

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
:
In re : **Chapter 11**
:
SOUTHERN AIR : **Case No. 12-12690 (CSS)**
HOLDINGS, INC., *et al.*, :
:
Debtors.¹ : **Jointly Administered**
:
:
Hearing Date: **March 14, 2013 at 2:00 p.m.**
:
Obj. Deadline: **March 1, 2013 at 4:00 p.m.**
-----X

**NOTICE OF (I) APPROVAL OF THE DISCLOSURE STATEMENT,
(II) ESTABLISHMENT OF THE RECORD DATE, (III) HEARING ON
CONFIRMATION OF THE SECOND AMENDED PLAN AND PROCEDURES
FOR OBJECTING TO CONFIRMATION THEREOF, AND (IV) PROCEDURES
AND DEADLINE FOR VOTING ON THE SECOND AMENDED PLAN**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:

Southern Air Holdings, Inc.	Case No. 12-12690 (CSS)
Cargo 360, Inc.	Case No. 12-12691 (CSS)
Southern Air Inc.	Case No. 12-12692 (CSS)
Air Mobility Inc.	Case No. 12-12693 (CSS)
21110 LLC	Case No. 12-12694 (CSS)
21111 LLC	Case No. 12-12695 (CSS)
21221 LLC	Case No. 12-12696 (CSS)
21550 LLC	Case No. 12-12697 (CSS)
21576 LLC	Case No. 12-12698 (CSS)
21590 LLC	Case No. 12-12699 (CSS)
21787 LLC	Case No. 12-12700 (CSS)
21832 LLC	Case No. 12-12701 (CSS)
23138 LLC	Case No. 12-12702 (CSS)
24076 LLC	Case No. 12-12703 (CSS)
46914 LLC	Case No. 12-12704 (CSS)
Aircraft 21255, LLC	Case No. 12-12705 (CSS)
Aircraft 21380, LLC	Case No. 12-12706 (CSS)
CF6-50, LLC	Case No. 12-12707 (CSS)

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.



PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** On January 29, 2013, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) held a hearing at which it approved the *Disclosure Statement for the Second Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated January 18, 2013 [Docket No. 520] (as may be further amended, the “Disclosure Statement”)² of Southern Air Holdings, Inc., Cargo 360, Inc., Southern Air Inc., Air Mobility Inc., 21110 LLC, 21111 LLC, 21221 LLC, 21550 LLC, 21576 LLC, 21590 LLC, 21787 LLC, 21832 LLC, 23138 LLC, 24067 LLC, 46914 LLC, Aircraft 21255, LLC, Aircraft 21380, LLC, and CF6-50, LLC, as debtors and debtors in possession (collectively, the “Debtors”), and thereafter entered an order [Docket No. 518] (the “Order”) with respect thereto. The Order, among other things, authorizes the Debtors to solicit votes to accept or reject the *Second Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated January 18, 2013 [Docket No. 470] (as may be further amended, the “Second Amended Plan”).

2. **Confirmation Hearing.** A hearing to consider confirmation of the Second Amended Plan (the “Confirmation Hearing”) will commence on **March 14, 2013 at 2:00 p.m. (Eastern Time)**, before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the Bankruptcy Court. The Confirmation Hearing may be adjourned or continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing, or any continued hearing, or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court. The Second Amended Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.

3. **Record Date for Voting Purposes.** The following holders of claims against or interests in the Debtors as of **January 29, 2013** (the “Record Date”) are entitled to vote on the Second Amended Plan:

- a) record holders, as of the Record Date, of claims listed on the Debtors’ schedules of liabilities, to the extent that such claims (i) are listed in an amount greater than zero and are not identified as contingent, unliquidated, or disputed, and (ii) have not been superseded by a filed proof of claim; and
- b) record holders as of the Record Date, of claims, to the extent that such claims (i) are the subject of timely filed proofs of claim, (ii) have not been disallowed, expunged, disqualified or suspended prior to the Record Date, and (iii) are not the subject of a pending claim objection or request for estimation as of the Record Date, unless a Rule 3018(a) Motion (as defined below) has been filed.

4. **Ballot Date.** All votes to accept or reject the Second Amended Plan must be **actually received** by the Debtors’ voting and tabulation agent, Kurtzman Carson Consultants LLC, at the address set forth below, by no later than **8:00 p.m. (Eastern Time) on March 5, 2013** (the “Ballot Date”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement or the Second Amended Plan, as applicable.

Southern Air Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, California 90245

5. ***Parties in Interest Not Entitled to Vote.*** Holders of unimpaired Claims in classes deemed to accept the Second Amended Plan and holders of Claims and Equity Interests in classes deemed to reject the Second Amended Plan are not entitled to vote and will not receive a Ballot. Such holders will receive an applicable Notice of Non-Voting Status rather than a Ballot. If you have timely filed a proof of Claim and disagree with either (a) the Debtors' objection to your Claim and believe that you should be entitled to vote on the Second Amended Plan or (b) the Debtors' classification or request for estimation of your Claim and believe that you should be entitled to vote on the Second Amended Plan in a different amount or class, then you must serve on the parties identified in paragraph 6 below and file with the Bankruptcy Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your Claim in a different amount or in a different class for purposes of voting to accept or reject the Second Amended Plan. All Rule 3018(a) Motions must be filed on or before the fourteenth (14th) day after service of notice of an objection or request for estimation, if any, as to your Claim, but in no event later than **February 7, 2013 at 4:00 p.m. (Eastern Time)**. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered. As to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court. Creditors may contact Kurtzman Carson Consultants LLC at (877) 634-7163 to receive an appropriate Ballot for any Claim for which a proof of Claim has been timely filed and a Rule 3018(a) Motion has been granted.

6. ***Objections to Confirmation.*** The deadline to object or respond to confirmation of the Second Amended Plan is **March 1, 2013 at 4:00 p.m. (Eastern Time)** (the "Plan Objection Deadline").

Objections and responses, if any, to confirmation of the Second Amended Plan, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objecting party and the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property; and (d) provide the basis for the objection and the specific grounds therefor.

Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the United States Bankruptcy Court Clerk's Office, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 to the attention of the chambers of the Honorable Christopher S. Sontchi, United States Bankruptcy Judge.

Any objections or responses must be served so that they are **actually received** by the following parties no later than the Plan Objection Deadline:

Debtors

Southern Air Holdings, Inc.
117 Glover Avenue
Norwalk, Connecticut 06850
Attn: Jon E. Olin, Esq.

Counsel to the Debtors

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Brian S. Rosen, Esq.

***Counsel to the Prepetition Agent
And the DIP Agent***

Milbank, Tweed, Hadley &
M^cCloy LLP
One Chase Manhattan Plaza
New York, New York 10005
Attn: Matthew S. Barr, Esq.

Counsel to the Creditors' Committee

Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
Attn: S. Jason Teele, Esq.

Office of the U.S. Trustee

Office of the U.S. Trustee for the District of Delaware
844 King Street, Suite 2207, Lockbox 35
Wilmington, Delaware 19899
Attn: Jane M. Leamy, Esq.

Co-Counsel to the Debtors

Young Conaway Stargatt & Taylor, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Attn: M. Blake Cleary, Esq.

Counsel to the Oak Hill Entities

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
Attn: Stephen J. Shimshak, Esq.
Alice B. Eaton, Esq.

Co-Counsel to the Creditors' Committee

Pachulski Stang Ziehl & Jones LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899 (Courier 19801)
Attn: Bradford J. Sandler, Esq.

IF ANY OBJECTION TO CONFIRMATION OF THE SECOND AMENDED PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE SECOND AMENDED PLAN AND MAY NOT BE HEARD AT THE CONFIRMATION HEARING.

