

ORIGINAL

**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., :
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: **Jointly Administered**
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Debtors.¹ : **Re: Docket No. 616**
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**ORDER GRANTING MOTION OF DEBTORS FOR
AUTHORITY TO FILE UNDER SEAL FORM OF MANAGEMENT
AGREEMENT IN SECOND AMENDMENT TO PLAN SUPPLEMENT**

Upon the motion, dated March 1, 2013 (the "Motion"),² of Southern Air Holdings, Inc. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "Debtors"), requesting entry of an order pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(b) authorizing the Debtors to file under seal the form of Management Agreement contained in the Second Amendment (the "Management Agreement"); 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,

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 All capitalized terms not used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



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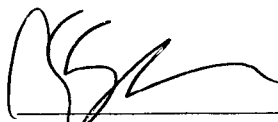
and in accordance with the Court's order, dated March 4, 2013 [Docket No. 622]; and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for 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 the Debtors having filed a redacted version of the Management Agreement to address the U.S. Trustee's concerns with respect to the Motion; 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, as set forth herein.
2. The Debtors are hereby authorized to file a redacted version of the Management Agreement pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(b).
3. The redacted portion of the Management Agreement is confidential and shall remain under seal, and shall not be made available to anyone, except that copies shall be provided to the Court, the U.S. Trustee, the DIP Lenders, Oak Hill, the Creditors' Committee, and the Prepetition Lenders, as well as their respective legal and financial advisors, all on a confidential basis, and to any other parties as otherwise ordered or required by the Court.
4. The U.S. Trustee, the DIP Lenders, Oak Hill, the Creditors' Committee, and the Prepetition Lenders, as well as their respective legal and financial advisors, shall keep the Management Agreement confidential.

5. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: 3/14, 2013
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE