

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**
  
:
  
: **Hearing Date: N/A**
  
: **Objection Deadline: N/A**
  
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**MOTION OF DEBTORS FOR ENTRY OF AN  
ORDER SHORTENING THE NOTICE AND OBJECTION  
PERIODS WITH RESPECT TO MOTION OF DEBTORS FOR  
AUTHORITY TO FILE UNDER SEAL CERTAIN DOCUMENTS  
IN THIRD AMENDMENT TO PLAN SUPPLEMENT**

Southern Air Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the “Debtors”), submit this motion (“Motion to Shorten”) for entry of an order, pursuant to section 105 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”): (a) shortening the notice and objection periods for a hearing on the *Motion of Debtors for Authority to File Under Seal Certain Documents in Third Amendment to Plan Supplement* (the “Seal Motion”),<sup>2</sup> filed contemporaneously herewith; (b) allowing the Seal Motion to be heard at the hearing

<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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Seal Motion.



scheduled on March 14, 2013 at 2:00 p.m. (Eastern Time) (the “Confirmation Hearing”); and (c) permitting parties to submit written objections, if any, to the Seal Motion until March 11, 2013 at 4:00 p.m. (Eastern Time) (the “Proposed Objection Deadline”), and in support thereof, respectfully represent as follows:

**Jurisdiction**

1. This Court has jurisdiction to consider this matter 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Background**

2. On September 28, 2012 (the “Petition Date”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue 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 for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

3. On November 21, 2012, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) filed a notice [Docket No. 293] appointing a statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”). No trustee or examiner has been appointed in these chapter 11 cases.

4. On January 18, 2013, the Debtors filed 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 further amended, modified, or supplemented from time to time, the “Plan”) and the *Disclosure Statement for the Second Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 472] (the “Disclosure Statement”). On January 29, 2013, the Court entered an order approving the Disclosure Statement [Docket No. 518].

5. On February 19, 2013, the Debtors filed that certain *Plan Supplement in Support of Second Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated February 19, 2013 [Docket No. 573] (as may be amended, modified, or supplemented from time to time, the “Plan Supplement”). The Debtors subsequently filed amendments to the Plan Supplement on February 26, 2013 [Docket No. 598] and March 1, 2013 [Docket No. 615].

6. The Confirmation Hearing is scheduled for March 14, 2013.

#### **Relief Requested**

7. By this Motion to Shorten, the Debtors seek entry of an order, pursuant to section 105 of the Bankruptcy Code, Bankruptcy Rule 2002 and Local Rule 9006-1 (i) shortening the notice and objection periods for a hearing on the Seal Motion; (ii) allowing the Seal Motion to be heard at the Confirmation Hearing; and (iii) permitting parties to submit objections, if any, to the Seal Motion until the Proposed Objection Deadline. A proposed order is attached hereto as Exhibit A (the “Proposed Order”).

#### **Basis for Relief Requested**

8. Local Rule 9006-1(c) requires that all motion papers be filed and served at least eighteen (18) days prior to the hearing date scheduled for such motion and twenty-one (21) days if notice is given by first class mail, unless the Bankruptcy Rules or the Local Rules state

otherwise. *See* Del. Bankr. L.R. 9006-1(c). Local Rule 9006-1(c) further requires that the objection deadline set for a motion be no later than seven (7) days before the scheduled hearing date. Local Rule 9006-1(e), however, authorizes the Court to schedule a motion for hearing on less notice than is required by the Local Rules or the Bankruptcy Rules on “written motion specifying the exigencies justifying shortened notice.” Del. Bankr. L.R. 9006-1(e). The Debtors respectfully submit that the relief requested herein is necessary and appropriate under the circumstances.