7. *Parties That Will Not Be Entitled to Vote or Receive Any Distribution.* Any holder of a claim that is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs, and schedules of executory contracts and unexpired leases at \$0.00, or in an unknown amount, or as disputed, contingent, or unliquidated, and that has not filed a timely proof of claim, shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Second Amended Plan. **PLEASE NOTE THAT, NOTWITHSTANDING YOUR FAILURE TO FILE A PROOF OF CLAIM OR BE SCHEDULED, YOUR RIGHTS MAY NEVERTHELESS BE IMPAIRED BY THE SECOND AMENDED PLAN.**

8. ***Additional Information.*** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Second Amended Plan should contact the Debtors' Voting Agent, Kurtzman Carson Consultants LLC at (877) 634-7163. Interested parties may also review the Disclosure Statement and the Second Amended Plan free of charge at www.kccllc.net/southernair. In addition, the Disclosure Statement and Second Amended Plan are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy Court's website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

9. ***Releases and Injunctions.*** The Second Amended Plan contains releases of certain persons and entities, including, among others, the Debtors, the Oak Hill Entities, the DIP Lenders, and the Consenting Lenders. Specifically, the Second Amended Plan provides, in relevant part:

31.6 Voluntary Releases by Holders of Claims: Except as otherwise expressly provided in the Plan or the Confirmation Order, on the Effective Date, for good and valuable consideration, to the fullest extent permissible under applicable law, each Person that (a)(i) has held, currently holds or may hold a Claim or any other obligation, suit, judgment, damage, debt, right, remedy, defense, counterclaim, cause of action or liability of any nature whatsoever, (ii) submitted a Ballot, and (iii) elected to opt in to the releases contained in this paragraph by marking the appropriate box on the Ballot, or (b)(i) otherwise receives a distribution pursuant to the Plan and (ii) accepts such distribution, including, without limitation, by negotiation of any check drawn in accordance with Section 20.5 of the Plan, and each of their respective Related Persons (other than with respect to the Related Persons of the Lender Parties), shall, and shall be deemed to, completely and forever release, waive, void, extinguish and discharge unconditionally each and all of the Released Parties and each of their respective Related Persons from any and all Claims, obligations, suits, judgments, damages, debts, rights, remedies, defenses, counterclaims, causes of action and liabilities on account of, in connection with, or in any way related to such Claim (including, without limitation, those arising under the Bankruptcy Code), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, disputed or undisputed, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are or may be based in whole or part or otherwise relating to any act, omission, transaction, event or other circumstance taking place, arising or existing on or prior to the Effective Date (including prior to the Petition Date) in connection with or related to any of the Debtors, the Debtors in Possession, the Reorganized Debtors or their respective assets, property and estates, the Chapter 11 Cases, the Plan, the Disclosure Statement, the Plan Support Agreement, the Oak Hill 1110 Stipulation, the Oak Hill Leases, the DIP Agreement or the compromises and settlements embodied herein or any negotiations regarding or concerning such compromises or settlements.

31.7 Injunction Related to Releases: Except as provided in the Plan or the Confirmation Order, as of the Effective Date, (a) all Entities that hold, have held, or may hold a Claim or any other obligation, suit, judgment, damage, debt, right, remedy, causes of action or liability of any nature whatsoever, or any Equity Interest or other right of a Holder of an equity security or other ownership interest, relating to any of the Debtors, the Reorganized Debtors, the Released Parties, or any of their respective assets, property and estates, that is released pursuant to Sections 31.4, 31.5 or 31.6 of the Plan, (b) all other parties in interest, and (c) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged or released Claims or other obligations, suits, judgments, damages, debts, rights, remedies, causes of action or liabilities, and of all Equity Interests or other rights of a holder of an equity security or other ownership interest: (i) commencing, conducting or continuing in any

manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Sections 31.4, 31.5 or 31.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Plan or the Confirmation Order; provided, that this provision shall not apply to the rights of the Debtors, or the Reorganized Debtors to take any action with respect to any of or all the General Liability Insurance Policies.

31.8 Exculpation: None of the Released Parties, the members of the Creditors' Committee and the professionals retained by the Creditors' Committee shall have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases, the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan; provided, however, that the foregoing provisions of this Section 31.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.

If you do not object to the Second Amended Plan or if your objections are overruled, you will be bound by the confirmation of the Second Amended Plan, including all release, injunction, and exculpation provisions as set forth above.

Dated: February 1, 2013
Wilmington, Delaware

Brian S. Rosen, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Counsel to the Debtors and
Debtors in Possession

M. Blake Cleary, Esq.
YOUNG CONAWAY
STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Co-Counsel to the Debtors and
Debtors in Possession