

B1 (Official Form 1) (12/11)

| United States Bankruptcy Court<br>District of Delaware   |   | Voluntary Petition   |
|--|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Aircraft 21380, LLC</b>   |   | Name of Joint Debtor (Spouse) (Last, First, Middle):<br><b>N/A</b>   |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):<br><b>N/A</b>   |   | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):<br><b>N/A</b>   |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):<br><b>20-1081753</b>  |   | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):<br><b>N/A</b>   |
| Street Address of Debtor (No. and Street, City, and State):<br><b>117 Glover Avenue<br/>Norwalk, CT</b>  |   | Street Address of Joint Debtor (No. and Street, City, and State):<br><b>N/A</b>  |
| ZIP CODE <b>06850</b>  |   | ZIP CODE <b>N/A</b>  |
| County of Residence or of the Principal Place of Business:<br><b>Fairfield, CT</b>   |   | County of Residence or of the Principal Place of Business:<br><b>N/A</b>   |
| Mailing Address of Debtor (if different from street address):<br><b>N/A</b>  |   | Mailing Address of Joint Debtor (if different from street address):<br><b>N/A</b>  |
| ZIP CODE <b>N/A</b>  |   | ZIP CODE <b>N/A</b>  |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>N/A</b>  |   | ZIP CODE <b>N/A</b>  |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check one box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)   | <b>Nature of Business</b><br>(Check one box.)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other <b>Airline</b> | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding   |
| <b>Chapter 15 Debtors</b><br>Country of debtor's center of main interests: _____<br><br>Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____  | <b>Tax-Exempt Entity</b><br>(Check box, if applicable)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).  | <b>Nature of Debts</b><br>(Check one box.)<br><br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.   |
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.               |   | <b>Chapter 11 Debtors</b><br><b>Check one box:</b><br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).<br><br><b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
| <b>Statistical/Administrative Information</b><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.   |   | <b>THIS SPACE IS FOR COURT USE ONLY</b>  |
| <b>Estimated Number of Creditors</b><br><input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000   |   |  |
| <b>Estimated Assets (as of July 31, 2012)</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion |   |  |
| <b>Estimated Liabilities (as of July 31, 2012)</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  |   |  |

121270612092700000000001

|  |   |   |  |
|--|---|---|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>  |   | Name of Debtor(s): <b>Aircraft 21380, LLC</b> |  |
| <b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)   |   |   |  |
| Location Where Filed: <b>N/A</b>   | Case Number: <b>N/A</b>   | Date Filed: <b>N/A</b>                        |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)  |   |   |  |
| Name of Debtor:<br><b>See Attached Schedule 1</b>  | Case Number:  | Date Filed:                                   |  |
| District:  | Relationship:   | Judge:  |  |
| <p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p style="text-align:center;"><b>NOT APPLICABLE</b></p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>   | <p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p style="text-align:center;"><b>NOT APPLICABLE</b></p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b).</p> <p style="text-align:center;"><input checked="" type="checkbox"/> _____<br/>Signature of Attorney for Debtor(s) (Date)</p> |   |  |
| <b>Exhibit C</b>   |   |   |  |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?   |   |   |  |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.   |   |   |  |
| <b>Exhibit D</b>   |   |   |  |
| <b>NOT APPLICABLE</b>  |   |   |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)   |   |   |  |
| <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.<br>If this is a joint petition:<br><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.  |   |   |  |
| <b>Information Regarding the Debtor Venue</b><br>(Check any applicable box)  |   |   |  |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.<br><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.<br><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |   |   |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes)   |   |   |  |
| <b>NOT APPLICABLE</b>  |   |   |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)<br><div style="text-align:center; margin-top: 5px;">_____</div> <div style="text-align:center; margin-top: 5px;">(Name of landlord than obtained judgment)</div> <div style="text-align:center; margin-top: 10px;">_____</div> <div style="text-align:center; margin-top: 5px;">(Address of landlord)</div>  |   |   |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and<br><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.<br><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).   |   |   |  |

