

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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<i>In re</i>	:	<b>Chapter 11</b>
	:	
SOUTHERN AIR	:	<b>Case No. 12-12690 (CSS)</b>
HOLDINGS, INC., <i>et al.</i> ,	:	
	:	<b>Jointly Administered</b>
Debtors. <sup>1</sup>	:	
	:	
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**SCHEDULES OF ASSETS AND LIABILITIES FOR CF6-50, LLC**

**AMENDED SCHEDULES F & G**

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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 Debtors is 117 Glover Avenue, Norwalk, Connecticut 06850.



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: **Chapter 11**  
: **Case No. 12-12690 (CSS)**  
: **Jointly Administered**  
: **Debtors.<sup>1</sup>**  
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**GENERAL NOTES AND STATEMENT OF  
LIMITATIONS, METHODOLOGY, AND DISCLAIMERS  
REGARDING DEBTORS' FIRST AMENDED SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

On September 28, 2012 (the "Petition Date"), Southern Air Holdings, Inc. 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").

On October 12, 2012, each of the Debtors filed separate Schedules of Assets and Liabilities ("Schedules") and Statements of Financial Affairs ("Statements"). The Schedules and Statements are accompanied by the General Notes and Statement of Limitations, Methodology, and Disclaimers Regarding Debtors' Schedules and Statements (the "General Notes") relating to each of the Debtors' Schedules and Statements and setting forth the basis upon which the Schedules and Statements are presented.

Southern Air Inc. and CF6-50, LLC have herewith filed amendments to their respective Schedules and Statements (the "Amendments"). The Amendments 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 Amendments are fully incorporated into the

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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 Debtors is 117 Glover Avenue, Norwalk, Connecticut 06850.

Schedules and Statements, as applicable. The General Notes are incorporated herein by reference and these General Notes and Statement of Limitations, Methodology, and Disclaimers Regarding Debtors' First Amended Schedules of Assets and Liabilities and Statements of Financial Affairs comprise an integral part of the Debtors' Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

**In re: CF6-50, LLC**

**Case No. 12-12707 (CSS)**

**Chapter 11**

**AMENDED 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.

<b>Name of Schedule</b>	<b>Attached (YES/NO)</b>	<b>No. of Sheets</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Other</b>
A - Real Property	NO	N/A	n/a		
B - Personal Property	NO	N/A	n/a		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	NO	N/A		n/a	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	NO	N/A		n/a	
F - Creditors Holding Unsecured Nonpriority Claims	YES	1		\$51,244.72	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	NO	N/A			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
<b>TOTAL</b>		<b>16</b>		<b>\$51,244.72</b>	

In re: **CF6-50, LLC**

Case No. **12-12707 (CSS)**

**AMENDED 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 (See Instructions Above.)	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
87 Glover LLC Attn: James K. Neff 67 Glover Ave Norwalk, CT 06850			Lease Claim				\$51,244.72
Subtotal (Total on this page)							\$51,244.72
Total (Report also on Summary of Schedules and, if applicable, on The Statistical Summary of Certain Liabilities and Related Data.)							<b>\$51,244.72</b>

In re: CF6-50, LLC

Case No. 12-12707 (CSS)

**AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED**

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.

<p><b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT</b></p>	<p><b>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</b></p>
<p>87 Glover LLC Attn: James K. Neff 67 Glover Ave Norwalk, CT 06850</p>	<p>Property Lease for 87 Glover Avenue, Norwalk CT</p>
<p>Canadian Imperial Bank of Commerce, New York Agency, as Administrative Agent 300 Madison Avenue New York, NY 10017</p>	<p>Subsidiary Guaranty of the Credit Agreement dated September 6, 2007</p>

In re: CF6-50, LLC

Case No. 12-12707 (CSS)

**DECLARATION CONCERNING DEBTOR'S AMENDED SCHEDULES**

I, Thomas R. Pilholski, Treasurer of Sole Member, Cargo 360, Inc. of the LLC named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 6 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: October 24, 2012

Signature:



Thomas R. Pilholski

Treasurer of Sole Member, Cargo 360, Inc.