

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

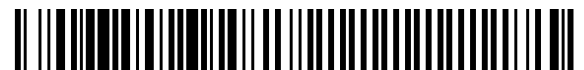
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**In re** : **Chapter 11**  
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**SOUTHERN AIR** : **Case No. 12-12690 (CSS)**  
**HOLDINGS, INC., et al.,** :  
 : **Jointly Administered**  
**Debtors.**<sup>1</sup> : **Re: Docket No. 735**  
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**ORDER, PURSUANT SECTIONS 105, 1127 AND 1142  
OF THE BANKRUPTCY CODE, APPROVING (A) THE MODIFIED  
PLAN SUPPLEMENT, AND (B) THE SECTION 6.1 MODIFICATION**

Upon consideration of the modified Plan Supplement documents annexed hereto as Exhibit 1 (the "Modified Plan Supplement")<sup>2</sup> and the Debtors' proposed modification of Section 6.1 of the Plan (the "Section 6.1 Modification"); and the Bankruptcy Court having jurisdiction to consider the Stipulation 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 Stipulation and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that no other or further notice need be provided; and the Bankruptcy Court having reviewed the Modified Plan Supplement and the Section 6.1 Modification; and it appearing that

<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> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.



Modified Plan Supplement and the Section 6.1 Modification are in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Bankruptcy Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

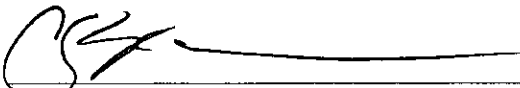
1. The Modified Plan Supplement is APPROVED pursuant to sections 105, 1127 and 1142 of the Bankruptcy Code.

2. The Section 6.1 Modification is APPROVED pursuant to sections 105, 1127 and 1142 of the Bankruptcy Code, and Section 6.1 of the Plan, entitled "*Allowance and Treatment of Prepetition Lender Claims*," shall be modified to insert the following proviso prior to "and (3)":

; provided, however, that, with the prior written consent of the Debtors, certain Prepetition Lenders may elect to receive additional Prepetition Lender Warrants in lieu of a portion of the Prepetition Lender Reorganized Southern Air Parent Common Stock such Prepetition Lenders would otherwise be entitled to receive in accordance with this Section 6.1, which Prepetition Lender Warrants, if elected to be received, would be in an amount economically equivalent to the amount of Prepetition Lender Reorganized Southern Air Parent Common Stock such Prepetition Lenders would otherwise be entitled to receive hereunder,

3. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: April 11, 2013  
Wilmington, Delaware

  
CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE