

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
 :
 SOUTHERN AIR HOLDINGS, INC., : Case No. 12-12690 (CSS)
 :
 Reorganized Debtor.¹ : Jointly Administered
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 : Re: Docket Nos. 673 and ____
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**ORDER PURSUANT TO SECTION 305(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3022, AND LOCAL RULE 3022-1
CLOSING CERTAIN OF THE REORGANIZED DEBTORS' CHAPTER 11 CASES**

Upon consideration of that certain order, dated March 18, 2013, [Docket No. 673] (the "Confirmation Order"),² authorizing counsel to the above-captioned reorganized debtors (collectively, the "Reorganized Debtors") to file, under a single certification of counsel, separate proposed orders closing the chapter 11 cases of Southern Air Holdings, Inc. and certain of its affiliated entities (collectively, the "Closing Reorganized Debtors"); and the Bankruptcy Court having been satisfied that the Reorganized Debtors have substantially consummated the Plan and that the estates of the Closing Reorganized Debtors have been fully administered in accordance with section 350(a) of the Bankruptcy Code; and the Bankruptcy Court having jurisdiction to grant the relief requested herein 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 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.

¹ The last four digits the Reorganized Debtor's federal tax identification number, are 6605. The Reorganized Debtor's current address is 7310 Turfway Road, Suite 400, Florence, Kentucky 41042.

² All capitalized terms not used but not otherwise defined herein shall have the meanings ascribed to them in the Confirmation Order.



§§ 1408 and 1409; and due and proper notice of the Proposed Order having been provided; and it appearing that no other or further notice need be provided; and the Bankruptcy Court having found that good and sufficient cause exists to grant the relief herein,

IT IS HEREBY ORDERED THAT:

1. Pursuant to section 305(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Bankruptcy Rule 3022-1, the chapter 11 case of Southern Air Holdings, Inc. is hereby closed; provided, however, that the Bankruptcy Court shall retain jurisdiction with respect to such case in accordance with Article XXVI of the Plan.

2. Southern Air Holdings, Inc. shall not be obligated to pay quarterly fees in respect of its chapter 11 case to the U.S. Trustee in accordance with 28 U.S.C. § 1930(a)(6) for any period beyond the date of this Order.

3. Entry of this Order shall not prejudice the rights of any of the Reorganized Debtors to seek to reopen the chapter 11 case of Southern Air Holdings, Inc. for cause.

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

Dated: 5/16, 2013
Wilmington, Delaware


CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE