource Aviation Professionals Inc	7430 US HIGHWAY 42 STE 208			FLORENCE	KY	41042		8/15/2012	\$25,687.75
Avsource Aviation Professionals Inc	7430 US HIGHWAY 42 STE 208			FLORENCE	KY	41042		8/31/2012	\$17,082.86
Avsource Aviation Professionals Inc	7430 US HIGHWAY 42 STE 208			FLORENCE	KY	41042		9/14/2012	\$24,827.62
Axiom Technology	470 WEST AVENUE SUITE 2000			STAMFORD	CT	06902		9/27/2012	\$16,330.00
BAE Systems Aircraft Controls Inc.	PO BOX 2987			CAROL STREAM	IL	60132		7/19/2012	\$11,626.00
Baek Soo Lee								7/13/2012	\$4,527.82
Baek Soo Lee								8/15/2012	\$2,151.82
Baek Soo Lee								9/14/2012	\$8,387.82
Bahrain Airport Company	PO BOX 24924			MUHARRAQ			BAHRAIN	8/23/2012	\$23,774.68
Bahrain Airport Company	PO BOX 24924			MUHARRAQ			BAHRAIN	8/24/2012	\$22,908.39
Bahrain Airport Company	PO BOX 24924			MUHARRAQ			BAHRAIN	9/12/2012	\$18,769.48
Bahrain Airport Company	PO BOX 24924			MUHARRAQ			BAHRAIN	9/14/2012	\$42,544.16
Bahrain Airport Company	PO BOX 24924			MUHARRAQ			BAHRAIN	9/21/2012	\$46,345.09
Bahrain Airport Company	PO BOX 24924			MUHARRAQ			BAHRAIN	9/26/2012	\$40,779.33
Bahrain Airport Services	PO Box 22285						Kingdom of Bahrain	8/10/2012	\$9,080.75
Bahrain Airport Services	PO Box 22285						Kingdom of Bahrain	9/14/2012	\$6,061.96
Bahrain Airport Services	PO Box 22285						Kingdom of Bahrain	9/21/2012	\$5,855.96
BKD Technologies LLP	910 E. ST. LOUIS ST., SUITE 200			SPRINGFIELD	MO	65801-1900		7/10/2012	\$4,707.53
BKD Technologies LLP	910 E. ST. LOUIS ST., SUITE 200			SPRINGFIELD	MO	65801-1900		9/21/2012	\$5,402.43
Blue One Management	QUAI AUX BRIQUES,22	1000 BRUXELLES					BELGIUM	7/2/2012	\$19,000.00
Blue One Management	QUAI AUX BRIQUES,22	1000 BRUXELLES					BELGIUM	8/24/2012	\$19,000.00
Blue One Management	QUAI AUX BRIQUES,22	1000 BRUXELLES					BELGIUM	9/6/2012	\$19,000.00
Bluebird Express	145 HOOK CREEK BLVD. BLDG C5C			VALLEY STREAM	NY	11581		7/13/2012	\$5,790.82
Bluebird Express	145 HOOK CREEK BLVD. BLDG C5C			VALLEY STREAM	NY	11581		8/1/2012	\$2,662.75
Bluebird Express	145 HOOK CREEK BLVD. BLDG C5C			VALLEY STREAM	NY	11581		8/10/2012	\$1,199.60
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		7/10/2012	\$46,643.20
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		8/2/2012	\$1,050.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/10/2012	\$1,362.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/11/2012	\$184.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/13/2012	\$7,669.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/14/2012	\$111.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/17/2012	\$1,521.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/19/2012	\$558.00
Boeing Commercial Airlines	PO BOX 277851			ATLANTA	GA	30384-7851		9/20/2012	\$459.00
Boeing US Training and Flight Services LLC	PO BOX 849899			DALLAS	TX	75284		7/10/2012	\$142,911.65
Boeing US Training and Flight Services LLC	PO BOX 849899			DALLAS	TX	75284		9/10/2012	\$103,843.00
Boeing US Training and Flight Services LLC	PO BOX 849899			DALLAS	TX	75284		9/12/2012	\$16,568.00
Boeing US Training and Flight Services LLC	PO BOX 849899			DALLAS	TX	75284		9/17/2012	\$5,240.00
Bridgestone Aircraft (Asia)	22-24 DAI WANG ST TIA PO			NEW TERRITORIES HONG KONG			HONG KONG	7/10/2012	\$14,246.00
Bridgestone Aircraft (Asia)	22-24 DAI WANG ST TIA PO			NEW TERRITORIES HONG KONG			HONG KONG	8/29/2012	\$13,232.00
Bridgestone Aircraft Tire-Europe	ROUTE DE BAVAY-B7080	FRAMERIES-BELGIUM					BELGIUM	7/13/2012	\$13,446.69
Bridgestone Aircraft Tires (USA)	802 S AYERSVILLE ROAD			MAYODAN	NC	27027		7/6/2012	\$36,900.00
Bridgestone Aircraft Tires (USA)	802 S AYERSVILLE ROAD			MAYODAN	NC	27027		8/22/2012	\$32,880.00
Broward Aviation Services Inc	5445 NW 24TH ST. UNIT 1			MARGATE	FL	33063		7/2/2012	\$10,376.94
Broward Aviation Services Inc	5445 NW 24TH ST. UNIT 1			MARGATE	FL	33063		7/19/2012	\$4,136.00
C L & P Northeast Utilities #51004923090	PO BOX 150493			HARTFORD	CT	06115		7/2/2012	\$3,343.79

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
C L & P Northeast Utilities #51004923090	PO BOX 150493			HARTFORD	CT	06115		8/10/2012	\$3,280.28
C L & P Northeast Utilities #51004923090	PO BOX 150493			HARTFORD	CT	06115		9/5/2012	\$1,357.37
C L & P Northeast Utilities #51247923048	PO BOX 150493			HARTFORD	CT	06115		7/2/2012	\$3,290.38
C L & P Northeast Utilities #51247923048	PO BOX 150493			HARTFORD	CT	06115		8/1/2012	\$2,788.17
C L & P Northeast Utilities #51247923048	PO BOX 150493			HARTFORD	CT	06115		9/5/2012	\$1,115.65
C L & P Northeast Utilities #51451033039	PO BOX 150493			HARTFORD	CT	06115		8/1/2012	\$9,095.73
C L & P Northeast Utilities #51451033039	PO BOX 150493			HARTFORD	CT	06115		9/5/2012	\$3,180.88
Cablevision Lightpath Inc.	PO BOX 360111			PITTSBURGH	PA	15251		7/19/2012	\$21,899.50
Cablevision Lightpath Inc.	PO BOX 360111			PITTSBURGH	PA	15251		9/5/2012	\$16,929.21
Cablevision Lightpath Inc.	PO BOX 360111			PITTSBURGH	PA	15251		9/19/2012	\$13,586.04
Cargo Air Lines Ltd Israel	HAYARDEN 1, AIRPORT CITY	POB 271 BEN GURION AIRPORT 70100					ISRAEL	8/8/2012	\$9,334.14
CASCO Limited	Aviation Centre, Star Estate.	Patridge Green		West Sussex		RH138RA	UK	8/10/2012	\$7,939.84
CBS - CT Business Systems	50 ROCKWELL ROAD			NEWINGTON	CT	06111		7/2/2012	\$1,946.16
CBS - CT Business Systems	50 ROCKWELL ROAD			NEWINGTON	CT	06111		7/13/2012	\$6,631.94
CBS - CT Business Systems	50 ROCKWELL ROAD			NEWINGTON	CT	06111		8/10/2012	\$3,190.50
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		7/5/2012	\$1,768.51
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		7/12/2012	\$3,554.18
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		7/19/2012	\$4,995.94
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		7/23/2012	\$291.50
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		7/26/2012	\$987.33
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		8/2/2012	\$2,422.67
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		8/9/2012	\$885.84
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		8/16/2012	\$1,211.27
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		8/22/2012	\$286.00
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		8/23/2012	\$3,579.90
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		8/30/2012	\$172.17
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		9/5/2012	\$3,015.83
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		9/6/2012	\$431.66
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		9/13/2012	\$3,201.83
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		9/20/2012	\$291.50
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		9/20/2012	\$3,188.13
Ceridian Benefit Services	PO BOX 10989			NEWARK	NJ	07193		9/27/2012	\$2,062.24
CG Miami NDT LLC	7980 NW 56 STREET	FAA REPAIR STATION# N9QR165B		MIAMI	FL	33166		8/10/2012	\$2,989.98
CG Miami NDT LLC	7980 NW 56 STREET	FAA REPAIR STATION# N9QR165B		MIAMI	FL	33166		9/17/2012	\$16,064.44
Cha Yi Hyun								7/13/2012	\$5,253.00
Cha Yi Hyun								8/15/2012	\$6,140.00
Cha Yi Hyun								9/14/2012	\$4,619.80
Chan Chung Hin	Flat F, 6/F, Block 7	Richland Gardens	80 Kwang Kwong Road	Kowloon Bay			Hong Kong	7/13/2012	\$3,183.33
Chan Chung Hin	Flat F, 6/F, Block 7	Richland Gardens	80 Kwang Kwong Road	Kowloon Bay			Hong Kong	7/31/2012	\$3,496.34
Chan Chung Hin	Flat F, 6/F, Block 7	Richland Gardens	80 Kwang Kwong Road	Kowloon Bay			Hong Kong	8/15/2012	\$3,183.33
Chan Chung Hin	Flat F, 6/F, Block 7	Richland Gardens	80 Kwang Kwong Road	Kowloon Bay			Hong Kong	8/31/2012	\$3,687.23
Chan Chung Hin	Flat F, 6/F, Block 7	Richland Gardens	80 Kwang Kwong Road	Kowloon Bay			Hong Kong	9/14/2012	\$8,473.97
Chapmanfreeborn Aviation Services fze	3 City Place, Beehive Ring Road	Gatwick		West Sussex		RH6 OPA	UK	7/13/2012	\$1,598,999.14
Chapmanfreeborn Aviation Services fze	3 City Place, Beehive Ring Road	Gatwick		West Sussex		RH6 OPA	UK	9/14/2012	\$393,572.35
Cheung Lo Fat	38C1	Lam Hau Ysuen					Hong Kong	7/13/2012	\$4,758.73
Cheung Lo Fat	38C1	Lam Hau Ysuen					Hong Kong	7/31/2012	\$4,593.73
Cheung Lo Fat	38C1	Lam Hau Ysuen					Hong Kong	8/15/2012	\$4,788.23
Cheung Lo Fat	38C1	Lam Hau Ysuen					Hong Kong	8/31/2012	\$4,593.73
Cheung Lo Fat	38C1	Lam Hau Ysuen					Hong Kong	9/14/2012	\$4,810.30
Christian Morales	#0912 McArthur Highway Goldenland Subdivision Mabiga	Mabalacat		Pampanga		2010	Philippines	7/13/2012	\$2,000.00
Christian Morales	#0912 McArthur Highway Goldenland Subdivision Mabiga	Mabalacat		Pampanga		2010	Philippines	7/31/2012	\$1,750.00
Christian Morales	#0912 McArthur Highway Goldenland Subdivision Mabiga	Mabalacat		Pampanga		2010	Philippines	8/15/2012	\$1,750.00
Christian Morales	#0912 McArthur Highway Goldenland Subdivision Mabiga	Mabalacat		Pampanga		2010	Philippines	8/31/2012	\$1,750.00
Christian Morales	#0912 McArthur Highway Goldenland Subdivision Mabiga	Mabalacat		Pampanga		2010	Philippines	9/14/2012	\$2,590.00
Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent	c/o milbank,tweed,hadley & mcclloy,llp		1 chase plaza	New York	NY	10005		7/10/2012	\$151,666.67
Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent	c/o milbank,tweed,hadley & mcclloy,llp		1 chase plaza	New York	NY	10005		8/7/2012	\$151,666.67
City of Atlanta-Dept of Aviation	PO BOX 920500			ATLANTA	GA	30392-0500		9/14/2012	\$6,239.17
City of Atlanta-Dept of Aviation	PO BOX 920500			ATLANTA	GA	30392-0500		9/14/2012	\$17,782.45
City of Chicago	333 SOUTH STATE STREET, SUITE 420			CHICAGO	IL	60604-3976		8/16/2012	\$31,509.45
City of Chicago	333 SOUTH STATE STREET, SUITE 420			CHICAGO	IL	60604-3976		9/14/2012	\$45,013.50
City of Chicago	333 SOUTH STATE STREET, SUITE 420			CHICAGO	IL	60604-3976		9/21/2012	\$47,498.22
Civil Aeronautics Administration Taiwan	362 BING KIANG STREET	TAIPEI, TAIWAN 10597 ROC					TAIWAN	7/13/2012	\$18,339.36
Civil Aeronautics Administration Taiwan	362 BING KIANG STREET	TAIPEI, TAIWAN 10597 ROC					TAIWAN	8/24/2012	\$15,410.39
Civil Aeronautics Administration Taiwan	362 BING KIANG STREET	TAIPEI, TAIWAN 10597 ROC					TAIWAN	9/12/2012	\$15,364.06
Civil Aeronautics Administration Taiwan	362 BING KIANG STREET	TAIPEI, TAIWAN 10597 ROC					TAIWAN	9/26/2012	\$11,025.73

