

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
:

In re : **Chapter 11**
:

SOUTHERN AIR : **Case No. 12-12690 (CSS)**
HOLDINGS, INC., et al., :
:

: **Jointly Administered**
:

Debtors.¹ : **Ref. No. 673 & 736**
:

-----X

**NOTICE OF (A) ENTRY OF ORDER
CONFIRMING SECOND AMENDED JOINT PLAN OF
AFFILIATED DEBTORS PURSUANT TO CHAPTER 11 OF THE UNITED
STATES BANKRUPTCY CODE AND (B) OCCURRENCE OF THE EFFECTIVE DATE**

TO CREDITORS, EQUITY INTEREST HOLDERS, AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that, pursuant to an order, dated March 18, 2013 [Docket No. 673] (the “Confirmation Order”), 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 modified, the “Plan”), 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”), was confirmed by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), as modified pursuant to an order, dated April 10, 2013 [Docket No. 736] (the “Supplemental Order”), wherein the Bankruptcy Court approved modifications to (i) the Plan Supplement documents and (ii) Section 6.1 of the Plan. Unless otherwise defined in this Notice, capitalized terms used herein shall have the meanings ascribed to them in the Plan and the Confirmation Order.

PLEASE TAKE FURTHER NOTICE that copies of the Confirmation Order and the Supplemental Order, the Plan, and related documents, are available at <http://www.kccllc.net/southernair> or the Bankruptcy Court’s website at www.deb.uscourts.gov and also are available for inspection during regular business hours in the office of the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

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 FURTHER NOTICE that the Effective Date of the Plan occurred on April 15, 2013 and the Plan was substantially consummated.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Plan, on or prior to the Effective Date, the Litigation Trust Agreement was executed and the Litigation Trust was established. Pursuant to the Confirmation Order, the Bankruptcy Court approved the appointment of Tom Mercaldo, Mark Walenczyk, and Barry Mukamal as the initial members of the Litigation Trust Board, Barry E. Mukamal as the “Litigation Trustee” for the Litigation Trust, and CSC Trust Company of Delaware as the “Delaware Trustee” for the Litigation Trust. The Litigation Trustee can be contacted as follows:

Barry E. Mukamal
One SE Third Avenue, Tenth Floor
Miami, FL 33131

PLEASE TAKE FURTHER NOTICE that, pursuant to paragraph 32**Error! Reference source not found.** of the Confirmation Order, the deadline for filing proofs of or requests for payment of Administrative Expense Claims (“Administrative Expense Requests”) is **May 15, 2013**; provided, however, that no Administrative Expense Request shall be required if such Administrative Expense Claim was incurred in accordance with an order of the Bankruptcy Court or with the consent of the Debtors or in the ordinary course of the Debtors’ operations. All Administrative Expense Requests should be sent to the following:

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

Administrative Expense Requests will be deemed timely filed only if **actually received** by Kurtzman Carson Consultants LLC by **8:00 p.m. (Eastern Time)** on May 15, 2013 (the “Administrative Deadline”). Administrative Expense Requests may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

PLEASE TAKE FURTHER NOTICE that, if you are required to file an Administrative Expense Request pursuant to paragraph 32 of the Confirmation Order and fail to do so by the Administrative Deadline, you will be forever barred, estopped, and enjoined from asserting such Administrative Expense Claim (and from filing an Administrative Expense Request with respect to such Administrative Expense Claim) against the Debtors, their estates, and their property and the Debtors, the Reorganized Debtors, and the Litigation Trust will be forever discharged from any and all indebtedness or liability with respect to such Administrative Expense Claim.

PLEASE TAKE FURTHER NOTICE that, pursuant to paragraph 33 of the Confirmation Order, any Entity seeking an award by the Bankruptcy Court of compensation or reimbursement of expenses in accordance with section 328, 330 or 331 of the Bankruptcy Code or entitled to priorities established pursuant to section 503(b)(2), 503(b)(3), 503(b)(4) or 503(b)(5) of the Bankruptcy Code shall (1) file with the Clerk of the Bankruptcy Court on or

prior to **5:00 p.m. (Eastern Time) on July 15, 2013**, an application, including, without limitation, a final fee application, for such award of compensation or reimbursement (2) serve a copy thereof, together with exhibits and schedules related thereto, upon (a) Weil, Gotshal & Manges LLP, Attorneys for the Debtors, 767 Fifth Avenue, New York, NY 10153, Attn: Brian S. Rosen, Esq., (b) Young Conaway Stargatt & Taylor, LLP, Attorneys for the Debtors, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: M. Blake Cleary, Esq., (c) Milbank, Tweed, Hadley & McCloy, Attorneys for Canadian Imperial Bank of Commerce, New York Agency, 1 Chase Manhattan Plaza, New York, NY 10005, Attn: Matthew S. Barr, Esq., (d) Paul Weiss Rifkind Wharton & Garrison LLP, Attorneys for the Oak Hill Entities, 1285 Avenue of the Americas, New York, NY 10019, Attn: Alice B. Eaton, Esq., (e) Lowenstein Sandler PC, Attorneys for the Creditors' Committee, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele, Esq., (f) Pachulski Stang Ziehl & Jones LLP, Attorneys for the Creditors' Committee, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705, Attn: James E. O'Neill, Esq., and (g) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jane Leamy, Esq., and (3) comply with the requirements set forth in the Bankruptcy Court orders dated October 24, 2012 [Docket No. 199] and December 12, 2012 [Docket No. 371].

PLEASE TAKE FURTHER NOTICE that, pursuant to Section 22.5 of the Plan and paragraph 19 of the Confirmation Order, if the rejection of an executory contract or unexpired lease by the Debtors thereunder results in damages to the other party or parties to such contract or lease, any claim for such damages, if not heretofore evidenced by a filed proof of claim, shall be forever barred and shall not be enforceable against the Debtors, or their properties or agents, successors, or assigns, unless a proof of claim is filed with the Bankruptcy Court and served upon attorneys for the Debtors on or before thirty (30) days after the latest to occur of (a) the Confirmation Date, and (b) notice of an amendment to the Assumption Schedule (if the filing party's executory contract or unexpired lease is subject to such amendment).

PLEASE TAKE FURTHER NOTICE that the Plan and its provisions are binding on the Debtors, the Reorganized Debtors, the Litigation Trust, the Litigation Trustee, any holder of a Claim against, or Equity Interest in, the Debtors and such holder's respective successors and assigns, whether or not the Claim or Equity Interest of such holder is impaired by the Plan and whether or not such holder or Entity voted to accept the Plan.

Dated: April 15, 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

*Attorneys for the Debtors
and Debtors in Possession*

M. Blake Cleary (No. 3614)
Maris J. Kandestin (No. 5394)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253