

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**NOTICE OF PROPOSED DIRECTORS
AND OFFICERS OF THE REORGANIZED DEBTORS
PURSUANT TO SECTION 1129(a)(5) OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that, pursuant to Section 28.1 of 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] (the "Plan"),² upon the Effective Date, the individuals listed below are proposed to serve as members of the board of directors and officers of the Reorganized Debtors, respectively.

A. Board of Directors of the Reorganized Debtors

1. Hank Halter
2. Daniel J. McHugh
3. Jonathan G. Ornstein
4. Robert A. Peiser
5. Michael J. Warren

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.

² Capitalized terms used but not otherwise defined shall have the meanings ascribed to them in the Plan.



B. Known Officers of the Reorganized Debtor

1. Chief Executive Officer: Daniel J. McHugh
2. Chief Legal Officer: Jon E. Olin
3. Chief Operating Officer: David R. Soaper

PLEASE TAKE FURTHER NOTICE THAT attached hereto as Exhibit A are copies of the biographies of such individuals.

PLEASE TAKE FURTHER NOTICE THAT, as provided in the Plan, the names and individuals listed above may be amended at any time during the period from the Confirmation Hearing up to and including the Effective Date, in which case, the Debtors shall file a notice thereof with the Bankruptcy Court and, for purposes of section 1129(a)(5) of the Bankruptcy Code, any newly-added person shall be deemed to have been selected and disclosed prior to the Confirmation Hearing.

Dated: March 11, 2013
Wilmington, Delaware

/s/ Maris J. Kandestin
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Exhibit A

Members of the Board of Directors

Daniel J. McHugh – President and Chief Executive Officer, Southern Air Inc.

Mr. McHugh is a current board member as well as the President and Chief Executive Officer for Southern Air Inc. Prior to his appointment as Chief Executive Officer, Mr. McHugh served as Chief Executive Officer for DHL Express Asia Pacific and chaired the company's Asia Pacific Management Board. Mr. McHugh spent the majority of his thirty (30) year career in Asia in the transportation, supply chain and investment banking sectors. Prior to joining DHL Express, Mr. McHugh served as a senior executive for Vietnam Partners, a New York-based investment bank. Mr. McHugh is also currently a member of the board for Intermarine, a privately held United States flag shipping company; a member of the board for PATS Aircraft Systems; and a member of the Board of Regents for Loras College. Mr. McHugh received a degree in Business Administration and Literature from Loras College and a Master's Degree in Business Administration from Duke University.

Hank Halter – Delta Community Credit Union, Interim President, CEO, Board Member & Former Chief Financial Officer, Delta Air Lines

Mr. Halter currently is the Interim President, CEO and Board Member for Delta Community Credit Union. Up until March 2012, he served as the Chief Financial Officer for Delta Air Lines, where he began working in 1998 as Managing Director. Mr. Halter also serves on the board of directors for Erickson Air-Crane, Inc. and the Atlanta Police Foundation, and is an advisory board member for Sojern, Inc. Prior to working for Delta Air Lines, Mr. Halter was a manager for American Airlines, Inc., and before joining American Airlines, Inc., worked at Ernst & Young. Mr. Halter received a Bachelor of Science in Accounting from Villanova University and a Master's Degree in Business Administration from Duke University.

Jonathan G. Ornstein – Chairman and Chief Executive Officer, Mesa Air Group, Inc.

Mr. Ornstein is the current Chairman and Chief Executive Officer for Mesa Air Group, Inc. (“Mesa”). Mr. Ornstein rejoined Mesa in March 1998, helping to orchestrate a comprehensive operational and financial restructuring for the airline. Prior to joining Mesa, Mr. Ornstein served as Chairman, President and Chief Executive Officer for Virgin Express S.A. /N.V., President and Chief Executive Officer for Continental Express and was Senior Vice President Airport Services for Continental Airlines (responsible for, among other things, cargo), and Executive Vice President for Air LA, Inc. Mr. Ornstein attended the University of Pennsylvania from 1975 through 1978.

Robert A. Peiser – Current Board Member for Various Companies

Mr. Peiser is Chairman of the board of directors for USA Truck, Inc., a public company, and a member of the board of directors of a number of private companies, including NM Group Global, eCardio Diagnostics, America's PowerSports, Inc., and various other not-for-profit organizations. Mr. Peiser has also in the past served on the board of directors of Pinnacle Airlines Corp. and Kitty Hawk, Inc. Mr. Peiser previously served as Chairman and Chief Executive Officer for Omniflight Helicopters, Inc. Mr. Peiser has also served as Executive Vice

President and Chief Financial Officer for Trans World Airlines, Inc. and President and Chief Executive Officer for Western Pacific Airlines. Mr. Peiser also worked for BBK, Ltd., providing turnaround consulting services. Mr. Peiser received a Bachelor of Arts in Economics from the University of Pennsylvania and a Master's Degree in Business Administration from Harvard University.

Michael J. Warren – Vice President, Oak Hill Capital Management, LLC

Mr. Warren serves as Principal for Oak Hill Capital Management, LLC (“Oak Hill”) and has served as a member of the board of directors for Southern Air Inc. since 2007. Prior to working for Oak Hill, Mr. Warren worked for Palladium Equity Partners, LLC, where he served as Vice President from May 2003 through September 2005 and as an Associate from April 1999 through April 2003. Mr. Warren received a Bachelor of Arts in Economics from Brown University.

Known Officers of the Reorganized Debtors

Daniel J. McHugh – President and Chief Executive Officer, Southern Air Inc.

[See above]

Jon E. Olin – Chief Legal Officer and General Counsel, Southern Air Inc.

Jon E. Olin is the current Chief Legal Officer, Senior Vice President, and General Counsel for Southern Air Inc. and will continue to serve in such capacity for the Reorganized Debtors. Prior to working for Southern Air Inc., Mr. Olin served as Senior Vice President, General Counsel and Secretary for Deutsche Post DHL. Mr. Olin received a Bachelor of Arts from the University of Iowa and a Juris Doctorate from Santa Clara University School of Law and a Master of Laws (LL.M.) from McGeorge School of Law.

David R. Soaper – Chief Operating Officer, Southern Air Inc.

David R. Soaper is the current Chief Operating Officer for Southern Air Inc. and will continue to serve in such capacity for the Reorganized Debtors. Prior to working for Southern Air Inc., Mr. Soaper worked for Comair Inc., where he served as Senior Vice President of Aircraft Operations from 2006 through 2010. Mr. Soaper received a Bachelor of Business Administration from Wilmington College.