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Civil Aviation Authority of Pakistan	19 Liaquat Barracks			Karachi	75530		Pakistan	8/10/2012	\$5,573.77
Civil Aviation Authority of Pakistan	19 Liaquat Barracks			Karachi	75530		Pakistan	9/6/2012	\$11,364.31
Civil Aviation Regulatory Commission Jordan	jordan po box 7547	code 1110					Jordan	7/27/2012	\$21,199.00
CLW Real Estate Service Group	4301 ANCHOR PLAZA PARKWAY, STE 400			TAMPA	FL	33634		7/31/2012	\$7,025.00
ColumbusJack-Regent	2222 S. THIRD STREET			COLUMBUS	OH	43207		7/13/2012	\$15,300.00
Commercial Aircraft Services Inc	372 S. EAGLE RD SUITE 384			EAGLE	ID	83616		7/18/2012	\$420,000.00
Continental Airlines Inc.	O/S SALES & SERV	PO BOX 0201970	DEPT. 08-1020-99748351	HOUSTON	TX	77216-1970		7/5/2012	\$3,483.60
Continental Airlines Inc.	O/S SALES & SERV	PO BOX 0201970	DEPT. 08-1020-99748351	HOUSTON	TX	77216-1970		8/2/2012	\$3,445.00
Continental Airlines Inc.	O/S SALES & SERV	PO BOX 0201970	DEPT. 08-1020-99748351	HOUSTON	TX	77216-1970		8/15/2012	\$3,445.00
Corporate Air Parts Inc	7641 DENSMORE AVE			VAN NUYS	CA	91406		8/8/2012	\$13,778.00
Corporate Air Parts Inc	7641 DENSMORE AVE			VAN NUYS	CA	91406		9/18/2012	\$2,224.00
Danbee Aerospace	200 N. RALEIGH STREET			GREENSBORO	NC	27401		8/1/2012	\$12,318.40
Daugherty Fowler Peregrin Haught & Jenson	204 N. ROBINSON SUITE 900			OKLAHOMA CITY	OK	73102		7/12/2012	\$6,933.53
Daugherty Fowler Peregrin Haught & Jenson	204 N. ROBINSON SUITE 900			OKLAHOMA CITY	OK	73102		9/4/2012	\$700.00
David Blees DK Enterprises	131 OCEAN PARK DRIVE			ANCHORAGE	AK	99515		7/31/2012	\$6,525.00
David Blees DK Enterprises	131 OCEAN PARK DRIVE			ANCHORAGE	AK	99515		8/31/2012	\$6,525.00
Dean Lu's Consulting Services Co	ROOM 402, #35 BLDG.	LANE 280 NORTHERN ST. JIADING	JIADING	SHANGHAI				7/10/2012	\$25,650.03
Dean Lu's Consulting Services Co	ROOM 402, #35 BLDG.	LANE 280 NORTHERN ST. JIADING	JIADING	SHANGHAI				8/7/2012	\$24,424.36
Dean Lu's Consulting Services Co	ROOM 402, #35 BLDG.	LANE 280 NORTHERN ST. JIADING	JIADING	SHANGHAI				8/13/2012	\$5,283.00
Dean Lu's Consulting Services Co	ROOM 402, #35 BLDG.	LANE 280 NORTHERN ST. JIADING	JIADING	SHANGHAI				9/17/2012	\$48,215.06
Decho Onsomjit	50/1 M.4 Phahonyothin52 Yak44	Krongtanon	Saimai	Bangkok		10220	Thailand	7/31/2012	\$3,491.67
Decho Onsomjit	50/1 M.4 Phahonyothin52 Yak44	Krongtanon	Saimai	Bangkok		10220	Thailand	8/31/2012	\$3,551.67
DEFENSE LOGISTICS AGENCY – ENERGY	ATTN FAS-JAABC/CO	PO BOX 182317		COLUMBUS	OH	43218-2317		7/3/2012	\$5,444,967.86
DEFENSE LOGISTICS AGENCY – ENERGY	ATTN FAS-JAABC/CO	PO BOX 182317		COLUMBUS	OH	43218-2317		8/7/2012	\$5,704,381.64
DEFENSE LOGISTICS AGENCY – ENERGY	ATTN FAS-JAABC/CO	PO BOX 182317		COLUMBUS	OH	43218-2317		9/5/2012	\$3,613,840.42
DEFENSE LOGISTICS AGENCY – ENERGY	ATTN FAS-JAABC/CO	PO BOX 182317		COLUMBUS	OH	43218-2317		9/10/2012	\$22,672.62
Dell Financial Services	PAYMENT PROCESSING	PO BOX 5275		CAROL STREAM	IL	60197		7/2/2012	\$8,798.88
Delta Dental	PO BOX 5182			NEW YORK	NY	07188-6483		7/31/2012	\$34,746.00
Delta Dental	PO BOX 5182			NEW YORK	NY	07188-6483		9/6/2012	\$34,208.40
Dennis Y Cabilan	San Jose Vill. Extn. Tisa			Cebu City		6000	Philippines	7/13/2012	\$2,254.00
Dennis Y Cabilan	San Jose Vill. Extn. Tisa			Cebu City		6000	Philippines	7/31/2012	\$1,870.00
Dennis Y Cabilan	San Jose Vill. Extn. Tisa			Cebu City		6000	Philippines	8/15/2012	\$2,350.00
Dennis Y Cabilan	San Jose Vill. Extn. Tisa			Cebu City		6000	Philippines	8/31/2012	\$2,250.50
Dennis Y Cabilan	San Jose Vill. Extn. Tisa			Cebu City		6000	Philippines	9/14/2012	\$2,170.00
Department of Transportation State of Hawaii	A/R- HONOLULU INTL AIRPORT	400 RODGERS BOULEVARD SUITE 700	400 RODGERS BLVD SUITE 700	HONOLULU	HI	96819-1880		9/6/2012	\$50,085.72
DFS Deutsche	FLUGSICHERUNG POSTRACH 100551	D-63005 OFFENBACH AM MAIN					GERMANY	7/2/2012	\$6,158.51
DFS Deutsche	FLUGSICHERUNG POSTRACH 100551	D-63005 OFFENBACH AM MAIN					GERMANY	7/18/2012	\$52,897.01
DFS Deutsche	FLUGSICHERUNG POSTRACH 100551	D-63005 OFFENBACH AM MAIN					GERMANY	8/9/2012	\$106,532.38
DFS Deutsche	FLUGSICHERUNG POSTRACH 100551	D-63005 OFFENBACH AM MAIN					GERMANY	9/12/2012	\$12,402.18
DFS Deutsche	FLUGSICHERUNG POSTRACH 100551	D-63005 OFFENBACH AM MAIN					GERMANY	9/18/2012	\$15,649.35
DFS Middle East FZE	Unit 401 4WA Building	Dafza Dubai, UAE						8/27/2012	\$7,410.31
DHL Express #772471970	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/2/2012	\$4,371.98
DHL Express #772471970	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/19/2012	\$1,862.41
DHL Express #772471970	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		8/1/2012	\$12,235.88
DHL Express #772471970	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		9/12/2012	\$16,650.71
DHL Express USA #845778269	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/2/2012	\$1,792.35
DHL Express USA #845778269	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/19/2012	\$806.17
DHL Express USA #845778269	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		8/1/2012	\$2,791.21
DHL Express USA #845778269	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		9/12/2012	\$2,121.16
DHL Express USA Inc. #966570317	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/2/2012	\$8,280.58
DHL Express USA Inc. #966570317	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/19/2012	\$3,201.89
DHL Express USA Inc. #966570317	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		8/1/2012	\$18,665.82
DHL Express USA Inc. #966570317	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		9/12/2012	\$8,505.63
DHL Express USA Inc. #966570317	16592 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		9/26/2012	\$16,379.09
DHL Global Forwarding	14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		7/2/2012	\$16,713.45
DHL Global Forwarding	14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		7/19/2012	\$22,767.61
DHL Global Forwarding	14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		8/1/2012	\$23,424.49
DHL Global Forwarding	14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		8/10/2012	\$22,767.43
DHL Global Forwarding	14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		8/22/2012	\$62,242.50
DHL Global Forwarding	14076 COLLECTIONS CENTER DRIVE	14076 COLLECTIONS CENTER DR		CHICAGO	IL	60693		9/12/2012	\$72,245.17
DHL Hub Leipzig GMBH #44003021	POSTFACH 1111, 04431			SCHKEDITZ				8/29/2012	\$122,142.55
DHL Hub Leipzig GMBH #44003021	POSTFACH 1111, 04431			SCHKEDITZ				8/30/2012	\$114,058.33
DHL Hub Leipzig GMBH #44003021	POSTFACH 1111, 04431			SCHKEDITZ				8/31/2012	\$117,132.01
DHL Hub Leipzig GMBH #44003021	POSTFACH 1111, 04431			SCHKEDITZ				9/12/2012	\$113,798.39
Dillon Realty Ltd	3/F NO 7 Wo On Lane, Central Hong Kong							8/1/2012	\$6,747.86
Dillon Realty Ltd	3/F NO 7 Wo On Lane, Central Hong Kong							9/20/2012	\$4,924.66
Diversified Aero Service	11920 SW 128TH ST.			MIAMI	FL	33186		8/30/2012	\$10,500.00
Douglas Brooks Advanced Welding Tech LLC	333-4TH STREET			NORTH LINDENHURST	NY	11757		7/31/2012	\$750.00
Douglas Brooks Advanced Welding Tech LLC	333-4TH STREET			NORTH LINDENHURST	NY	11757		8/15/2012	\$3,750.00
Douglas Brooks Advanced Welding Tech LLC	333-4TH STREET			NORTH LINDENHURST	NY	11757		8/31/2012	\$5,925.00
Douglas Brooks Advanced Welding Tech LLC	333-4TH STREET			NORTH LINDENHURST	NY	11757		9/14/2012	\$3,075.00

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment Date	Amount Paid
DSSN 3801 LI-CRAF	DSSN 3801 LI-CRAF	DISB.OPS DIR,ATTN 3801 LIMESTONE FIELD SITE	P O BOX 269339	INDIANAPOLIS	IN	46226		9/20/2012	\$741,880.85
DSSN 3801 LI-CRAF	DSSN 3801 LI-CRAF	DISB.OPS DIR,ATTN 3801 LIMESTONE FIELD SITE	P O BOX 269339	INDIANAPOLIS	IN	46226		9/20/2012	\$741,880.85
E F Consulting	125-178 ST.			SUNNY ISLES BEACH	FL	33160		8/10/2012	\$7,144.00
East Kern Airport	1434 FLIGHTLINE			MOJAVE	CA	93501		7/5/2012	\$7,584.85
East Kern Airport	1434 FLIGHTLINE			MOJAVE	CA	93501		8/2/2012	\$7,584.85
Eaton Aerospace LLC	5353 HIGHLAND DRIVE			JACKSON	MS	39206		8/8/2012	\$7,312.00
Edgardo Dumlaio	B2-L9 Washington Street	Timog Park Homen		Angeles City			Philippines	7/13/2012	\$2,000.00
Edgardo Dumlaio	B2-L9 Washington Street	Timog Park Homen		Angeles City			Philippines	7/31/2012	\$2,050.00
Edgardo Dumlaio	B2-L9 Washington Street	Timog Park Homen		Angeles City			Philippines	8/15/2012	\$3,500.00
Edgardo Dumlaio	B2-L9 Washington Street	Timog Park Homen		Angeles City			Philippines	8/31/2012	\$2,090.00
Edgardo Dumlaio	B2-L9 Washington Street	Timog Park Homen		Angeles City			Philippines	9/14/2012	\$2,036.00
E-Freight Int'l (LLC)	Po box 3667 Dubai	1118 zG Schiphol Airport					UAE	7/13/2012	\$312.54
E-Freight Int'l (LLC)	Po box 3667 Dubai	1118 zG Schiphol Airport					UAE	9/12/2012	\$1,307.44
E-Freight Int'l (LLC)	Po box 3667 Dubai	1118 zG Schiphol Airport					UAE	9/12/2012	\$5,355.00
Efren C. Juico	070 San Vincente Sto.Tomas			Pampanga		2020	Philippines	7/13/2012	\$2,014.75
Efren C. Juico	070 San Vincente Sto.Tomas			Pampanga		2020	Philippines	7/31/2012	\$1,750.00
Efren C. Juico	070 San Vincente Sto.Tomas			Pampanga		2020	Philippines	8/15/2012	\$2,003.40
Efren C. Juico	070 San Vincente Sto.Tomas			Pampanga		2020	Philippines	8/31/2012	\$1,954.75
Efren C. Juico	070 San Vincente Sto.Tomas			Pampanga		2020	Philippines	9/14/2012	\$2,184.99
Ellipsis Advisors LLC	7607 ALPINE LANE			PARKLAND	FL	33067		8/24/2012	\$4,235.42
Ellipsis Advisors LLC	7607 ALPINE LANE			PARKLAND	FL	33067		8/28/2012	\$5,444.10
Employment Contractor Services	1 KATTELVILLE ROAD SUITE 4			BINGHAMTON	NY	13901		7/2/2012	\$4,168.92
Employment Contractor Services	1 KATTELVILLE ROAD SUITE 4			BINGHAMTON	NY	13901		7/13/2012	\$6,566.05
Employment Contractor Services	1 KATTELVILLE ROAD SUITE 4			BINGHAMTON	NY	13901		7/19/2012	\$2,123.54
Employment Contractor Services	1 KATTELVILLE ROAD SUITE 4			BINGHAMTON	NY	13901		8/1/2012	\$4,208.00
Employment Contractor Services	1 KATTELVILLE ROAD SUITE 4			BINGHAMTON	NY	13901		8/10/2012	\$3,830.20
EncompassAir Ltd.	Kuwait International Airport						Kuwait	7/2/2012	\$18,300.00
EncompassAir Ltd.	Kuwait International Airport						Kuwait	7/20/2012	\$16,900.00
EncompassAir Ltd.	Kuwait International Airport						Kuwait	9/26/2012	\$18,200.00
ESA P Portfolio LLC	PO BOX 49289			CHARLOTTE	NC	28277-0076		7/6/2012	\$102,913.73
ESA P Portfolio LLC	PO BOX 49289			CHARLOTTE	NC	28277-0076		7/17/2012	\$17,555.28
ESA P Portfolio LLC	PO BOX 49289			CHARLOTTE	NC	28277-0076		8/21/2012	\$42,880.12
Esposito Design Associates Inc	2510 BEDFORD STREET			STAMFORD	CT	06905		7/10/2012	\$1,424.12
Esposito Design Associates Inc	2510 BEDFORD STREET			STAMFORD	CT	06905		8/10/2012	\$5,409.88
Ethiopian Airline	Rue St. Exupery	22 Cargo Nord	Liege Airport	Grace-Hologne			Belgium	7/12/2012	\$78,670.91
Ethiopian Airline	Rue St. Exupery	22 Cargo Nord	Liege Airport	Grace-Hologne			Belgium	7/20/2012	\$47,376.82
Ethiopian Airline	Rue St. Exupery	22 Cargo Nord	Liege Airport	Grace-Hologne			Belgium	8/1/2012	\$686.08
Ethiopian Airline	Rue St. Exupery	22 Cargo Nord	Liege Airport	Grace-Hologne			Belgium	8/10/2012	\$24,236.12
Euro Jet Intercontinental Limited	12 Mount havelock			Douglas Isle of Man		IM1 2QG	UK	7/13/2012	\$13,964.50
Euro Jet Intercontinental Limited	12 Mount havelock			Douglas Isle of Man		IM1 2QG	UK	7/20/2012	\$160,537.57
Euro Jet Intercontinental Limited	12 Mount havelock			Douglas Isle of Man		IM1 2QG	UK	9/18/2012	\$74,658.73
Eurocontrol	RUE DE LA FUSEE 96	B-1130 BRUSSELS		BRUSSELS			BELGIUM	7/19/2012	\$669,733.37
Eurocontrol	RUE DE LA FUSEE 96	B-1130 BRUSSELS		BRUSSELS			BELGIUM	8/20/2012	\$627,844.16
Eurocontrol	RUE DE LA FUSEE 96	B-1130 BRUSSELS		BRUSSELS			BELGIUM	9/13/2012	\$671,492.72
EVO JET SERVICES	148 CONNAUGHT RD, SUITE 18B							8/17/2012	\$100,313.74
Executive Air International Services	5026 JINNAH TERMINAL COMPLEX	JINNAH INTERNATIONAL AIRPORT		KARACHI		75200	PAKISTAN	7/10/2012	\$49,504.63
Executive Air International Services	5026 JINNAH TERMINAL COMPLEX	JINNAH INTERNATIONAL AIRPORT		KARACHI		75200	PAKISTAN	8/10/2012	\$39,243.82
Executive Air International Services	5026 JINNAH TERMINAL COMPLEX	JINNAH INTERNATIONAL AIRPORT		KARACHI		75200	PAKISTAN	9/14/2012	\$46,805.40
Executive Air International Services	5026 JINNAH TERMINAL COMPLEX	JINNAH INTERNATIONAL AIRPORT		KARACHI		75200	PAKISTAN	9/18/2012	\$17,162.77
Executive Air International Services	5026 JINNAH TERMINAL COMPLEX	JINNAH INTERNATIONAL AIRPORT		KARACHI		75200	PAKISTAN	9/21/2012	\$34,761.08
F & E Aircraft Maintenance	PO BOX 660707			MIAMI SPRINGS	FL	33266		7/12/2012	\$123,560.13
F & E Aircraft Maintenance	PO BOX 660707			MIAMI SPRINGS	FL	33266		8/10/2012	\$27,841.17
Fasco Ground Service Agency	6F 99 HAI TIAN SAN RD,	PUDONG INTL AIRPORT		SHANGHAI		201202	CHINA	7/31/2012	\$13,972.00
Fasco Ground Service Agency	6F 99 HAI TIAN SAN RD,	PUDONG INTL AIRPORT		SHANGHAI		201202	CHINA	8/3/2012	\$21,688.00
Fast Forward Freight b.v. Amsterdam	amsterdam schiphol	wakweg 1	1118 ec schiphol				The Netherlands	8/1/2012	\$301.87
Fast Forward Freight b.v. Amsterdam	amsterdam schiphol	wakweg 1	1118 ec schiphol				The Netherlands	8/1/2012	\$11,945.25
Fast Forward Freight b.v. Amsterdam	amsterdam schiphol	wakweg 1	1118 ec schiphol				The Netherlands	8/10/2012	\$39,241.06
Fast Forward Freight b.v. Amsterdam	amsterdam schiphol	wakweg 1	1118 ec schiphol				The Netherlands	8/31/2012	\$12,300.00
Fast Forward Freight b.v. Amsterdam	amsterdam schiphol	wakweg 1	1118 ec schiphol				The Netherlands	9/13/2012	\$13,977.75
Fast Forward Freight b.v. Amsterdam	amsterdam schiphol	wakweg 1	1118 ec schiphol				The Netherlands	9/26/2012	\$17,967.17
Fast Forward Freight BVBA (Brussels)	BRUCARGO BLDG 721-1ST FLOOR	B-1931 BRUSSELS INTERNATIONAL AIRPORT		BRUSSELS			BELGIUM	8/1/2012	\$16,503.26
Fast Forward Freight BVBA (Brussels)	BRUCARGO BLDG 721-1ST FLOOR	B-1931 BRUSSELS INTERNATIONAL AIRPORT		BRUSSELS			BELGIUM	8/10/2012	\$4,636.05
Fast Forward Freight BVBA (Brussels)	BRUCARGO BLDG 721-1ST FLOOR	B-1931 BRUSSELS INTERNATIONAL AIRPORT		BRUSSELS			BELGIUM	8/31/2012	\$12,734.46
Fast Forward Freight BVBA (Brussels)	BRUCARGO BLDG 721-1ST FLOOR	B-1931 BRUSSELS INTERNATIONAL AIRPORT		BRUSSELS			BELGIUM	9/13/2012	\$15,238.45
Fast Forward Freight GmbH	CARGO CITY SUD, GEB. 556 D			60549 FRANKFURT			GERMANY	8/1/2012	\$29,173.40
Fast Forward Freight GmbH	CARGO CITY SUD, GEB. 556 D			60549 FRANKFURT			GERMANY	8/10/2012	\$4,445.73

In re: Southern Air Inc.
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Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Fast Forward Freight GmbH	CARGO CITY SUD, GEB. 556 D			60549 FRANKFURT			GERMANY	9/13/2012	\$11,893.97
Fast Forward Freight GmbH	CARGO CITY SUD, GEB. 556 D			60549 FRANKFURT			GERMANY	9/26/2012	\$15,591.48
Federal State Unitary Enterprise	BLOCK 7	STATE AIR TRAFFIC MGMT CORP OF RUSSIAN 37	LENINGRADPROSPECT 125993	MOSCOW			RUSSIA	7/20/2012	\$16,159.00
Federal State Unitary Enterprise	BLOCK 7	STATE AIR TRAFFIC MGMT CORP OF RUSSIAN 37	LENINGRADPROSPECT 125993	MOSCOW			RUSSIA	8/22/2012	\$16,407.60
Federal State Unitary Enterprise	BLOCK 7	STATE AIR TRAFFIC MGMT CORP OF RUSSIAN 37	LENINGRADPROSPECT 125993	MOSCOW			RUSSIA	9/12/2012	\$24,984.30
FedEx #2557-3921-2	PO BOX 371461			PITTSBURGH	PA	15250-7461		7/19/2012	\$10,161.33
FedEx #2557-3921-2	PO BOX 371461			PITTSBURGH	PA	15250-7461		8/1/2012	\$9,933.11
FedEx #2557-3921-2	PO BOX 371461			PITTSBURGH	PA	15250-7461		8/10/2012	\$5,213.20
First Class Air Support Inc	3924 BARDSTOWN ROAD			LOUISVILLE	KY	40218		7/13/2012	\$4,300.00
First Class Air Support Inc	3924 BARDSTOWN ROAD			LOUISVILLE	KY	40218		9/4/2012	\$5,500.00
Flite Components, LLC	1235 PROFIT DRIVE			DALLAS	TX	75247		7/2/2012	\$15,000.00
Flite Components, LLC	1235 PROFIT DRIVE			DALLAS	TX	75247		7/19/2012	\$14,965.30
Flite Components, LLC	1235 PROFIT DRIVE			DALLAS	TX	75247		8/1/2012	\$21,000.00
Flughafen Frankfurt-Hahn GmbH	Wolfgang Pollety	Gebaude 667		Hahn-Flughafen	55483		Germany	7/13/2012	\$8,633.53
Fly Service LTD. Turkey	FLORYA,YAMAC SOKAK NO 2/1			34154 INSTANBUL			TURKEY	8/28/2012	\$24,844.44
Fly Service LTD. Turkey	FLORYA,YAMAC SOKAK NO 2/1			34154 INSTANBUL			TURKEY	9/21/2012	\$13,054.10
Forensic Risk Alliance LP	SUITE# 200	170 WESTMINSTER STREET		PROVIDENCE	RI	02903		7/3/2012	\$13,743.75
Frederick Soriano	Block 6 Lot 14 Antenovill Mangka			Marikina City		1108	Philippines	7/13/2012	\$2,360.00
Frederick Soriano	Block 6 Lot 14 Antenovill Mangka			Marikina City		1108	Philippines	7/31/2012	\$2,230.00
Frederick Soriano	Block 6 Lot 14 Antenovill Mangka			Marikina City		1108	Philippines	8/15/2012	\$1,990.00
Frederick Soriano	Block 6 Lot 14 Antenovill Mangka			Marikina City		1108	Philippines	8/31/2012	\$1,750.00
Frederick Soriano	Block 6 Lot 14 Antenovill Mangka			Marikina City		1108	Philippines	9/14/2012	\$1,750.00
FTI Consulting, Inc.	PO BOOX 418178			BOSTON	MA	02241-8178		9/20/2012	\$325,000.00
FTI Consulting, Inc.	PO BOOX 418178			BOSTON	MA	02241-8178		9/25/2012	\$175,000.00
G A Telesis CR Group SE LLC	1850 NW 49TH STREET			FORT LAUDERDALE	FL	33309		7/13/2012	\$25,800.00
G A Telesis CR Group SE LLC	1850 NW 49TH STREET			FORT LAUDERDALE	FL	33309		7/19/2012	\$7,800.00
G A Telesis CR Group SE LLC	1850 NW 49TH STREET			FORT LAUDERDALE	FL	33309		8/1/2012	\$7,499.19
G A Telesis CR Group SE LLC	1850 NW 49TH STREET			FORT LAUDERDALE	FL	33309		8/10/2012	\$14,700.00
Garofalo Goerlich Hainback PC	1200 NEW HAMPSHIRE	AVE NW, SUITE 800		WASHINGTON	DC	20036-6802		7/11/2012	\$18,815.51
Garofalo Goerlich Hainback PC	1200 NEW HAMPSHIRE	AVE NW, SUITE 800		WASHINGTON	DC	20036-6802		9/7/2012	\$12,013.16
Garofalo Goerlich Hainback PC	1200 NEW HAMPSHIRE	AVE NW, SUITE 800		WASHINGTON	DC	20036-6802		9/25/2012	\$6,292.00
Gate Gourmet, Inc	PO BOX 660367	MAIL CODE 5124		DALLAS	TX	75266-0367		8/10/2012	\$2,806.89
Gate Gourmet, Inc	PO BOX 660367	MAIL CODE 5124		DALLAS	TX	75266-0367		8/22/2012	\$5,988.39
Gate Gourmet, Inc	PO BOX 660367	MAIL CODE 5124		DALLAS	TX	75266-0367		9/26/2012	\$9,038.32
GE Engine Services Distribution LLC	PO BOX 640950			PITTSBURGH	PA	15264-0950		7/19/2012	\$8,502.00
GE Inspection Technologies LP	14348 COLLECTIONS CENTER			CHICAGO	IL	60693		7/2/2012	\$16,100.00
General Civil Aviation Authority	GENERAL CIVIL AVIATION AUTHORITY						GHANA	7/27/2012	\$18,845.00
General Civil Aviation Authority	GENERAL CIVIL AVIATION AUTHORITY						GHANA	8/10/2012	\$2,690.00
Genesis Aviation, Inc.	PO BOX 19002			GREENSBORO	NC	27419		7/19/2012	\$45,863.10
Genesis Aviation, Inc.	PO BOX 19002			GREENSBORO	NC	27419		8/10/2012	\$14,000.00
George Lee	RM 1704 No 10 Lane 1329 YanAn Road(W)			Shanghai		200050	China	7/10/2012	\$2,314.03
George Lee	RM 1704 No 10 Lane 1329 YanAn Road(W)			Shanghai		200050	China	8/7/2012	\$2,344.55
George Lee	RM 1704 No 10 Lane 1329 YanAn Road(W)			Shanghai		200050	China	9/17/2012	\$2,351.50
George S. Hoenig LLC	28 WILTON HUNT			WILTON	CT	06897		7/10/2012	\$5,875.00
George S. Hoenig LLC	28 WILTON HUNT			WILTON	CT	06897		9/7/2012	\$5,250.00
Global Aviation Resources	5058 GRAND RIDGE DRIVE			WEST DES MOINES	IA	50265		7/2/2012	\$18,000.00
Global Aviation Resources	5058 GRAND RIDGE DRIVE			WEST DES MOINES	IA	50265		7/13/2012	\$11,000.00
Global Aviation Resources	5058 GRAND RIDGE DRIVE			WEST DES MOINES	IA	50265		8/1/2012	\$16,000.00
Global Parts Support	2799 SW 32ND AVENUE			HOLLYWOOD	FL	33023		7/13/2012	\$14,650.00
Global Parts Support	2799 SW 32ND AVENUE			HOLLYWOOD	FL	33023		8/1/2012	\$14,930.00
Goodrich Aerospace UK LTD.	INTERCHANGE 3 ,FROBISHER WAY	HATFIELD BUS. PARK HATFIELD AL10 9TG		HATFIELD AL109ZX				9/10/2012	\$36,082.46
Goodrich Aerospace UK LTD.	INTERCHANGE 3 ,FROBISHER WAY	HATFIELD BUS. PARK HATFIELD AL10 9TG		HATFIELD AL109ZX				9/24/2012	\$29,334.76
Goodrich Asia-Pacific Ltd.	PO box 840576			Dallas	TX	75284-0576		7/10/2012	\$2,477.46
Goodrich Asia-Pacific Ltd.	PO box 840576			Dallas	TX	75284-0576		9/10/2012	\$8,048.75
Goodrich Corporation	PO BOX 842490			DALLAS	TX	75284-2490		7/10/2012	\$7,635.00
Goodrich Interiors Cargo Systems	PO BOX 844239			DALLAS	TX	75284-4239		7/9/2012	\$25,000.00
Goodrich Interiors Cargo Systems	PO BOX 844239			DALLAS	TX	75284-4239		9/25/2012	\$65,043.20
Goodrich Wheel & Brake Services	PO BOX 840576			DALLAS	TX	75284-0576		7/10/2012	\$28,926.55
Goodrich Wheel & Brake Services	PO BOX 840576			DALLAS	TX	75284-0576		7/17/2012	\$28,926.55
Goodrich Wheel & Brake Services	PO BOX 840576			DALLAS	TX	75284-0576		8/10/2012	\$28,926.55
Goodrich Wheel & Brake Services	PO BOX 840576			DALLAS	TX	75284-0576		8/22/2012	\$23,377.25
Goodrich Wheel & Brake Services	PO BOX 840576			DALLAS	TX	75284-0576		9/10/2012	\$49,325.93
Goodyear Nederland BV Aviation Tires	LEDEBOERSTRAAT 21			NL-5048 AC TILBURG				7/10/2012	\$12,190.00
Goodyear Nederland BV Aviation Tires	LEDEBOERSTRAAT 21			NL-5048 AC TILBURG				9/12/2012	\$73,293.50
Goodyear Nederland BV Aviation Tires	LEDEBOERSTRAAT 21			NL-5048 AC TILBURG				9/25/2012	\$3,338.60
Goodyear Tire & Rubber Company	PO BOX 277349			ATLANTA	GA	30384-7349		7/10/2012	\$21,956.00
Goodyear Tire & Rubber Company	PO BOX 277349			ATLANTA	GA	30384-7349		7/17/2012	\$10,344.50

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Goodyear Tire & Rubber Company	PO BOX 277349			ATLANTA	GA	30384-7349		9/4/2012	\$39,769.25
Goodyear Tire & Rubber Company	PO BOX 277349			ATLANTA	GA	30384-7349		9/25/2012	\$12,921.75
GSA Logistics Inc.	GSA LOGISTICS INC	8729 AVIATION BLVD		INGLEWOOD	CA	90301		7/24/2012	\$35,983.75
GSA Logistics Inc.	GSA LOGISTICS INC	8729 AVIATION BLVD		INGLEWOOD	CA	90301		7/25/2012	\$6,737.87
GSA Logistics Inc.	GSA LOGISTICS INC	8729 AVIATION BLVD		INGLEWOOD	CA	90301		8/23/2012	\$2,400.29
GSA Logistics Inc.	GSA LOGISTICS INC	8729 AVIATION BLVD		INGLEWOOD	CA	90301		8/23/2012	\$29,535.00
GSA Logistics Inc.	GSA LOGISTICS INC	8729 AVIATION BLVD		INGLEWOOD	CA	90301		9/26/2012	\$31,211.25
Guam Flight Services Inc.	PO BOX 6738			TAMUNING	GU	96931		7/2/2012	\$13,437.48
Guam Flight Services Inc.	PO BOX 6738			TAMUNING	GU	96931		7/13/2012	\$3,312.43
Guam Flight Services Inc.	PO BOX 6738			TAMUNING	GU	96931		7/20/2012	\$9,574.65
Guam Flight Services Inc.	PO BOX 6738			TAMUNING	GU	96931		8/24/2012	\$1,730.81
Guam Flight Services Inc.	PO BOX 6738			TAMUNING	GU	96931		9/14/2012	\$18,624.04
Hacor Inc.	8506 OSAGE AVENUE			LOS ANGELES	CA	90045		8/22/2012	\$13,839.16
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		7/25/2012	\$5,045.37
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		7/30/2012	\$1,610.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		7/31/2012	\$1,570.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		8/3/2012	\$19,403.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		8/3/2012	\$37,435.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		8/7/2012	\$38,806.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		8/13/2012	\$10,054.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		8/15/2012	\$38,806.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		9/17/2012	\$1,490.00
Hamilton Sundstrand Corp	4747 HARRISON AVE	PO BOX 7002 ROCKFORD		ROCKFORD	IL	61125		9/17/2012	\$2,286.00
Heung Won Lee								7/13/2012	\$6,046.55
Heung Won Lee								8/15/2012	\$6,036.00
Heung Won Lee								9/14/2012	\$6,025.63
Honeywell ASCa Inc.	3333 UNITY DRIVE							7/30/2012	\$4,971.00
Honeywell ASCa Inc.	3333 UNITY DRIVE							8/13/2012	\$1,000.00
Honeywell International Inc.	P O BOX 13820			NEWARK	NJ	07188-0820		7/10/2012	\$18,976.00
Honeywell International Inc.	P O BOX 13820			NEWARK	NJ	07188-0820		7/11/2012	\$4,403.80
Honeywell International Inc.	P O BOX 13820			NEWARK	NJ	07188-0820		8/3/2012	\$1,000.00
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	7/2/2012	\$100.00
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	7/2/2012	\$11,918.79
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	7/20/2012	\$153.41
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	8/10/2012	\$636.86
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	8/23/2012	\$81,940.59
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	9/14/2012	\$1,510.00
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	9/14/2012	\$26,382.07
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	9/25/2012	\$960.00
Hong Kong Aircraft Engineering Co.	TSEUNG KWAN O INDUSTRIAL ESTATE	80 CHUN CHOI STREETE		TSEUNG KWAN O NEW TERR			HONG KONG	9/25/2012	\$146,861.59
Hong Kong Charter Services LTD	11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT		ACCOUNTING SERVICES			LANTAU	7/10/2012	\$340,832.00
Hong Kong Charter Services LTD	11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT		ACCOUNTING SERVICES			LANTAU	7/30/2012	\$20,036.00
Hong Kong Charter Services LTD	11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT		ACCOUNTING SERVICES			LANTAU	8/16/2012	\$108,274.00
Hong Kong Charter Services LTD	11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT		ACCOUNTING SERVICES			LANTAU	8/30/2012	\$253,789.00
Hong Kong Charter Services LTD	11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT		ACCOUNTING SERVICES			LANTAU	9/11/2012	\$124,784.00
Hong Kong Charter Services LTD	11 CATERING ROAD EAST	H.K INTERNATIONAL AIRPORT		ACCOUNTING SERVICES			LANTAU	9/21/2012	\$131,784.00
Hong Kong International Airport	1 SKY PLAZA ROAD HONG KONG INTL AIRPORT			LANTAU			HONG KONG	8/2/2012	\$239,832.22
Hong Kong International Airport	1 SKY PLAZA ROAD HONG KONG INTL AIRPORT			LANTAU			HONG KONG	9/4/2012	\$172,559.02
Hong Kong International Airport	1 SKY PLAZA ROAD HONG KONG INTL AIRPORT			LANTAU			HONG KONG	9/21/2012	\$124,332.08
Houston Airport System	CITY OF HOUSTON DEPT OF AVIATION	PO BOX 60106 ATTN FINANCE		HOUSTON	TX	77205-0106		8/30/2012	\$18,843.92
Houston Airport System	CITY OF HOUSTON DEPT OF AVIATION	PO BOX 60106 ATTN FINANCE		HOUSTON	TX	77205-0106		9/17/2012	\$3,488.94
Impact Personnel, Inc.	40 RICHARDS AVENUE			NORWALK	CT	06854		7/2/2012	\$2,331.19
Impact Personnel, Inc.	40 RICHARDS AVENUE			NORWALK	CT	06854		7/13/2012	\$10,145.46
Impact Personnel, Inc.	40 RICHARDS AVENUE			NORWALK	CT	06854		7/19/2012	\$15,679.17
Impact Personnel, Inc.	40 RICHARDS AVENUE			NORWALK	CT	06854		8/1/2012	\$3,122.43
Impact Personnel, Inc.	40 RICHARDS AVENUE			NORWALK	CT	06854		8/10/2012	\$3,780.74
Inertial Aerospace Services Inc.	375 ALPHA PARK			HIGHLAND HEIGHTS	OH	44143		7/19/2012	\$22,125.00
Inertial Aerospace Services Inc.	375 ALPHA PARK			HIGHLAND HEIGHTS	OH	44143		8/10/2012	\$9,250.00
Instituto Nacional de Aeronautica Civil- Venezuela	Jose Felix Sosa Con Av.	Luis Roche, URB Altamira Sur, Torre Britanica De Seguros	Caracas Dtto	Capital Zona Postal		1060	Venezuela	7/2/2012	\$5,070.35
Instituto Nacional de Aeronautica Civil- Venezuela	Jose Felix Sosa Con Av.	Luis Roche, URB Altamira Sur, Torre Britanica De Seguros	Caracas Dtto	Capital Zona Postal		1060	Venezuela	8/10/2012	\$18,253.00
Integrated Airline Services Inc.	PO BOX 17594			DENVER	CO	80217		8/20/2012	\$11,900.00
Integrated Airline Services Inc.	PO BOX 17594			DENVER	CO	80217		9/14/2012	\$3,500.00
International Air Cargo Association	PO BOX 661510			MIAMI	FL	33266-1510		7/2/2012	\$6,160.00
International Air Transport Association	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215	GENEV			7/10/2012	\$64,034.81
International Air Transport Association	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215	GENEV			8/16/2012	\$235,317.88