9. Pursuant to Section 27.1 of the Plan, the Debtors filed that certain *Third Amendment to Plan Supplement in Support of Second Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, which includes that certain Fee Letter, dated March 4, 2013, relating to the Exit Facility (the “Fee Letter”) and that certain Commitment Letter, dated March 4, 2013, relating to the Exit Facility (the “Commitment Letter”) and together with the Fee Letter, the “Confidential Letters”). Pursuant to the Seal Motion, the Debtors seek entry of an order authorizing the Debtors to file the Confidential Letters under seal and directing that it remain under seal, confidential, and not be made available to anyone other than the Court and the Confidential Parties. The Debtors submit that ample cause exists to grant the relief sought in the Seal Motion. As set forth more fully in the Seal Motion, the Confidential Letters contain confidential commercial information, and are, thus, entitled to protection pursuant to section 107(b) of the Bankruptcy Code. Indeed, the Confidential Letters contain information that, if disclosed, may give the Debtors’ and the lenders’ competitors a strategic advantage in the marketplace. Additionally, the Confidential Letters will be made available to the Confidential Parties, thus, providing notice and disclosure to the parties in these chapter 11 cases that have the greatest interest in the Confidential Letters. The Confidential Letters are

integral to and part of the Plan, and, if the Plan is confirmed, the Confidential Letters shall be approved in the order confirming the Plan. The Debtors submit that, in light of the foregoing, shortening the required eighteen (18) days' notice for the Seal Motion is both reasonable and necessary under the circumstances and request that a hearing to approve the Seal Motion be scheduled for the Confirmation Hearing. Additionally, the Debtors submit that the Proposed Objection Deadline will offset any potential prejudice that parties in interest may incur by the Seal Motion being heard on shortened notice.

10. Based on the foregoing, the Debtors believe that cause exists for the Seal Motion to be heard on an expedited basis at the Confirmation Hearing, with all objections being due on or before the Proposed Objection Deadline.

**Notice**

11. Notice of this Motion to Shorten has been provided to (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; (c) Canadian Imperial Bank of Commerce, New York Agency ("CIBC"); (d) counsel to CIBC; (e) Oak Hill; (f) counsel to Oak Hill; and (g) all parties who have filed a notice of appearance and request for service of documents in these chapter 11 cases. The Debtors respectfully submit that such notice is sufficient under the circumstances.

**No Previous Request**

12. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: March 7, 2013  
Wilmington, Delaware

/s/ Maris J. Kandestin  
M. Blake Cleary (No. 3614)  
Maris J. Kandestin (No. 5294)  
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*Attorneys for the Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**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. _____</b>
	X		

**ORDER SHORTENING THE NOTICE AND  
OBJECTION PERIODS WITH RESPECT TO MOTION  
OF DEBTORS FOR AUTHORITY TO FILE UNDER SEAL CERTAIN  
DOCUMENTS IN THIRD AMENDMENT TO PLAN SUPPLEMENT**

Upon the motion, dated March 7, 2013 (the “Motion to Shorten”),<sup>2</sup> of Southern Air Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order pursuant to section 105 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9006-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”): (a) shortening the notice and objection periods for a hearing on the Seal Motion; (b) allowing the Seal Motion to be heard at the Confirmation Hearing; and (c) permitting parties to submit written objections, if any, to the Seal Motion until the Proposed Objection Deadline; and the Court having jurisdiction to consider the Motion to Shorten and the relief requested

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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.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Motion to Shorten.



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 to Shorten 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 to Shorten having been provided under the circumstances; and the Court having reviewed the Motion to Shorten and determined that the legal and factual bases set forth in the Motion to Shorten establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion to Shorten is in the best interests of the Debtors and their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion to Shorten is GRANTED, as set forth herein.
2. The hearing to consider the Seal Motion and the relief requested therein shall be held on March 14, 2013 at 2:00 p.m. (Eastern Time), at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801.
3. The deadline to submit written objections or otherwise respond to the relief requested in the Seal Motion shall be 4:00 p.m. (Eastern Time) on March 11, 2013.

Dated: \_\_\_\_\_, 2013  
Wilmington, Delaware

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CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE