

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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<i>In re</i>	:		<b>Chapter 11</b>
	:		
<b>SOUTHERN AIR HOLDINGS, INC., et al.,</b>	:		<b>Case No. 12-12690 (CSS)</b>
	:		
<b>Debtors.<sup>1</sup></b>	:		<b>Jointly Administered</b>
	:		
	:		<b>RE: Docket Nos. 10, 75, &amp; 150</b>
	X		

**CERTIFICATION OF COUNSEL**

The undersigned hereby certifies as follows:

1. On September 28, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) commenced these chapter 11 cases.
  
2. On September 28, 2012, the Debtors filed, among other things, the *Motion of Debtors for Entry of Interim and Final Orders (I) Prohibiting Any Utility Company From Altering, Refusing, or Discontinuing Service, (II) Approving the Debtors’ Proposed Adequate Assurance, and (III) Establishing Procedures to Determine Additional Adequate Assurance of Payment Pursuant to Sections 105(a) and 366 of the Bankruptcy Code* [Docket No. 10] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).
  
3. On October 1, 2012, the Court conducted a first day hearing (the “October 1 Hearing”), at the conclusion of which, the Court entered the *Interim Order (I) Prohibiting any Utility Company from Altering, Refusing, or Discontinuing Service, (II) Approving the Debtors’*

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<sup>1</sup> 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 of the Debtors is 117 Glover Avenue, Norwalk, Connecticut 06850.



*Proposed Adequate Assurance, and (III) Establishing Procedures to Determine Additional Adequate Assurance of Payment Pursuant to Sections 105(a) and 366 of the Bankruptcy Code* [Docket No. 75] (the “Interim Order”). The deadline to object to entry of an order granting the relief in the Motion requested on a final basis was October 18, 2012 at 4:00 p.m. (ET).

4. Subsequent to the filing of the Motion, Connecticut Light and Power Company and Yankee Gas Services Company (collectively, the “Objectors”) filed an objection [Docket No. 150] (the “Objection”) to the Motion.

5. Attached hereto as Exhibit 1 is a revised proposed form of order (the “Revised Proposed Order”) resolving the Objection. For the convenience of the Court and parties in interest, attached hereto as Exhibit 2 is a blackline reflecting the changes made to the proposed final form of order filed with the Motion. The Debtors have shared the Revised Proposed Order with counsel to the Objectors, who has no objection to entry of the same.

*[Remainder of page intentionally left blank.]*

WHEREFORE, the Debtors respectfully request that based upon the *Declaration of Daniel J. McHugh in Support of the Debtors' Chapter 11 Petitions and First Day Relief* [Docket No. 14] and the record of these cases, including the record established at the October 1 Hearing, the Court enter the Revised Proposed Order attached hereto as Exhibit 1 at the earliest convenience of the Court.

Dated: October 23, 2012  
Wilmington, Delaware

/s/ Jaime Luton Chapman  
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*Proposed Attorneys for the  
Debtors and Debtors in Possession*

**EXHIBIT 1**

**Revised Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
: **Chapter 11**  
: **Case No. 12-12690 (CSS)**  
: **Jointly Administered**  
: **Re: Docket Nos. 10 & 75**  
-----X

*In re*  
**SOUTHERN AIR  
HOLDINGS, INC., et al.,  
Debtors.**<sup>1</sup>

**FINAL ORDER (I) PROHIBITING  
ANY UTILITY COMPANY FROM ALTERING, REFUSING,  
OR DISCONTINUING SERVICE, (II) APPROVING THE DEBTORS'  
PROPOSED ADEQUATE ASSURANCE, AND (III) ESTABLISHING  
PROCEDURES TO DETERMINE ADEQUATE ASSURANCE OF PAYMENT  
PURSUANT TO SECTIONS 105(a) AND 366 OF THE BANKRUPTCY CODE**

Upon the motion, dated September 28, 2012 (the "Motion"),<sup>2</sup> of Southern Air Holdings, Inc. and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"), for (a) entry of an interim order (i) prohibiting any Utility Company from altering, refusing, or discontinuing services on account of prepetition amounts outstanding, or on account of any perceived inadequacy of the Debtors' Proposed Adequate Assurance pending entry of a final order, (ii) approving the Debtors' Proposed Adequate Assurance, (iii) establishing procedures for determining additional adequate assurance of payment, and (iv) scheduling a hearing to consider the relief requested herein on a final basis (the "Final Hearing"); and after the Final Hearing (b) entry of a final order granting the relief requested therein on a final basis

<sup>1</sup> 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.

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

pursuant to sections 366 and 105(a) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon consideration of the *Declaration of Daniel J. McHugh in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief*; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having entered an interim order granting the relief requested in the Motion on October 1, 2012; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and all objections to the relief requested in the Motion having been overruled or otherwise resolved; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis, as set forth herein.
2. All objections, if any, to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included in any such objections are denied and overruled on the merits with prejudice.

3. The Debtors' Proposed Adequate Assurance, as set forth in the Motion, satisfies the requirements under section 366 of the Bankruptcy Code.

4. Any Utility Company that fails to comply with the Utility Procedures set forth in the Motion is deemed to have been provided with adequate assurance of payment that is satisfactory to such Utility Company within the meaning of section 366 of the Bankruptcy Code and shall be forbidden from altering, refusing, or discontinuing service to the Debtors on account of any prepetition charges.