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment Date	Amount Paid
International Air Transport Association	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215	GENEV A			8/30/2012	\$171,506.87
International Air Transport Association	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215	GENEV A			9/12/2012	\$69,203.78
International Air Transport Association	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215	GENEV A			9/18/2012	\$106,546.20
International Air Transport Association	IATA CENTRE	ROUTE DE LAEROPORT 33	P.O. BOX 416	CH-1215	GENEV A			9/21/2012	\$136,809.81
International Airport Services Inc.	PO BOX 66360			CHICAGO	IL	60666		7/13/2012	\$3,775.00
International Airport Services Inc.	PO BOX 66360			CHICAGO	IL	60666		8/15/2012	\$3,400.00
International Airport Services Inc.	PO BOX 66360			CHICAGO	IL	60666		9/14/2012	\$2,025.00
Intertrade	4700 NORTH RIVER BLVD. NE			CEDAR RAPIDS	IA	52411		7/26/2012	\$22,000.00
Intertrade	4700 NORTH RIVER BLVD. NE			CEDAR RAPIDS	IA	52411		9/11/2012	\$10,500.00
ITS Infinity Trading	450 E. ELLIOT			CHANDLER	AZ	85225		7/13/2012	\$300.00
ITS Infinity Trading	450 E. ELLIOT			CHANDLER	AZ	85225		8/23/2012	\$200.00
ITS Infinity Trading	450 E. ELLIOT			CHANDLER	AZ	85225		9/7/2012	\$6,400.00
Izham Ismail	NO J-G-01, MEGAH VILLA	KOTA WARISAN	64000 SEPANG	SELANGOR DARUL EHSAN			MALAYSIA	7/13/2012	\$3,988.00
Izham Ismail	NO J-G-01, MEGAH VILLA	KOTA WARISAN	64000 SEPANG	SELANGOR DARUL EHSAN			MALAYSIA	8/15/2012	\$3,000.00
Jae Hong Park								7/13/2012	\$5,026.00
Jae Hong Park								8/15/2012	\$6,897.83
Jae Hong Park								9/14/2012	\$6,125.00
Jamaica Civil Aviation Authority		4 Winchester Road		Kingston			Jamaica	7/20/2012	\$6,240.00
Jan Pro Cleaning of Southern CT	94 EAST AVENUE			NORWALK	CT	06851		7/2/2012	\$3,946.65
Jan Pro Cleaning of Southern CT	94 EAST AVENUE			NORWALK	CT	06851		8/1/2012	\$4,106.18
Japan Civil Aviation Bureau	2-1-3 KASUMIGASEKI			CHIYODA-KU TOKYO		100-8918	JAPAN	8/3/2012	\$79,141.60
Japan Civil Aviation Bureau	2-1-3 KASUMIGASEKI			CHIYODA-KU TOKYO		100-8918	JAPAN	8/22/2012	\$100,280.41
Japan Civil Aviation Bureau	2-1-3 KASUMIGASEKI			CHIYODA-KU TOKYO		100-8918	JAPAN	9/21/2012	\$92,655.68
Java Express	PO BOX 4095			MONROE	CT	06468		7/13/2012	\$2,630.60
Java Express	PO BOX 4095			MONROE	CT	06468		7/19/2012	\$1,209.65
Java Express	PO BOX 4095			MONROE	CT	06468		8/1/2012	\$2,462.41
Java Express	PO BOX 4095			MONROE	CT	06468		8/10/2012	\$3,065.89
Java Express	PO BOX 4095			MONROE	CT	06468		9/6/2012	\$6,646.14
Jeppesen DataPlan	225 WEST SANTA CLARA STREET			SAN JOSE	CA	95113		8/1/2012	\$7,623.74
Jeppesen DataPlan	225 WEST SANTA CLARA STREET			SAN JOSE	CA	95113		9/18/2012	\$2,762.36
Jeppesen Sanderson Inc	PO BOX 840864			DALLAS	TX	75284		7/19/2012	\$70,194.61
Jeppesen Sanderson Inc	PO BOX 840864			DALLAS	TX	75284		8/24/2012	\$55,032.96
Jeppesen Sanderson Inc	PO BOX 840864			DALLAS	TX	75284		9/6/2012	\$58,020.11
Jeppesen Sanderson Inc	PO BOX 840864			DALLAS	TX	75284		9/18/2012	\$70,183.85
Jet-Away Aviation Services Inc	60 KEYLAND COURT			BOHEMIA	NY	11716		7/24/2012	\$705.00
Jet-Away Aviation Services Inc	60 KEYLAND COURT			BOHEMIA	NY	11716		8/27/2012	\$16,560.00
JLT Specialty Limited	One American Square			London			EC3N 2JL UK	8/21/2012	\$736,727.00
Joe Ferreira								7/31/2012	\$15,319.37
Joe Ferreira								8/31/2012	\$15,105.00
Joel Relloma	# 12 St. John Remerville Subdivision	Project 8		Quezon City		1106	Philippines	7/13/2012	\$2,180.00
Joel Relloma	# 12 St. John Remerville Subdivision	Project 8		Quezon City		1106	Philippines	7/31/2012	\$2,290.00
Joel Relloma	# 12 St. John Remerville Subdivision	Project 8		Quezon City		1106	Philippines	8/15/2012	\$2,110.00
Joel Relloma	# 12 St. John Remerville Subdivision	Project 8		Quezon City		1106	Philippines	8/31/2012	\$1,870.00
Joel Relloma	# 12 St. John Remerville Subdivision	Project 8		Quezon City		1106	Philippines	9/14/2012	\$1,750.00
Jong Seog Lee								7/13/2012	\$8,698.00
Jong Seog Lee								8/15/2012	\$9,622.00
Jong Seog Lee								9/14/2012	\$9,457.00
Jose Gomez	342 WEST 77TH ST			LOS ANGELES	CA	90003		7/13/2012	\$3,600.00
Jose Gomez	342 WEST 77TH ST			LOS ANGELES	CA	90003		8/10/2012	\$251.48
Jose Gomez	342 WEST 77TH ST			LOS ANGELES	CA	90003		8/15/2012	\$1,720.00
Jose Gomez	342 WEST 77TH ST			LOS ANGELES	CA	90003		9/14/2012	\$2,320.00
Joseph Maucri	35 RUTLEDGE STREET			BRENTWOOD	NY	11717		7/31/2012	\$1,170.00
Joseph Maucri	35 RUTLEDGE STREET			BRENTWOOD	NY	11717		8/15/2012	\$1,770.00
Joseph Maucri	35 RUTLEDGE STREET			BRENTWOOD	NY	11717		8/31/2012	\$2,130.00
Joseph Maucri	35 RUTLEDGE STREET			BRENTWOOD	NY	11717		9/14/2012	\$1,200.00
Joshua Sebastian	No 9 USJ 3/21 subang jaya			Selangor			Malaysia	7/13/2012	\$1,750.00
Joshua Sebastian	No 9 USJ 3/21 subang jaya			Selangor			Malaysia	7/31/2012	\$2,530.00
Joshua Sebastian	No 9 USJ 3/21 subang jaya			Selangor			Malaysia	8/15/2012	\$2,110.00
Joshua Sebastian	No 9 USJ 3/21 subang jaya			Selangor			Malaysia	8/31/2012	\$2,770.00
Joshua Sebastian	No 9 USJ 3/21 subang jaya			Selangor			Malaysia	9/14/2012	\$1,750.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		7/17/2012	\$500,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		7/30/2012	\$500,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		7/31/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/1/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/9/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/9/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/14/2012	\$150,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/15/2012	\$100,000.00

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/20/2012	\$250,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/22/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/23/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/27/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		8/31/2012	\$500,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/4/2012	\$576,882.66
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/7/2012	\$350,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/10/2012	\$100,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/14/2012	\$300,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/17/2012	\$617,808.25
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/17/2012	\$200,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/18/2012	\$100,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/19/2012	\$100,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/20/2012	\$150,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/24/2012	\$350,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/25/2012	\$100,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/25/2012	\$250,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/27/2012	\$400,000.00
JP Morgan Chase, N.A.	2 Corporate Drive			Shelton	CT	06484		9/27/2012	\$100,000.00
K & R INTERNATIONAL SERVICES, LLC	1020 EAST MICHIGAN AVE SUITE D			SALINE	MI	48176		7/2/2012	\$18,760.00
K & R INTERNATIONAL SERVICES, LLC	1020 EAST MICHIGAN AVE SUITE D			SALINE	MI	48176		7/13/2012	\$7,088.00
K & R INTERNATIONAL SERVICES, LLC	1020 EAST MICHIGAN AVE SUITE D			SALINE	MI	48176		8/22/2012	\$18,246.00
K & R INTERNATIONAL SERVICES, LLC	1020 EAST MICHIGAN AVE SUITE D			SALINE	MI	48176		9/6/2012	\$13,402.00
K & R INTERNATIONAL SERVICES, LLC	1020 EAST MICHIGAN AVE SUITE D			SALINE	MI	48176		9/14/2012	\$10,444.00
Kathryn A Schindelar	Kathryn Schindelar	PO Box 305		Stanhope	NJ	07874-0305		8/10/2012	\$25,000.00
Kekst And Company Inc.	CARE OF BANK OF NEW YORK	16655 COLLECTION CENTER DRIVE		CHICAGO	IL	60693		7/10/2012	\$1,998.83
Kekst And Company Inc.	CARE OF BANK OF NEW YORK	16655 COLLECTION CENTER DRIVE		CHICAGO	IL	60693		8/9/2012	\$90,000.00
Kemko Aerospace LLC	PO BOX 55604			SHERMAN OAKS	CA	91413		7/2/2012	\$771.08
Kemko Aerospace LLC	PO BOX 55604			SHERMAN OAKS	CA	91413		7/19/2012	\$5,168.84
Kemko Aerospace LLC	PO BOX 55604			SHERMAN OAKS	CA	91413		8/1/2012	\$7,414.67
Ken Ordish								7/31/2012	\$6,865.52
Kenton County Airport Board	P.O. BOX 752000			CINCINNATI	OH	45275-2000		7/13/2012	\$7,083.73
Kern County Treasurer Tax Collector	1115 TRUXTUN AVENUE 2ND FLOOR	COUNTY ADMINISTRATION BLDG.	JACKIE DENNEY	BAKERSFIELD	CA	93301		8/1/2012	\$6,252.00
Kimball Electronic Laboratory Inc	8081 WEST 21ST LANE			HIALEAH	FL	33016		7/13/2012	\$3,530.00
Kimball Electronic Laboratory Inc	8081 WEST 21ST LANE			HIALEAH	FL	33016		8/10/2012	\$7,525.00
KLM Engineering & Maintenance	AMSTERDAMSEWEG 55			AMSTELVEEN	GP	01182	THE NETHERLANDS	7/9/2012	\$200,000.00
KLM Engineering & Maintenance	AMSTERDAMSEWEG 55			AMSTELVEEN	GP	01182	THE NETHERLANDS	7/13/2012	\$200,000.00
KLM Engineering & Maintenance	AMSTERDAMSEWEG 55			AMSTELVEEN	GP	01182	THE NETHERLANDS	7/20/2012	\$200,000.00
KLM Engineering & Maintenance	AMSTERDAMSEWEG 55			AMSTELVEEN	GP	01182	THE NETHERLANDS	7/27/2012	\$200,000.00
KLM Engineering & Maintenance	AMSTERDAMSEWEG 55			AMSTELVEEN	GP	01182	THE NETHERLANDS	8/3/2012	\$200,000.00
KoIn Bonn Airport	Flughafeb Koin/Bonn GmbH	heinrich-steinmann-strabe		12-51147 Koin			Germany	8/7/2012	\$61,422.96
KPMG	DEPT 0511 PO BOX 120001			DALLAS	TX	75312-0511		7/6/2012	\$6,450.00
Kurtzman Carson Consultants, LLC	2335 ALASKA AVE			EL SEGUNDO	CA	90245		9/20/2012	\$25,000.00
Kurtzman Carson Consultants, LLC	2335 ALASKA AVE			EL SEGUNDO	CA	90245		9/24/2012	\$15,106.00
Leipzig-Halle Airport	Lieferanschrift	Terminairing 11	04435 Flughafen Leipzig/Halle	Leipzig			Germany	7/20/2012	\$11,790.53
Leipzig-Halle Airport	Lieferanschrift	Terminairing 11	04435 Flughafen Leipzig/Halle	Leipzig			Germany	8/10/2012	\$15,273.38
Leipzig-Halle Airport	Lieferanschrift	Terminairing 11	04435 Flughafen Leipzig/Halle	Leipzig			Germany	8/29/2012	\$24,117.42
Leipzig-Halle Airport	Lieferanschrift	Terminairing 11	04435 Flughafen Leipzig/Halle	Leipzig			Germany	9/18/2012	\$36,225.06
Lester Wakimoto	1280 EDGEWOOD WAY			SOUTH SAN FRANCISCO	CA	94080		7/13/2012	\$3,300.00
Lester Wakimoto	1280 EDGEWOOD WAY			SOUTH SAN FRANCISCO	CA	94080		8/15/2012	\$2,100.00
Lester Wakimoto	1280 EDGEWOOD WAY			SOUTH SAN FRANCISCO	CA	94080		9/14/2012	\$3,000.00
Liege Airport	LIEGE AIRPORT BATIMENT 44 B	4460 GRACE-HOLLOGNE					BELGIUM	7/10/2012	\$17,044.82
Liege Airport Business Park S.A.	B44-4460			Grace-Hollogne Belgium			Belgium	8/3/2012	\$10,676.79
Littler Mendelson PC	PO BOX 45547			SAN FRANCISCO	CA	94145		7/18/2012	\$33,083.87
Littler Mendelson PC	PO BOX 45547			SAN FRANCISCO	CA	94145		8/27/2012	\$50,000.00
Littler Mendelson PC	PO BOX 45547			SAN FRANCISCO	CA	94145		9/6/2012	\$227,480.07
Littler Mendelson PC	PO BOX 45547			SAN FRANCISCO	CA	94145		9/21/2012	\$18,067.39
Littler Mendelson PC	PO BOX 45547			SAN FRANCISCO	CA	94145		9/25/2012	\$82,268.10
Los Angeles World Airports Accounting Revenue Operations	PO BOX 54078			LOS ANGELES	CA	90054-0078		7/27/2012	\$20,071.80
Los Angeles World Airports Accounting Revenue Operations	PO BOX 54078			LOS ANGELES	CA	90054-0078		8/9/2012	\$110,205.90
Los Angeles World Airports Accounting Revenue Operations	PO BOX 54078			LOS ANGELES	CA	90054-0078		8/13/2012	\$20,071.80
Los Angeles World Airports Accounting Revenue Operations	PO BOX 54078			LOS ANGELES	CA	90054-0078		8/16/2012	\$78,718.50
Los Angeles World Airports Accounting Revenue Operations	PO BOX 54078			LOS ANGELES	CA	90054-0078		9/18/2012	\$68,877.90
LSG Sky Chefs USD	PO BOX 7247-6009			PHILADELPHIA	PA	19170-6009		7/13/2012	\$5,063.48
LSG Sky Chefs USD	PO BOX 7247-6009			PHILADELPHIA	PA	19170-6009		8/1/2012	\$1,907.78
LSG Sky Chefs USD	PO BOX 7247-6009			PHILADELPHIA	PA	19170-6009		9/14/2012	\$2,996.00
LSG/SKY Chefs Inc. EUR	FLUGHAFEN LEIPZIG-HALLE	P.O.B. 1136		LEIPZIG		D-04029		8/29/2012	\$30,815.77

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Lufthansa Systems	801 BRICKELL AVE			MIAMI	FL	33131		7/2/2012	\$5,700.00
Lufthansa Systems	801 BRICKELL AVE			MIAMI	FL	33131		8/10/2012	\$7,736.25
Lufthansa Technik AG	PO BOX 7247-0006739			PHILADELPHIA	PA	19170		9/20/2012	\$78,075.14
Lufthansa Technik Brussels N.V.	N.V. OUDE HAACHTSESTEENWEG	BLD 117D 1820		STEENOKKERZEEL-MELSBROEK			BELGIUM	7/2/2012	\$1,456.49
Lufthansa Technik Brussels N.V.	N.V. OUDE HAACHTSESTEENWEG	BLD 117D 1820		STEENOKKERZEEL-MELSBROEK			BELGIUM	8/10/2012	\$6,170.80
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/5/2012	\$8,500.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/11/2012	\$1,700.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/12/2012	\$12,000.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/17/2012	\$15,000.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/18/2012	\$11,500.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/20/2012	\$25,000.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		7/24/2012	\$3,000.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		8/10/2012	\$5,700.00
Mach 2 Corp	3000 S.W. 15TH STREET SUITE D			DEERFIELD BEACH	FL	33442		9/11/2012	\$45,200.00
Maciej Stus	Ul. Szarych Szeregow 26/12	45-286 Opole					Poland	7/31/2012	\$6,375.63
Maciej Stus	Ul. Szarych Szeregow 26/12	45-286 Opole					Poland	8/31/2012	\$6,659.22
Marana Aerospace Solutions	PINAL AIR PARK			MARANA	AZ	85653		7/16/2012	\$124,050.00
Marriott Leipzig Hotel	Leipzig marriott Hotel AM Hallischen Tor 1, 04109			Leipzig			Germany	7/30/2012	\$34,196.15
Matson Costa	525 HARRISON AVE			HARRISON	NJ	07029		9/7/2012	\$17,626.86
McClellan Jet Services LLC	3028 PEACEKEEPER WAY			MCCELLELLAN AFB	CA	95652		7/13/2012	\$12,500.38
McClellan Jet Services LLC	3028 PEACEKEEPER WAY			MCCELLELLAN AFB	CA	95652		8/24/2012	\$2,453.08
McClellan Jet Services LLC	3028 PEACEKEEPER WAY			MCCELLELLAN AFB	CA	95652		9/14/2012	\$9,973.92
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		7/2/2012	\$9,959.73
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		7/13/2012	\$22,608.64
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		7/19/2012	\$7,319.79
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		8/1/2012	\$10,468.69
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		8/10/2012	\$24,991.11
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		8/23/2012	\$21,651.96
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		8/30/2012	\$4,376.43
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		9/6/2012	\$14,653.91
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		9/17/2012	\$3,275.58
Mcintyre Group	63 GLOVER AVENUE			NORWALK	CT	06850		9/26/2012	\$6,518.31
Metis Aviation	52A CARFAX, HORSHAM WEST SUSSEX RH12 1EQ							9/12/2012	\$7,971.41
Miami-Dade Aviation Dept.	FINANCE DIVISION	FINANCE DIVISION PO BOX 526624		MIAMI	FL	33152-6624		7/10/2012	\$94,169.60
Miami-Dade Aviation Dept.	FINANCE DIVISION	FINANCE DIVISION PO BOX 526624		MIAMI	FL	33152-6624		7/17/2012	\$2,587.61
Michael Kennedy Duggan	PO Box 54981						Dubai	7/13/2012	\$25,809.33
Michael Kennedy Duggan	PO Box 54981						Dubai	8/15/2012	\$22,000.00
Michael Kennedy Duggan	PO Box 54981						Dubai	8/31/2012	\$1,468.72
Michael Kennedy Duggan	PO Box 54981						Dubai	9/14/2012	\$70,400.00
Midnite Air Corp dba Midnite Express	26035 NETWORK PLACE			CHICAGO	IL	60673-1260		7/2/2012	\$14,254.71
Midnite Air Corp dba Midnite Express	26035 NETWORK PLACE			CHICAGO	IL	60673-1260		7/13/2012	\$202.60
Midnite Air Corp dba Midnite Express	26035 NETWORK PLACE			CHICAGO	IL	60673-1260		7/19/2012	\$4,757.16
Midnite Air Corp dba Midnite Express	26035 NETWORK PLACE			CHICAGO	IL	60673-1260		8/1/2012	\$11,074.41
Midnite Air Corp dba Midnite Express	26035 NETWORK PLACE			CHICAGO	IL	60673-1260		8/10/2012	\$15,836.34
Milos Ochtabec	7667 TIMBERLINE DRIVE			COTTONWOOD HEIGHTS	UT	84121		7/13/2012	\$2,850.00
Milos Ochtabec	7667 TIMBERLINE DRIVE			COTTONWOOD HEIGHTS	UT	84121		8/15/2012	\$3,200.00
Milos Ochtabec	7667 TIMBERLINE DRIVE			COTTONWOOD HEIGHTS	UT	84121		9/14/2012	\$5,600.00
Modern Machine Co.	524 S SOUTHERN ST			SEATTLE	WA	98108		7/2/2012	\$15,250.00
Modern Machine Co.	524 S SOUTHERN ST			SEATTLE	WA	98108		8/10/2012	\$13,790.00
Mohamed Faiz Mohamed Ali	No 147 Bukit Coral 7	Coral Heights Siamat	Sembilan D. Khusus.				Malaysia	7/13/2012	\$4,920.00
Mohamed Faiz Mohamed Ali	No 147 Bukit Coral 7	Coral Heights Siamat	Sembilan D. Khusus.				Malaysia	8/15/2012	\$5,405.73
Mohamed Faiz Mohamed Ali	No 147 Bukit Coral 7	Coral Heights Siamat	Sembilan D. Khusus.				Malaysia	9/14/2012	\$5,840.00
Mohd Nizam Noor	No 20 Jalan Melikai 50	Taman Pelabuhan	42000 Pelabuhan Klang	Selangor			Malaysia	7/13/2012	\$4,230.00
Mohd Nizam Noor	No 20 Jalan Melikai 50	Taman Pelabuhan	42000 Pelabuhan Klang	Selangor			Malaysia	8/15/2012	\$5,740.64
Mohd Nizam Noor	No 20 Jalan Melikai 50	Taman Pelabuhan	42000 Pelabuhan Klang	Selangor			Malaysia	9/14/2012	\$5,262.46
Morgan Lewis & Bockius LLP	101 PARK AVENUE			NEW YORK	NY	10178-0060		9/18/2012	\$2,830.00
Morgan Lewis & Bockius LLP	101 PARK AVENUE			NEW YORK	NY	10178-0060		9/21/2012	\$10,664.10
MTU Maintenance Hanover GmbH	PO BOX 10 17 20			LANGERHAGEN		30838	GERMANY	7/30/2012	\$379,193.42
MTU Maintenance Hanover GmbH	PO BOX 10 17 20			LANGERHAGEN		30838	GERMANY	8/27/2012	\$141,784.18
MTU Maintenance Hanover GmbH	PO BOX 10 17 20			LANGERHAGEN		30838	GERMANY	9/20/2012	\$149,398.99
Na Hyun Ki								7/13/2012	\$4,297.82
Na Hyun Ki								8/15/2012	\$3,250.00
Na Hyun Ki								9/14/2012	\$4,024.90
Nakrob Chunneam	118 Seevalee 2 Soi 14Rangsit Nakornnayoke			Phatumthani		12310	Thailand	7/31/2012	\$3,371.67
Nakrob Chunneam	118 Seevalee 2 Soi 14Rangsit Nakornnayoke			Phatumthani		12310	Thailand	8/31/2012	\$3,491.67
NATIONAL AIR TRAFFIC SERVICES	OSBORNE HOUSE	1/ S OSBORNE TERRACE		EDINBURGH		EH12 SHG	SCOTLAND	7/2/2012	\$17,903.95
NATIONAL AIR TRAFFIC SERVICES	OSBORNE HOUSE	1/ S OSBORNE TERRACE		EDINBURGH		EH12 SHG	SCOTLAND	7/27/2012	\$3,927.85
NATIONAL AIR TRAFFIC SERVICES	OSBORNE HOUSE	1/ S OSBORNE TERRACE		EDINBURGH		EH12 SHG	SCOTLAND	8/10/2012	\$22,137.48

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
NATIONAL AIR TRAFFIC SERVICES	OSBORNE HOUSE	1/ S OSBORNE TERRACE		EDINBURGH		EH12 SHG	SCOTLAND	9/6/2012	\$1,937.22
NATIONAL AIR TRAFFIC SERVICES	OSBORNE HOUSE	1/ S OSBORNE TERRACE		EDINBURGH		EH12 SHG	SCOTLAND	9/26/2012	\$12,698.73
Nattaphong Kayyasit	395/26 Moo 6 Kukott Lamlukka			Pathumthani		12130	Thailand	7/31/2012	\$3,131.67
Nattaphong Kayyasit	395/26 Moo 6 Kukott Lamlukka			Pathumthani		12130	Thailand	8/31/2012	\$3,561.84
NAV Canada	77 METCALFE STREET			OTTAWA	ON	00K1P 5L6		7/11/2012	\$156,544.92
NAV Canada	77 METCALFE STREET			OTTAWA	ON	00K1P 5L6		8/13/2012	\$158,006.16
NAV Canada	77 METCALFE STREET			OTTAWA	ON	00K1P 5L6		9/10/2012	\$157,946.52
NAVTECH Systems Support	295 HAGEY BOULEVARD, SUITE 200			WATERLOO, ON N2L 6R5	ON	N2L 6R5	CANADA	7/9/2012	\$13,969.70
NAVTECH Systems Support	295 HAGEY BOULEVARD, SUITE 200			WATERLOO, ON N2L 6R5	ON	N2L 6R5	CANADA	8/3/2012	\$13,967.60
NAVTECH Systems Support	295 HAGEY BOULEVARD, SUITE 200			WATERLOO, ON N2L 6R5	ON	N2L 6R5	CANADA	9/6/2012	\$13,989.60
NAVTECH Systems Support	295 HAGEY BOULEVARD, SUITE 200			WATERLOO, ON N2L 6R5	ON	N2L 6R5	CANADA	9/18/2012	\$13,343.40
Nick Sabatini & Associates LLC	710 ANNIE ROSE AVENUE			ALEXANDRIA	VA	22301		8/21/2012	\$10,000.00
Nordam Repair Division	PO BOX 841681			DALLAS	TX	75284		7/13/2012	\$46,956.30
Nordam Repair Division	PO BOX 841681			DALLAS	TX	75284		7/19/2012	\$15,500.00
North American Aircraft Services Inc.	11502 JONES MALTSBERGER			SAN ANTONIO	TX	78216		7/19/2012	\$14,912.00
North American Aircraft Services Inc.	11502 JONES MALTSBERGER			SAN ANTONIO	TX	78216		8/1/2012	\$6,802.09
Office of the Director	hazrat shahjalal int'l airport	kurmitola,shaka-1229					Bangladesh	8/22/2012	\$25,800.00
Office of the Director	hazrat shahjalal int'l airport	kurmitola,shaka-1229					Bangladesh	9/6/2012	\$15,300.00
Office of the Director	hazrat shahjalal int'l airport	kurmitola,shaka-1229					Bangladesh	9/26/2012	\$7,500.00
P C Connection- Pittsburgh	PO BOX 382808			PITTSBURGH	PA	15250-8808		9/10/2012	\$15,360.00
P C Connection- Pittsburgh	PO BOX 382808			PITTSBURGH	PA	15250-8808		9/11/2012	\$975.36
P C Connection- Pittsburgh	PO BOX 382808			PITTSBURGH	PA	15250-8808		9/11/2012	\$10,794.53
P C Connection- Pittsburgh	PO BOX 382808			PITTSBURGH	PA	15250-8808		9/19/2012	\$59,334.21
Passport Health NW	2018 156TH AVE NE, SUITE 340 BUILD F	LEANNE WILLIAMS, FNP		BELLEVUE	WA	98007		7/19/2012	\$818.00
Passport Health NW	2018 156TH AVE NE, SUITE 340 BUILD F	LEANNE WILLIAMS, FNP		BELLEVUE	WA	98007		7/19/2012	\$6,060.00
Passport Health NW	2018 156TH AVE NE, SUITE 340 BUILD F	LEANNE WILLIAMS, FNP		BELLEVUE	WA	98007		8/10/2012	\$180.00
Peleys Learning Systems Inc	125-13500 MAYCREST WAY	RICHMOND, BC V64 2N8 CANADA		RICHMOND	BC	CA		7/10/2012	\$8,650.00
Peleys Learning Systems Inc	125-13500 MAYCREST WAY	RICHMOND, BC V64 2N8 CANADA		RICHMOND	BC	CA		9/12/2012	\$17,300.00
Performance Improvement Partners LLC	1275 POST ROAD, SUITE A-12			FAIRFIELD	CT	06824		7/11/2012	\$45,664.52
Performance Improvement Partners LLC	1275 POST ROAD, SUITE A-12			FAIRFIELD	CT	06824		8/10/2012	\$51,965.40
Performance Improvement Partners LLC	1275 POST ROAD, SUITE A-12			FAIRFIELD	CT	06824		9/5/2012	\$39,728.38
Performance Improvement Partners LLC	1275 POST ROAD, SUITE A-12			FAIRFIELD	CT	06824		9/10/2012	\$22,118.04
PLS Aviation Services Inc	1330 BANNING STREET			WILMINGTON	DE	19805		8/10/2012	\$7,375.00
PLS Aviation Services Inc	1330 BANNING STREET			WILMINGTON	DE	19805		9/18/2012	\$13,300.00
Polar Air Cargo	PO BOX 30725			NEW YORK	NY	10087-0725		7/19/2012	\$5,329.38
Polar Air Cargo	PO BOX 30725			NEW YORK	NY	10087-0725		8/10/2012	\$1,142.01
Pornchai Khongpoon	46/1 moo 6 T. Kalong A. Muang Samutsakhon						Thailand	7/31/2012	\$3,551.67
Pornchai Khongpoon	46/1 moo 6 T. Kalong A. Muang Samutsakhon						Thailand	8/31/2012	\$3,551.67
Port City Air	104 GRAFTON DRIVE			PORTSMOUTH	NH	03801		8/2/2012	\$31,800.00
Port City Air	104 GRAFTON DRIVE			PORTSMOUTH	NH	03801		8/10/2012	\$13,400.60
Port City Air	104 GRAFTON DRIVE			PORTSMOUTH	NH	03801		8/24/2012	\$9,016.40
Port City Air	104 GRAFTON DRIVE			PORTSMOUTH	NH	03801		9/6/2012	\$15,900.00
Port City Air	104 GRAFTON DRIVE			PORTSMOUTH	NH	03801		9/12/2012	\$10,883.86
Pratt & Whitney	400 MAIN STREET			EAST HARTFORD	CT	06108		7/17/2012	\$164,000.00
Pratt & Whitney	400 MAIN STREET			EAST HARTFORD	CT	06108		9/7/2012	\$29,120.00
Prayoonsak Tongbai	88/2 vuttatag 42	suksiri1 Bangkok jomtong		Bangkok		10150	Thailand	7/31/2012	\$3,571.67
Prayoonsak Tongbai	88/2 vuttatag 42	suksiri1 Bangkok jomtong		Bangkok		10150	Thailand	8/31/2012	\$3,371.67
PricewaterhouseCoopers LLP	PO BOX 7247-8001			PHILADELPHIA	PA	19170-8001		8/6/2012	\$20,000.00
PricewaterhouseCoopers LLP	PO BOX 7247-8001			PHILADELPHIA	PA	19170-8001		9/12/2012	\$126,426.00
PricewaterhouseCoopers LLP	PO BOX 7247-8001			PHILADELPHIA	PA	19170-8001		9/13/2012	\$139,709.00
PricewaterhouseCoopers LLP	PO BOX 7247-8001			PHILADELPHIA	PA	19170-8001		9/26/2012	\$25,000.00
Prime Air Inc.	7447 N ST LOUIS AVENUE			SKOKIE	IL	60076		7/2/2012	\$5,600.00
Prime Air Inc.	7447 N ST LOUIS AVENUE			SKOKIE	IL	60076		7/12/2012	\$33,600.00
Prime Air Inc.	7447 N ST LOUIS AVENUE			SKOKIE	IL	60076		8/10/2012	\$44,000.00
Quality Air Services Inc.	1395 GREG ST. #107			SPARKS	NV	89431		7/13/2012	\$7,990.00
Quality Air Services Inc.	1395 GREG ST. #107			SPARKS	NV	89431		8/1/2012	\$5,000.70
Quality Aircraft Parts Inc.	5551 NW 159TH STREET			MIAMI GARDENS	FL	33014		7/2/2012	\$40,365.79
Quality Aircraft Parts Inc.	5551 NW 159TH STREET			MIAMI GARDENS	FL	33014		8/10/2012	\$19,471.25
Ramon A. delaRosa	045 F. Roque St. Lamao Limay Bataan			2104		2104	Philippines	7/13/2012	\$2,100.46
Ramon A. delaRosa	045 F. Roque St. Lamao Limay Bataan			2104		2104	Philippines	7/31/2012	\$2,230.00
Ramon A. delaRosa	045 F. Roque St. Lamao Limay Bataan			2104		2104	Philippines	8/15/2012	\$2,110.00
Ramon A. delaRosa	045 F. Roque St. Lamao Limay Bataan			2104		2104	Philippines	8/31/2012	\$2,530.00
Ramon A. delaRosa	045 F. Roque St. Lamao Limay Bataan			2104		2104	Philippines	9/14/2012	\$2,202.85
Rene Mampusti	Block 3 Lot 14 Istanbul St,	Ivory Crest, Salitran 2,	Dasmarinas, Cavite 4114				Philippines	7/13/2012	\$2,350.00
Rene Mampusti	Block 3 Lot 14 Istanbul St,	Ivory Crest, Salitran 2,	Dasmarinas, Cavite 4114				Philippines	7/31/2012	\$2,230.00
Rene Mampusti	Block 3 Lot 14 Istanbul St,	Ivory Crest, Salitran 2,	Dasmarinas, Cavite 4114				Philippines	8/15/2012	\$2,170.00
Rene Mampusti	Block 3 Lot 14 Istanbul St,	Ivory Crest, Salitran 2,	Dasmarinas, Cavite 4114				Philippines	8/31/2012	\$1,750.00
Robert Half International	12400 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/2/2012	\$3,254.31
Robert Half International	12400 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		7/13/2012	\$9,055.04
Robert Half International	12400 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693		8/10/2012	\$3,254.31

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment Date	Amount Paid
Roberto D. Basco	452 Sampaguita St.Dona Belen Subd.Sto. Cristo	Angeles Cty	PampangaPhilippines 2009	Pampanga		2009	Philippines	7/13/2012	\$2,410.00
Roberto D. Basco	452 Sampaguita St.Dona Belen Subd.Sto. Cristo	Angeles Cty	PampangaPhilippines 2009	Pampanga		2009	Philippines	7/31/2012	\$2,170.00
Roberto D. Basco	452 Sampaguita St.Dona Belen Subd.Sto. Cristo	Angeles Cty	PampangaPhilippines 2009	Pampanga		2009	Philippines	8/15/2012	\$2,290.00
Roberto D. Basco	452 Sampaguita St.Dona Belen Subd.Sto. Cristo	Angeles Cty	PampangaPhilippines 2009	Pampanga		2009	Philippines	8/31/2012	\$1,750.00
Roberto D. Basco	452 Sampaguita St.Dona Belen Subd.Sto. Cristo	Angeles Cty	PampangaPhilippines 2009	Pampanga		2009	Philippines	9/14/2012	\$2,328.32
Rockwell Collins	BOX 360772			PITTSBURGH	PA	15251-6772		7/17/2012	\$1,681.25
Rockwell Collins	BOX 360772			PITTSBURGH	PA	15251-6772		7/17/2012	\$6,084.42
Rockwell Collins	BOX 360772			PITTSBURGH	PA	15251-6772		7/30/2012	\$3,284.79
Rockwell Collins	BOX 360772			PITTSBURGH	PA	15251-6772		8/2/2012	\$5,382.54
Rockwell Collins	BOX 360772			PITTSBURGH	PA	15251-6772		8/17/2012	\$4,323.58
Romeo Alegado	Block 4 Lot 1 Miara Heights	Bgy. Bundagul	Mabalacat	Pampanga		2101	Philippines	7/13/2012	\$2,120.00
Romeo Alegado	Block 4 Lot 1 Miara Heights	Bgy. Bundagul	Mabalacat	Pampanga		2101	Philippines	7/31/2012	\$2,230.00
Romeo Alegado	Block 4 Lot 1 Miara Heights	Bgy. Bundagul	Mabalacat	Pampanga		2101	Philippines	8/15/2012	\$2,110.00
Romeo Alegado	Block 4 Lot 1 Miara Heights	Bgy. Bundagul	Mabalacat	Pampanga		2101	Philippines	8/31/2012	\$1,810.00
Romeo Alegado	Block 4 Lot 1 Miara Heights	Bgy. Bundagul	Mabalacat	Pampanga		2101	Philippines	9/14/2012	\$1,750.00
Royal Advocates International Limited	2/4 NAI LERT TOWER BLDG , 5TH Fl	WIRELESS ROAD, LUMPINI	PATUMWAN	BANGKOK			THAILAND	8/23/2012	\$21,884.23
San Francisco Airport Commission	PO BOX 7743			SAN FRANCISCO	CA	94120		8/20/2012	\$240.50
San Francisco Airport Commission	PO BOX 7743			SAN FRANCISCO	CA	94120		8/24/2012	\$21,529.51
San Francisco Airport Commission	PO BOX 7743			SAN FRANCISCO	CA	94120		9/21/2012	\$26,107.86
SatCom Global Inc.	1347 N. ALMA SCHOOL ROAD SUITE 150			CHANDLER	AZ	85224-2958		7/13/2012	\$10,645.90
SatCom Global Inc.	1347 N. ALMA SCHOOL ROAD SUITE 150			CHANDLER	AZ	85224-2958		8/10/2012	\$10,062.70
Saywell International Inc	3700 NORTH 29TH AVENUE			HOLLYWOOD	FL	33020		8/1/2012	\$49,938.29
Sea Tac Venture 2010 LLC	LOCKBOX DEPT. LA 22925			PASADENA	CA	91185		7/5/2012	\$21,533.93
Sea Tac Venture 2010 LLC	LOCKBOX DEPT. LA 22925			PASADENA	CA	91185		8/2/2012	\$21,533.93
Sentry Aerospace Corporation	708 GINESI DRIVE			MORGANVILLE	NJ	07751		7/6/2012	\$14,400.00
Sentry Aerospace Corporation	708 GINESI DRIVE			MORGANVILLE	NJ	07751		8/10/2012	\$250.00
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/2/2012	\$254,285.20
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/3/2012	\$590,434.32
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/5/2012	\$95,639.08
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/6/2012	\$587,592.01
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/9/2012	\$92,783.70
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/10/2012	\$194,281.95
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/11/2012	\$124,353.30
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/12/2012	\$242,702.29
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/13/2012	\$247,838.43
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/16/2012	\$330,020.96
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/17/2012	\$248,456.33
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/18/2012	\$159,180.00
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/19/2012	\$147,388.28
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/20/2012	\$504,644.59
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/23/2012	\$88,584.90
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/24/2012	\$385,397.75
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/26/2012	\$103,842.64
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/27/2012	\$670,910.51
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/30/2012	\$188,646.59
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		7/31/2012	\$164,328.63
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/1/2012	\$212,709.70
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/3/2012	\$270,301.76
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/7/2012	\$116,477.03
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/8/2012	\$73,753.65
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/9/2012	\$84,094.50
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/10/2012	\$345,013.16
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/13/2012	\$200,443.95
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/14/2012	\$85,132.39
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/15/2012	\$149,451.80
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/16/2012	\$87,580.50
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/17/2012	\$314,216.31
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/20/2012	\$322,738.58
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/21/2012	\$10,729.60
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/22/2012	\$2,465.45
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/23/2012	\$22,542.42
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/24/2012	\$252,761.60
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		8/30/2012	\$59,539.74
Servisair LLC	2024 PAYSHERE CIRCLE			CHICAGO	IL	60674		9/5/2012	\$265,513.68
Seungwan Yu								7/13/2012	\$4,046.71
Seungwan Yu								8/15/2012	\$3,644.20
Seungwan Yu								9/14/2012	\$3,489.80

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Sharjah Aviation Services LLC	PO BOX 70888			SHARJAH			UAE	8/10/2012	\$17,711.15
Sharjah Aviation Services LLC	PO BOX 70888			SHARJAH			UAE	8/28/2012	\$19,427.59
Sharjah Aviation Services LLC	PO BOX 70888			SHARJAH			UAE	9/14/2012	\$842.63
Sharjah International Airport	PO Box 8			Sharjah			United Arab Emirates	8/28/2012	\$8,974.27
She Chi Wing	Room 201, Block 16	Lane 118 Zhu Cheng Road	Xin Zhuang Min Hang District	Shanghai		201100	China	7/13/2012	\$3,821.30
She Chi Wing	Room 201, Block 16	Lane 118 Zhu Cheng Road	Xin Zhuang Min Hang District	Shanghai		201100	China	7/31/2012	\$2,583.30
She Chi Wing	Room 201, Block 16	Lane 118 Zhu Cheng Road	Xin Zhuang Min Hang District	Shanghai		201100	China	8/15/2012	\$3,783.30
She Chi Wing	Room 201, Block 16	Lane 118 Zhu Cheng Road	Xin Zhuang Min Hang District	Shanghai		201100	China	8/31/2012	\$7,120.80
She Chi Wing	Room 201, Block 16	Lane 118 Zhu Cheng Road	Xin Zhuang Min Hang District	Shanghai		201100	China	9/14/2012	\$3,783.30
Singapore Airlines Cargo	6181 WEST IMPERIAL HWY			LOS ANGELES	CA	90045		7/23/2012	\$20,135.60
Singapore Airlines Cargo	6181 WEST IMPERIAL HWY			LOS ANGELES	CA	90045		9/13/2012	\$19,021.40
Sky Courier Inc	21240 RIDGETOP CIRCLE #160			STERLING	VA	20166		7/2/2012	\$1,390.54
Sky Courier Inc	21240 RIDGETOP CIRCLE #160			STERLING	VA	20166		7/13/2012	\$5,710.14
Sky Courier Inc	21240 RIDGETOP CIRCLE #160			STERLING	VA	20166		8/1/2012	\$611.19
Southern Pride Trucking Inc.	PO BOX 894084			LOS ANGELES	CA	90189-4084		7/2/2012	\$807.57
Southern Pride Trucking Inc.	PO BOX 894084			LOS ANGELES	CA	90189-4084		7/13/2012	\$6,350.00
Southern Pride Trucking Inc.	PO BOX 894084			LOS ANGELES	CA	90189-4084		8/10/2012	\$750.00
Spencer Stuart	PO BOX 98991			CHICAGO	IL	60697		7/24/2012	\$164,249.00
SR Technics Switzerland Ltd.	ACCOUNT MANAGEMENT ENGINES CAE	ENGINE SERVICE CENTRE		ZURICH AIRPORT			SWITZERLAND	8/2/2012	\$294,000.00
Star Airline Catering	1229 WESTERN STREET, SUITE 1			FAIRFIELD	CA	94533		7/2/2012	\$5,665.00
Star Airline Catering	1229 WESTERN STREET, SUITE 1			FAIRFIELD	CA	94533		7/13/2012	\$3,395.00
Star Airline Catering	1229 WESTERN STREET, SUITE 1			FAIRFIELD	CA	94533		8/10/2012	\$3,095.00
Star Airline Catering	1229 WESTERN STREET, SUITE 1			FAIRFIELD	CA	94533		8/24/2012	\$8,325.00
Stewart Aviation Data, Inc.	PO BOX 550066			DAVIE	FL	33355		7/10/2012	\$32,622.56
Suchin Sirithianwanichgul	Nothaburi			Nothaburi		11120	Thailand	7/31/2012	\$3,071.67
Suchin Sirithianwanichgul	Nothaburi			Nothaburi		11120	Thailand	8/31/2012	\$3,491.67
Suhaimi Mohamad Ismail	No 22 Jalan 7/20A Section 7	40000 Shah Alam		Selangor			Malaysia	7/13/2012	\$6,060.00
Suhaimi Mohamad Ismail	No 22 Jalan 7/20A Section 7	40000 Shah Alam		Selangor			Malaysia	8/15/2012	\$5,000.00
Suhaimi Mohamad Ismail	No 22 Jalan 7/20A Section 7	40000 Shah Alam		Selangor			Malaysia	9/14/2012	\$5,660.00
Sun Life Financial	PO BOX 7247 SORT 7184			PHILADELPHIA	PA	19170-7184		7/13/2012	\$31,123.31
Sun Life Financial	PO BOX 7247 SORT 7184			PHILADELPHIA	PA	19170-7184		7/31/2012	\$31,190.50
Sun Life Financial	PO BOX 7247 SORT 7184			PHILADELPHIA	PA	19170-7184		8/24/2012	\$30,869.50
Sun Life Financial	PO BOX 7247 SORT 7184			PHILADELPHIA	PA	19170-7184		9/6/2012	\$31,030.00
Swissport USA Inc.	16540 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693-0161		7/2/2012	\$27,822.81
Swissport USA Inc.	16540 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693-0161		8/21/2012	\$24,025.33
Swissport USA Inc.	16540 COLLECTIONS CENTER DRIVE			CHICAGO	IL	60693-0161		9/14/2012	\$3,521.75
Sydney Airport Group	The ULM Building 1 Link Rd	Sydney International Airport NSW 2020					AU	7/5/2012	\$13,874.75
Syed Abdul Fattah Othman	NO 1 JALAN ONIKS 7/11 SEKSYEN 7	40000 SHA ALAM		SELANGOR			MALAYSIA	7/13/2012	\$5,102.80
Syed Abdul Fattah Othman	NO 1 JALAN ONIKS 7/11 SEKSYEN 7	40000 SHA ALAM		SELANGOR			MALAYSIA	8/15/2012	\$3,900.00
Tanja's Catering	KASTANIENWEG 21 66424 HOMBURG							8/23/2012	\$6,801.29
Tanja's Catering	KASTANIENWEG 21 66424 HOMBURG							8/24/2012	\$4,240.65
Tax Collector City of Norwalk	PO BOX 5530			SOUTH NORWALK	CT	06856		7/24/2012	\$101,600.33
Taxi-und Limousinenservice	Hermann-Lons-Str. 13	04317 Leipzig		Leipzig			Germany	7/20/2012	\$7,840.04
Taxi-und Limousinenservice	Hermann-Lons-Str. 13	04317 Leipzig		Leipzig			Germany	8/1/2012	\$728.21
Taylor English Duma LLP	1600 PARKWOOD CIRCLE, SUITE 400			ATLANTA	GA	30339		7/18/2012	\$121,527.18
Taylor English Duma LLP	1600 PARKWOOD CIRCLE, SUITE 400			ATLANTA	GA	30339		9/21/2012	\$24,617.50
Taylor English Duma LLP	1600 PARKWOOD CIRCLE, SUITE 400			ATLANTA	GA	30339		9/25/2012	\$55,074.50
TeamSAI M&E Solutions LLC	2535 South Lewis way Suite 101			Denver	CO	80227		8/1/2012	\$25,000.00
TeamSAI M&E Solutions LLC	2535 South Lewis way Suite 101			Denver	CO	80227		9/14/2012	\$78,759.34
Teamsters Local 1224	TEAMSTERS LOCAL 747	2754 OLD STREET ROUTE 73		WILMINGTON	OH	45177		7/10/2012	\$28,939.99
Teamsters Local 1224	TEAMSTERS LOCAL 747	2754 OLD STREET ROUTE 73		WILMINGTON	OH	45177		7/30/2012	\$31,773.36
Teamsters Local 1224	TEAMSTERS LOCAL 747	2754 OLD STREET ROUTE 73		WILMINGTON	OH	45177		8/29/2012	\$30,033.80
Technical Support R & M Aircraft	PO BOX 15009			DUBAI			UAE	7/9/2012	\$16,875.74
Technical Support R & M Aircraft	PO BOX 15009			DUBAI			UAE	7/24/2012	\$16,863.88
TFV Aircraftsupport	Zuidderring 101	2400 Mol					Belgium	7/2/2012	\$11,386.94
Thai Airways International Public Co.	89 VIBHAVADI-RANGSIT ROAD	BANKOK, 10900		BANGKOK			KINGDOM OF THAILAND	8/2/2012	\$14,924.32
Thales Avionics	3920 PARK AVE			EDISON	NJ	08820		8/9/2012	\$790.00
Thales Avionics	3920 PARK AVE			EDISON	NJ	08820		8/9/2012	\$1,827.00
Thales Avionics	3920 PARK AVE			EDISON	NJ	08820		8/13/2012	\$3,909.00
Thales Avionics	3920 PARK AVE			EDISON	NJ	08820		8/16/2012	\$5,021.00
The Fuel Cell	940 NW 51ST PLACE, BAY 6			FORT LAUDERDALE	FL	33309		8/10/2012	\$6,717.00
The Hartford	PO BOX 8500-3690			PHILADELPHIA	PA	19178-3690		7/13/2012	\$45,167.38
The Hartford	PO BOX 8500-3690			PHILADELPHIA	PA	19178-3690		7/31/2012	\$45,167.38
TNT Express	FELSTEAD HOUSE, 2-6	FRANCES RD						7/11/2012	\$52,353.33
TNT Transport International	2132 LS HOOFDDORP			NL			NL	7/13/2012	\$1,200,659.07
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	7/2/2012	\$27,944.72
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	7/13/2012	\$31,780.46
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	7/20/2012	\$859.95
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	7/24/2012	\$27,441.15
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	7/27/2012	\$3,433.96
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	8/3/2012	\$29,776.57
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	8/17/2012	\$37,665.86

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	8/31/2012	\$6,168.75
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	9/12/2012	\$13,284.07
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	9/14/2012	\$29,033.29
Total Aviation Handling Resources Ltd	1 Hook Swindon	Wiltshire, Sn48EA		Wiltshire		Sn48EA	UK	9/21/2012	\$10,165.42
Travel Inn	Viegeldweg 96	6199 AD Masstricht Airport					The Netherlands	7/13/2012	\$9,892.30
Travel Inn	Viegeldweg 96	6199 AD Masstricht Airport					The Netherlands	8/1/2012	\$18,627.14
Travel Inn	Viegeldweg 96	6199 AD Masstricht Airport					The Netherlands	8/24/2012	\$1,037.47
TravelFocus	8111 LBJ FRWY, SUITE 900			DALLAS	TX	75251		7/2/2012	\$6,397.00
TravelFocus	8111 LBJ FRWY, SUITE 900			DALLAS	TX	75251		9/12/2012	\$12,080.00
Trekmix LLC	650 BANKS NORTH ROAD			FAIRFIELD		06824		8/2/2012	\$12,950.00
Turbo Resources	5780 W. OAKLAND STREET			CHANDLER	AZ	85226		7/19/2012	\$11,150.00
Turbo Resources	5780 W. OAKLAND STREET			CHANDLER	AZ	85226		7/20/2012	\$24,000.00
Turbo Resources	5780 W. OAKLAND STREET			CHANDLER	AZ	85226		8/7/2012	\$6,500.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		7/18/2012	\$525.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		7/18/2012	\$525.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		7/20/2012	\$300.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		7/20/2012	\$4,000.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		7/23/2012	\$2,400.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		7/24/2012	\$3,500.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		8/7/2012	\$17,950.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		8/10/2012	\$1,500.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		8/10/2012	\$22,000.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		8/16/2012	\$5,000.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		8/29/2012	\$990.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		8/31/2012	\$8,500.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		9/11/2012	\$125.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		9/19/2012	\$5,500.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		9/21/2012	\$910.00
Unical Aviation Inc.	PO BOX 31001-0964			PASADENA	CA	91110-0964		9/21/2012	\$5,500.00
United Airlines	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		7/10/2012	\$3,125.00
United Airlines	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		7/27/2012	\$9,600.00
United Airlines	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		8/16/2012	\$39,152.50
United Airlines	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		8/30/2012	\$34,125.00
United Airlines	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		9/7/2012	\$36,290.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		7/3/2012	\$40,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		7/12/2012	\$40,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		7/18/2012	\$40,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		7/27/2012	\$40,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		8/3/2012	\$50,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		8/7/2012	\$40,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		8/17/2012	\$40,000.00
United Airlines PassPlus	P. O. BOX 204079	ATTN GENERAL RECEIVABLES		HOUSTON	TX	77216-4079		8/30/2012	\$200,000.00
United Aviation Services-EUR	PO BOX 54482			DUBAI			UNITED ARAB EMIRATES	8/28/2012	\$96,479.04
United Aviation Services-EUR	PO BOX 54482			DUBAI			UNITED ARAB EMIRATES	9/21/2012	\$156,352.83
United Aviation Services-USD	PO BOX 54482			DUBAI			UAE	7/10/2012	\$32,766.00
United Aviation Services-USD	PO BOX 54482			DUBAI			UAE	8/28/2012	\$22,582.00
United Aviation Services-USD	PO BOX 54482			DUBAI			UAE	9/21/2012	\$98,523.00
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		7/2/2012	\$90,866.65
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		7/9/2012	\$68,630.98
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		7/13/2012	\$32,218.84
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		7/16/2012	\$37,019.83
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		7/23/2012	\$64,853.81
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		7/30/2012	\$55,632.68
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		8/6/2012	\$111,413.64
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		8/13/2012	\$66,756.67
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		8/16/2012	\$24,780.60
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		8/20/2012	\$114,368.14
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		8/27/2012	\$31,310.99
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		9/4/2012	\$141,858.78
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		9/6/2012	\$1,097.98
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		9/10/2012	\$96,507.13
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		9/17/2012	\$146,906.38
United Healthcare	22703 NETWORK PLACE			CHICAGO	IL	60673		9/24/2012	\$119,053.51
UPS Consolidated	PO BOX 7247-0244			PHILADELPHIA	PA	19170-0001		7/2/2012	\$15,763.45
UPS Consolidated	PO BOX 7247-0244			PHILADELPHIA	PA	19170-0001		7/13/2012	\$4,677.17
UPS Consolidated	PO BOX 7247-0244			PHILADELPHIA	PA	19170-0001		8/1/2012	\$4,810.28
UPS Consolidated	PO BOX 7247-0244			PHILADELPHIA	PA	19170-0001		8/10/2012	\$13,112.46
V21A Dc-10 LLC c/o VX Holding Inc.	915 FRONT STREET			SAN FRANCISCO	CA	94111		7/2/2012	\$127,500.00
V21A Dc-10 LLC c/o VX Holding Inc.	915 FRONT STREET			SAN FRANCISCO	CA	94111		7/31/2012	\$227,500.00
V21A Dc-10 LLC c/o VX Holding Inc.	915 FRONT STREET			SAN FRANCISCO	CA	94111		8/29/2012	\$227,500.00
VAS Aero Services Inc.	PO BOX 713671			CINCINNATI	OH	45271-3671		7/13/2012	\$22,110.00
VAS Aero Services Inc.	PO BOX 713671			CINCINNATI	OH	45271-3671		8/30/2012	\$33,622.00

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
Veha Sittisak	124/39 M4 Pootaloung Sattahip			Chonburi			Thailand	7/31/2012	\$3,131.67
Veha Sittisak	124/39 M4 Pootaloung Sattahip			Chonburi			Thailand	8/31/2012	\$3,491.67
Vern M Findley II	PO BOX 1322			LITCHFIELD PARK	AZ	85340		7/13/2012	\$5,833.33
Vern M Findley II	PO BOX 1322			LITCHFIELD PARK	AZ	85340		8/15/2012	\$6,902.43
Vern M Findley II	PO BOX 1322			LITCHFIELD PARK	AZ	85340		9/14/2012	\$5,833.33
Victor Petruzzelli	14 CEDAR SPRINGS CIRCLE			SOUTHINGTON	CT	06489		7/3/2012	\$2,000.00
Victor Petruzzelli	14 CEDAR SPRINGS CIRCLE			SOUTHINGTON	CT	06489		8/2/2012	\$2,400.00
Victor Petruzzelli	14 CEDAR SPRINGS CIRCLE			SOUTHINGTON	CT	06489		9/6/2012	\$2,400.00
Victor Petruzzelli	14 CEDAR SPRINGS CIRCLE			SOUTHINGTON	CT	06489		9/26/2012	\$2,400.00
Virgilio C. De Guzman	035 Talisay St. Diosomito Subd. Naic			Cavite		4110	Philippines	7/13/2012	\$1,810.00
Virgilio C. De Guzman	035 Talisay St. Diosomito Subd. Naic			Cavite		4110	Philippines	7/31/2012	\$1,921.00
Virgilio C. De Guzman	035 Talisay St. Diosomito Subd. Naic			Cavite		4110	Philippines	8/15/2012	\$2,110.00
Virgilio C. De Guzman	035 Talisay St. Diosomito Subd. Naic			Cavite		4110	Philippines	8/31/2012	\$2,050.00
Virgilio C. De Guzman	035 Talisay St. Diosomito Subd. Naic			Cavite		4110	Philippines	9/14/2012	\$1,930.00
VRT Management Group LLC	6 ABBEY LANE			NEWTOWN	CT	06470		7/3/2012	\$12,000.00
WB Mason Co Inc.	P O BOX 55840			BOSTON	MA	02205		7/2/2012	\$5,449.16
WB Mason Co Inc.	P O BOX 55840			BOSTON	MA	02205		8/1/2012	\$9,188.84
WB Mason Co Inc.	P O BOX 55840			BOSTON	MA	02205		8/7/2012	\$2,573.67
WB Mason Co Inc.	P O BOX 55840			BOSTON	MA	02205		8/10/2012	\$3,636.96
Weil Gotshal & Manges LLP	767 Fifth Ave			New York	NY	10153		9/20/2012	\$738,500.17
Weil Gotshal & Manges LLP	767 Fifth Ave			New York	NY	10153		9/21/2012	\$936,594.30
Weil Gotshal & Manges LLP	767 Fifth Ave			New York	NY	10153		9/26/2012	\$372,162.27
Weinstein & Anastasio P.C.	ONE HAMDEM CENTER-	2319 WHITNEY AVENUE, SUITE 2A		HAMDEN	CT	06518		8/22/2012	\$4,431.00
Weinstein & Anastasio P.C.	ONE HAMDEM CENTER-	2319 WHITNEY AVENUE, SUITE 2A		HAMDEN	CT	06518		8/30/2012	\$3,321.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 26562	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/5/2012	\$200,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 26562	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/9/2012	\$450,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 26562	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/6/2012	\$331,643.84
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 26562	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/20/2012	\$114,731.41
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 26562	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		9/6/2012	\$450,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/23/2012	\$410,524.64
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/23/2012	\$700,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/20/2012	\$371,345.96
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/21/2012	\$700,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		9/27/2012	\$377,246.71
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreement for MSN 27602	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		9/27/2012	\$700,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/2/2012	\$1,614,067.52
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/5/2012	\$1,610,107.21
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/18/2012	\$164,407.12
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/18/2012	\$295,680.95
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/18/2012	\$349,852.53
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/18/2012	\$352,907.89
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/24/2012	\$1,616,996.26
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/24/2012	\$1,617,263.65
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/2/2012	\$1,614,067.52
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/6/2012	\$1,610,107.21
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/20/2012	\$164,030.95
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/20/2012	\$295,320.25
Wells Fargo Bank N.A., solely as owner trustee	Ref. Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/20/2012	\$331,945.67

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment Date	Amount Paid
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/20/2012	\$370,385.63
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/22/2012	\$1,616,996.26
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/24/2012	\$1,617,263.65
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		9/4/2012	\$1,614,067.52
Wells Fargo Bank N.A., solely as owner trustee	Ref: Aircraft Operating Lease Agreements for MSNs 37986, 37987, 37988, & 37989	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		9/5/2012	\$1,610,107.21
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/12/2012	\$670,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/16/2012	\$189,895.22
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/17/2012	\$219,153.47
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		7/18/2012	\$680,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/13/2012	\$670,000.00
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/15/2012	\$209,775.45
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/15/2012	\$231,541.98
Wells Fargo Bank N.A., solely as owner trustee	Ref: Lease Agreements for MSNs 27044 & 27068	299 South Main Street, 12th Floor	MAC U1228-120	Salt Lake City	UT	84110		8/17/2012	\$680,000.00
William E. Brooks	PO BOX 190807			ANCHORAGE	AK	99519-0807		7/5/2012	\$17,177.13
William E. Brooks	PO BOX 190807			ANCHORAGE	AK	99519-0807		8/2/2012	\$15,727.10
Williams Aerospace	5050 POPLAR AVENUE SUITE 1734			MEMPHIS	TN	38157		7/10/2012	\$19,000.00
Woo Tae Song								7/13/2012	\$5,199.93
Woo Tae Song								8/15/2012	\$6,191.50
Woo Tae Song								9/14/2012	\$5,235.73
Wookkoo Lee								7/13/2012	\$5,153.00
Wookkoo Lee								8/15/2012	\$5,320.00
Wookkoo Lee								9/14/2012	\$5,101.00
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		7/13/2012	\$10,000.00
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		7/13/2012	\$27,054.25
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		7/26/2012	\$6,136.13
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		8/3/2012	\$3,000.00
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		8/15/2012	\$6,458.65
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		8/23/2012	\$3,190.57
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		8/29/2012	\$2,400.00
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		9/10/2012	\$3,000.00
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		9/14/2012	\$3,108.90
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		9/20/2012	\$2,400.00
World Airways	101 WORLD DRIVE			PEACHTREE CITY	GA	30269		9/20/2012	\$2,400.00
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		8/27/2012	\$133,377.81
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		8/28/2012	\$84,058.63
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		8/29/2012	\$165,639.57
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		8/30/2012	\$53,026.32
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		8/31/2012	\$451,714.75
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/4/2012	\$317,382.01
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/6/2012	\$207,296.51
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/7/2012	\$381,005.37
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/10/2012	\$271,509.87
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/11/2012	\$172,206.42
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/12/2012	\$35,762.75
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/13/2012	\$333,068.46
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/14/2012	\$513,272.80
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/17/2012	\$216,652.82
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/18/2012	\$64,355.00
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/19/2012	\$49,560.71
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/20/2012	\$140,395.95
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/21/2012	\$236,085.83
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/24/2012	\$120,042.53
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/25/2012	\$216,271.00
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/26/2012	\$166,234.99
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/27/2012	\$250,000.00
World Fuel Services	WORLD FUEL SERVICES	2458 PAYSPPHERE CIRCLE		CHICAGO	IL	60674-0024		9/27/2012	\$293,548.04
WWE Westchester	116 NORTH WEST STREET, SUITE 200			RALEIGH	NC	27603		7/2/2012	\$3,878.10
WWE Westchester	116 NORTH WEST STREET, SUITE 200			RALEIGH	NC	27603		7/19/2012	\$1,772.59
WWE Westchester	116 NORTH WEST STREET, SUITE 200			RALEIGH	NC	27603		8/1/2012	\$2,711.89

In re: Southern Air Inc.
Case No. 12-12692
Attachment 3b
Payments to creditors

Name of Creditor	Address 1	Address 2	Address 3	City	State	Zip	Country	Payment	
								Date	Amount Paid
WWE Westchester	116 NORTH WEST STREET, SUITE 200			RALEIGH	NC	27603		8/16/2012	\$7,525.00
WWE Westchester	116 NORTH WEST STREET, SUITE 200			RALEIGH	NC	27603		9/17/2012	\$9,200.00
Yacoub Yacoub								7/13/2012	\$2,002.00
Yacoub Yacoub								7/31/2012	\$1,672.00
Yacoub Yacoub								8/15/2012	\$3,058.00
Yacoub Yacoub								8/31/2012	\$1,870.00
Yacoub Yacoub								9/14/2012	\$2,596.00
Young Conaway Stargatt & Taylor LLP	1000 NORTH KING STREET			WILMINGTON	DE	19801		9/21/2012	\$68,828.00
Zolfo Cooper, LLC	GRACE BUILDING	1114 AVENUE OF THE AMERICAS	41ST FLOOR	NEW YORK	NY	10036		7/27/2012	\$100,000.00
Zolfo Cooper, LLC	GRACE BUILDING	1114 AVENUE OF THE AMERICAS	41ST FLOOR	NEW YORK	NY	10036		8/2/2012	\$100,000.00
Zolfo Cooper, LLC	GRACE BUILDING	1114 AVENUE OF THE AMERICAS	41ST FLOOR	NEW YORK	NY	10036		8/24/2012	\$20,485.30
Zolfo Cooper, LLC	GRACE BUILDING	1114 AVENUE OF THE AMERICAS	41ST FLOOR	NEW YORK	NY	10036		8/29/2012	\$100,000.00
Zolfo Cooper, LLC	GRACE BUILDING	1114 AVENUE OF THE AMERICAS	41ST FLOOR	NEW YORK	NY	10036		9/18/2012	\$8,788.61

In re: Southern Air Inc.

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Attachment 4a

Suits, executions, garnishments, and attachments

Caption of suit	Case number	Nature of proceeding	Court	Location of court	Status or disposition
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2009-01; filed 4/2/09	Bid package construction, regular and reserve lines, known flying	N/A	N/A	Denied, No SBA date
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2009-02; filed 5/8/09	Bid package construction, lines offered only with R2, R2 not assigned at location other than home	N/A	N/A	Denied, No SBA date
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2009-03; filed 9/14/09	Ground transportation pay	N/A	N/A	Denied, No SBA date
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2011-04; filed 4/27/11	Line award revision	N/A	N/A	Denied, No SBA date
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2011-06; filed 5/17/11	Senior CM assigned DH for 50% pay credit	N/A	N/A	Arbitration date to be determined
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2011-07; filed 5/24/11	Training failure	N/A	N/A	Arbitration date to be determined
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2011-09; filed 8/4/11	Equipment lock	N/A	N/A	Arbitration date to be determined
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2012-01; filed 2/10/11	Vacation	N/A	N/A	Settlement w/ IBT
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2012-03; filed 7/24/12	Check airman line awards	N/A	N/A	Denied, No SBA date
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. 2012-07; filed 7/31/12	Crewmember challenges company disciplinary action	N/A	N/A	Denied, No SBA date
Airline Professionals Association - Teamsters Union Local 1224 - Grievance	Grievance No. N/A; filed 9/11/07	Trip extension pay	N/A	N/A	Dormant -Union has not pursued
Apichari v. Southern Air Inc.	Case No. 17991/VRO	Contract Dispute	Internal Chamber of Commerce Arbitration	London, England	Arbitration Concluded
Elmdanat v. Southern Air Inc.	EEOC Charge No: 540-2012-02425	Discrimination claim	Equal Employment Opportunity Commission	Phoenix, AZ	Pending
FAA Notice of Proposed Civil Penalty	Case No. 2011EA630002	Violations of Federal Aviation Regulations	FAA New England Region	Burlington, MA	Pending
FAA Notice of Proposed Civil Penalty	Case No. 2012EA630028	Violations of Federal Aviation Regulations	FAA New England Region	Burlington, MA	Pending
FAA Notice of Proposed Civil Penalty	Case No. 2011SO950033	Violations of Federal Aviation Regulations	FAA Enforcement Division, AGC-300	Washington, D.C.	Pending
Gillen v. Southern Air Inc.	OFCP Case No. I00172946	Discrimination claim	Office of Federal Contract Compliance Program	Hartford, CT	Pending
Hashim Zaki v. Southern Air Inc., et al	Civil Action No. 10-cv-01564-SRU	Breach of collecting bargaining agreement	United States District Court, District of Connecticut	Bridgeport, CT	Pending
Hopper v. Southern Air Inc.	SS # XX-8106 - Case 1	Work Injury	Michigan Workers Compensation Board	Michigan	Pending
Knize v. Southern Air Inc.	No. 09-2-06028-1	Claim for unpaid overtime	Superior Court of the State of Washington in and for the County of Snohomish	Snohomish, WA	Pending
Lang v. Southern Air Inc.	OJCC Case No. 11-016961MAD	Work Injury	Florida Workers Compensation Board	Florida	Pending
Mukamal, Liquidating Trustee for Arrow Air Creditor Trust v. Southern Air Inc.	Adv. Pro. Case No. 12-01731-AJC	Preference Claim	United States Bankruptcy Court, Southern District of Florida	Miami, FL	Pending
Neumann v. Southern Air Inc.	OJCC Case No. 09-027479GCC	Work Injury	Florida Workers Compensation Board	Florida	Pending
Pecnik v. Southern Air Inc.	N/A	Work Injury	Florida Workers Compensation Board	Florida	Pending
Raffar v. Southern Air Inc.	Case ADJ7430604	Work Injury	California Workers Compensation Board	California	Settled
Ross v. Southern Air Inc.	OFCP Case No. I00172946	Discrimination claim	Office of Federal Contract Compliance Program	Bridgeport, CT	Pending
Tehrani v. Southern Air Inc.	Case ADJ7526024	Work Injury	California Workers Compensation Board	Los Angeles, CA	Pending
Tehrani, et al. v. Southern Air Inc., et al	Case No. BC448948	Employee Class Action	Superior Court of the State of California for the County of Los Angeles	Los Angeles, CA	Pending

In re: Southern Air Inc.
Case No. 12-12692
Attachment 4a
Suits, executions, garnishments, and attachments

Caption of suit	Case number	Nature of proceeding	Court	Location of court	Status or disposition
Thompson v. Southern Air Inc.	N/A	Work Injury	Workers' Comp. - Florida Division of Administrative Hearings	Florida	Pending
Troy Lyght v. Southern Air Inc. et al	Index No. 29556/10	Personal Injury Claim	Supreme Court of the State of New York, County of Kings	New York, NY	Pending
Webb v. Southern Air Inc.	Case ADJ6821822, ADJ253931, ADJ 7779229	Work Injury	California Workers Compensation Board	California	Pending
Webb v. Southern Air Inc.	DFEH Number: E201112H0589-00-pe EEOC Number: 37AB207205	Discrimination claim	California Office of Fair Employment	Mojave, CA	Pending
Whiting v. Southern Air Inc.	OJCC Case No. 11-004890JLL	Work Injury	Workers' Comp. - Florida Division of Administrative Hearings	Florida	Pending
Xu-Thomson v. Southern Air Inc.	OFCP Case No. I00172946	Discrimination claim	Office of Federal Contract Compliance Program	Norwalk, CT	Pending

In re: Southern Air Inc.

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SOFA 7

Gifts and charitable contributions

Name of person or organization	Address	Relationship to the debtor	Date	Value of gift
American Heart - Vincent Antes	7272 Greenville Ave, Dallas, TX 75231	None	1/21/2012	\$100.00
Andrew Hopper	Redacted	Employee	7/1/2012	\$11,374.54
First Academy	2667 Bruton Blvd, Orlando, FL 32805	None	10/1/2011	\$500.00
Just Giving	30 Eastbourne Terrace, London, UK W26LA	None	11/21/2011	\$1,039.94
Multiple Sclerosis Society	101 First Avenue Suite 6, Waltham, MA 02454	None	3/26/2012	\$500.00
Nicholas Sabatini	Shenendoah Road, Hopewell Junction, NY	Contractor	8/27/2012	\$315.00
Norwalk Police Union Local 1727	PO Box 1423, Norwalk, CT 06856	None	10/1/2011	\$495.00
Norwalk Police Union Local 1727	PO Box 1423, Norwalk, CT 06856	None	7/8/2012	\$495.00
Operation Homefront	64 Beaver St., Ste 439, New York, NY 10004	None	11/15/2011	\$1,600.00
Salvation Army	14 Byington Place, Norwalk, CT 06850	None	12/21/2011	\$1,057.38
The Greg Caron Family Fund	PO Box 262, Ellington, CT 06029	None	12/2/2011	\$500.00
The State Bar of California	PO Box 2142, Los Angeles, CA 90084-2142	None	8/27/2012	\$25.00
The Wilfredo Perez Jr. Memorial Fund	17 Pine Hill Avenue, Norwalk, CT 06855	None	4/1/2012	\$150.00
YMCA of Norwalk	370 West Avenue, Norwalk, CT 06850	None	4/11/2012	\$2,000.00
Younes Ismael-Aguirre	Redacted	Employee	5/14/2012	\$76.25

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SOFA 9
Payments related to debt counseling or bankruptcy

Name of payee	Address 1	Address 2	City	State	Zip	Date of payment	Amount of money
FTI Consulting, inc.	3 Times Square	9th Floor	New York	NY	10036	9/20/2012	\$100,000.00
FTI Consulting, inc.	3 Times Square	9th Floor	New York	NY	10036	9/20/2012	\$225,000.00
FTI Consulting, inc.	3 Times Square	9th Floor	New York	NY	10036	9/25/2012	\$175,000.00
Kirkland & Ellis LLP	601 Lexington Avenue		New York	NY	10022	6/28/2012	\$50,000.00
Kurtzman Carson Consultants LLC	2335 Alaska Avenue		El Segundo	CA	90245	9/20/2012	\$25,000.00
Kurtzman Carson Consultants LLC	2335 Alaska Avenue		El Segundo	CA	90245	9/24/2012	\$15,106.00
Littler Mendelson	900 Third Avenue		New York	NY	10022	9/6/2012	\$2,143.80
Littler Mendelson	900 Third Avenue		New York	NY	10022	9/6/2012	\$45,415.00
Littler Mendelson	900 Third Avenue		New York	NY	10022	8/27/2012	\$50,000.00
Littler Mendelson	900 Third Avenue		New York	NY	10022	9/6/2012	\$2,522.70
Littler Mendelson	900 Third Avenue		New York	NY	10022	9/25/2012	\$82,268.10
PricewaterhouseCoopers LLP	300 Madison Avenue	24th Floor	New York	NY	10017	9/13/2012	\$74,709.00
PricewaterhouseCoopers LLP	300 Madison Avenue	24th Floor	New York	NY	10017	9/13/2012	\$39,900.00
PricewaterhouseCoopers LLP	300 Madison Avenue	24th Floor	New York	NY	10017	9/26/2012	\$25,000.00
Weil, Gotshal & Manges LLP	767 Fifth Avenue		New York	NY	10153	9/20/2012	\$755,577.72
Weil, Gotshal & Manges LLP	767 Fifth Avenue		New York	NY	10153	9/21/2012	\$936,594.30
Weil, Gotshal & Manges LLP	767 Fifth Avenue		New York	NY	10153	9/26/2012	\$372,162.27
Young Conaway Stargatt & Taylor LLP	Rodney Square	1000 N King St	Wilmington	DE	19801	9/21/2012	\$68,828.00
Zolfo Cooper, LLC	Grace Building	1114 Avenue of the Americas, 41st Floor	New York	NY	10036	8/2/2012	\$100,000.00
Zolfo Cooper, LLC	Grace Building	1114 Avenue of the Americas, 41st Floor	New York	NY	10036	8/29/2012	\$108,788.61
Zolfo Cooper, LLC	Grace Building	1114 Avenue of the Americas, 41st Floor	New York	NY	10036	9/18/2012	\$120,485.30

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Closed financial accounts

Name of account	Type of account	Address	City	State	Zip	Number of account	Date closed	Final balance
Merrill Lynch Debit card	360 Hamilton Ave	8th Fl	White Plains	NY	10601	#7033	9/13/2012	\$15,477.80
Merrill Lynch Debit card	360 Hamilton Ave	8th Fl	White Plains	NY	10601	#7035	9/13/2012	\$86.74
Merrill Lynch Debit card	360 Hamilton Ave	8th Fl	White Plains	NY	10601	#7042	9/11/2012	\$15,809.28
Merrill Lynch Debit card	360 Hamilton Ave	8th Fl	White Plains	NY	10601	#7049	9/13/2012	\$20,025.99
Merrill Lynch Debit card	360 Hamilton Ave	8th Fl	White Plains	NY	10601	#7054	9/13/2012	\$5,518.85
Merrill Lynch Debit card	360 Hamilton Ave	8th Fl	White Plains	NY	10601	#7056	9/13/2012	\$11,394.43

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SOFA 13

Setoffs

Name of creditor	Address 1	Address 2	City	State	Country	Zip	Date of setoff	Amount of setoff
AAR Parts	3312 PAYSHPERE CIRCLE		CHICAGO	IL		60674	6/20/2012	(72,200.00)
Cargo Airlines Israel	Ha'Yarden 1, Airport City	POB 271 Ben Gurion Airport			Israel	70100	5/21/2012	(653.73)
Centurion	PO Box 522906		Miami	FL		33152	8/29/2012	(118,558.20)
Diplomat Group Company	Office 401, West Wing 4a	PO Box 54505, Dubai Airport Free Zone			Dubai		6/12/2012	(115,000.00)
Int'l Aerospace Group	6929 NW 46 Street		Miami	FL	UAE	33166	9/24/2012	(6,500.00)

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Attachment 21b

Current Partners, Officers, Directors and Shareholders

Name	Address 1	City	State	Zip	Title	Nature and percentage of stock ownership
Cargo 360, Inc.	117 Glover Avenue	Norwalk	CT	06850	Shareholder	100% Ownership Interest
Daniel J. McHugh	117 Glover Avenue	Norwalk	CT	06850	Chief Executive Officer, Director and President	n/a
Dave Soaper	117 Glover Avenue	Norwalk	CT	06850	Chief Operating Officer	n/a
Don Osmondson	117 Glover Avenue	Norwalk	CT	06850	Vice President of Flight Operations	n/a
Edward V. Dardani	117 Glover Avenue	Norwalk	CT	06850	Chairman of the Board of Directors	n/a
Gerald Grinstein	117 Glover Avenue	Norwalk	CT	06850	Director	n/a
James F. Walsh	117 Glover Avenue	Norwalk	CT	06850	EVP of Fleet Development	n/a
James Kennedy	117 Glover Avenue	Norwalk	CT	06850	Vice President of Line Maintenance	n/a
Joe Meszaro	117 Glover Avenue	Norwalk	CT	06850	Senior Vice President of Technical Services	n/a
Jon E. Olin	117 Glover Avenue	Norwalk	CT	06850	Senior Vice President & General Counsel	n/a
Laura Brown	117 Glover Avenue	Norwalk	CT	06850	Vice President of Human Resources	n/a
Mark Berner	117 Glover Avenue	Norwalk	CT	06850	Vice President of Safety	n/a
Michael J. Warren	117 Glover Avenue	Norwalk	CT	06850	Director	n/a
Oliver Gritz	117 Glover Avenue	Norwalk	CT	06850	Managing Director of Europe	n/a
Paul Chase	117 Glover Avenue	Norwalk	CT	06850	Vice President of Systems Operations	n/a
Robert L. Crandall	117 Glover Avenue	Norwalk	CT	06850	Director	n/a
Thomas Gillies	117 Glover Avenue	Norwalk	CT	06850	Chief Commercial Officer	n/a
Thomas R. Pilholski	117 Glover Avenue	Norwalk	CT	06850	Chief Financial Officer & EVP	n/a

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: Southern Air Inc.

Case No. 12-12692 (CSS)

Declaration Concerning Debtor's Statement of Financial Affairs

I, Thomas R. Pilholski, Chief Financial Officer & Executive Vice President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 11, 2012

Signature: 

Thomas R. Pilholski

Chief Financial Officer & Executive Vice President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.