5. All amounts in the Utility Deposit Account shall remain, at all times, property of the Debtors' estates, subject to the prepetition and postpetition liens of the agent under the Debtors' prepetition credit facility and the DIP Credit Agreement.<sup>3</sup> Upon confirmation of any plan of reorganization in these chapter 11 cases, and without further order of the Court, all amounts in the Utility Deposit Account shall be immediately available for the Debtors' use, in their sole discretion.

6. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those listed on the Utility Service List attached as Exhibit A to the Motion. The Debtors are authorized to supplement, as necessary, the Utility Service List and this Final Order shall apply to any such Utility Company that is subsequently added to the Utility Service List.

7. The Debtors shall serve a copy of this Final Order, via first class mail on each Utility Company listed on the Utility Service List, and all other parties required to receive service under rule 2002-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the

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<sup>3</sup> The DIP Credit Agreement shall mean that certain Senior Secured Super-Priority Debtor-in-Possession Credit Agreement, by and among Cargo 360, CIBC, and various financial institutions and other persons from time to time parties thereto, dated as of September 27, 2012.

United States Bankruptcy Court for the District of Delaware (the “Local Rules”), within three (3) business days of the date of this Final Order.

8. Nothing contained in this Final Order or the Motion is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors’ or any party in interest’s rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy or lease under section 365 of the Bankruptcy Code. Likewise any payment made pursuant to this Final Order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors’ rights to dispute such claim subsequently. The relief requested herein shall not oblige the Debtors to accept any services, accept the shipment of goods, or prevent the Debtors from returning or rejecting goods.

9. The Debtors’ service of this Final Order upon the Utility Companies shall not constitute an admission or concession that such entities are a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

10. The Connecticut Light and Power Company and Yankee Gas Services Company shall be exempted from the terms of this Final Order.

11. The Debtors are authorized to take all steps necessary to carry out this Final Order.



12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Order.

Dated: \_\_\_\_\_ 2012  
Wilmington, Delaware

\_\_\_\_\_  
CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 2**

**Blackline of Revised Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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*In re* : **Chapter 11**  
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SOUTHERN AIR : **Case No. 12-~~\_\_\_\_\_~~12690 ( CSS)**  
HOLDINGS, INC., *et al.*, :  
:  
Debtors.<sup>1</sup> : **Jointly Administered**  
:  
: **Re: Docket Nos. 10 & 75**  
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**FINAL ORDER (I) PROHIBITING  
ANY UTILITY COMPANY FROM ALTERING, REFUSING,  
OR DISCONTINUING SERVICE, (II) APPROVING THE DEBTORS’  
PROPOSED ADEQUATE ASSURANCE, AND (III) ESTABLISHING  
PROCEDURES TO DETERMINE ADEQUATE ASSURANCE OF PAYMENT  
PURSUANT TO SECTIONS 105(a) AND 366 OF THE BANKRUPTCY CODE**

Upon the motion, dated September 28, 2012 (the “Motion”),<sup>2</sup> of Southern Air Holdings, Inc. and its affiliated debtors, as debtors and debtors in possession (collectively, the “Debtors”), for (a) entry of an interim order (i) prohibiting any Utility Company from altering, refusing, or discontinuing services on account of prepetition amounts outstanding, or on account of any perceived inadequacy of the Debtors’ Proposed Adequate Assurance pending entry of a final order, (ii) approving the Debtors’ Proposed Adequate Assurance, (iii) establishing procedures for determining additional adequate assurance of payment, and (iv) scheduling a hearing to consider the relief requested herein on a final basis (the “Final Hearing”);<sup>3</sup> and after the Final Hearing (b) entry of a final order granting the relief requested therein on a final basis

<sup>1</sup> 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.

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

pursuant to sections 366 and 105(a) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon consideration of the *Declaration of Daniel J. McHugh in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief*; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having entered an interim order granting the relief requested in the Motion on ~~September 11~~October 1, 2012; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and all objections to the relief requested in the Motion having been overruled or otherwise resolved; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis, as set forth herein.
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4. Any Utility Company that fails to comply with the Utility Procedures set forth in the Motion is deemed to have been provided with adequate assurance of payment that is satisfactory to such Utility Company within the meaning of section 366 of the Bankruptcy Code and shall be forbidden from altering, refusing, or discontinuing service to the Debtors on account of any prepetition charges.

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United States Bankruptcy Court for the District of Delaware (the “Local Rules”), within three (3) business days of the date of this Final Order.

8. Nothing contained in this Final Order or the Motion is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors’ or any party in interest’s rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy or lease under section 365 of the Bankruptcy Code. Likewise any payment made pursuant to this Final Order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors’ rights to dispute such claim subsequently. The relief requested herein shall not oblige the Debtors to accept any services, accept the shipment of goods, or prevent the Debtors from returning or rejecting goods.

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10. [The Connecticut Light and Power Company and Yankee Gas Services Company shall be exempted from the terms of this Final Order.](#)

11. ~~10.~~—The Debtors are authorized to take all steps necessary to carry out this Final Order.

12. ~~11.~~—This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Order.

Dated: \_\_\_\_\_ 2012  
Wilmington, Delaware

\_\_\_\_\_  
CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

Document comparison by Workshare Compare on Tuesday, October 23, 2012  
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Description	#12579211v3<YCST01> - SAI - Final Utilities Order (filed wi/ COC)
Rendering set	Standard

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