|   |   |
|---|---|
| <p><b>Voluntary Petition</b><br/><i>(This page must be completed and filed in every case)</i></p>   | <p>Name of Debtor(s): <b>Aircraft 21380, LLC</b></p>  |
| <b>Signatures</b>   |   |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Debtor</p> <p>X _____<br/>Signature of Joint Debtor</p> <p>_____<br/>Telephone Number (If not represented by attorney)</p> <p>_____<br/>Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____<br/>(Signature of Foreign Representative)</p> <p>_____<br/>(Printed Name of Foreign Representative)</p> <p>_____<br/>Date</p>   |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X _____<br/>Signature of Attorney for Debtor(s)</p> <p><u>M. Blake Cleary (No. 3614)</u> <u>Brian S. Rosen</u><br/>Printed Name of Attorney for Debtor(s)</p> <p><u>Young Conaway Stargatt &amp; Taylor, LLP</u> <u>Weil, Gotshal &amp; Manges LLP</u><br/>Firm Name</p> <p><u>1000 North King Street</u> <u>767 Fifth Avenue</u><br/>Address</p> <p><u>Wilmington, Delaware 19801</u> <u>New York, New York 10153</u><br/>Address</p> <p><u>(302) 571-6600</u> <u>(212) 310-8000</u><br/>Telephone Number</p> <p><u>September 28, 2012</u><br/>Date</p> <p><small>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>   | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____<br/>Address</p> <p>X _____<br/>Signature</p> <p>_____<br/>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Name and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Authorized Individual</p> <p><u>Jon E. Olin</u><br/>Printed Name of Authorized Individual</p> <p><u>Secretary of the Sole Member</u><br/>Title of Authorized Individual</p> <p><u>September 28, 2012</u><br/>Date</p>  | <p>X _____<br/>Signature</p> <p>_____<br/>Date</p>  |

### Schedule 1

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

| <b>COMPANY</b>              | <b>CASE NUMBER</b> | <b>DATE FILED</b>  | <b>DISTRICT</b> | <b>Judge</b> |
|-----------------------------|--------------------|--------------------|-----------------|--------------|
| Southern Air Holdings, Inc. | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| Cargo 360, Inc.             | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| Southern Air Inc.           | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| Air Mobility Inc.           | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21110 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21111 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21221 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21550 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21576 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21590 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21787 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 21832 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 23138 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 24067 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| 46914 LLC                   | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| Aircraft 21255, LLC         | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| Aircraft 21380, LLC         | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |
| CF6-50, LLC                 | 12-_____( )        | September 28, 2012 | Delaware        | Pending      |

**WRITTEN CONSENT OF THE SOLE MEMBER  
OF**

**21110 LLC  
21832 LLC  
24067 LLC  
21111 LLC  
21221 LLC  
AIRCRAFT 21255, LLC  
AIRCRAFT 21380, LLC  
21576 LLC  
21787 LLC  
23138 LLC  
CF6-50, LLC  
46914 LLC  
21550 LLC  
21590 LLC**

**September \_\_\_\_, 2012**

**THE UNDERSIGNED**, being the sole member (the "Sole Member") of each of (i) 21110 LLC, a Delaware limited liability company ("21110"), (ii) 21832 LLC, a Delaware limited liability company ("21832"), (iii) 24067 LLC, a Delaware limited liability company ("24067"), (iv) 21111 LLC, a Delaware limited liability company ("21111"), (v) 21221 LLC, a Delaware limited liability company ("21221"), (vi) Aircraft 21255, LLC, a Delaware limited liability company ("Aircraft 21255"), (vii) Aircraft 21380, LLC, a Delaware limited liability company ("Aircraft 21380"), (viii) 21576 LLC, a Delaware limited liability company ("21576"), (ix) 21787 LLC, a Delaware limited liability company ("21787"), (x) 23138 LLC, a Delaware limited liability company ("23138"), (xi) CF6-50, LLC, a Delaware limited liability company ("CF6-50"), (xii) 46914 LLC, a Delaware limited liability company ("46914"), (xiii) 21550 LLC, a Delaware limited liability company ("21550") and (xiv) 21590 LLC, a Delaware limited liability company ("21590" and together with 21110, 21832, 24067, 21111, 21221, Aircraft 21255, Aircraft 21380, 21576, 21787, 23138, CF6-50, 46914 and 21550, each a "Company" and collectively the "Companies"), does hereby consent, pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act (the "Act"), to the adoption of the following resolutions with the same force and effect as if they had been approved and adopted at a duly convened meeting of the Sole Member and direct that this unanimous written consent be filed with the minute books of each Company.

**WHEREAS**, the Sole Member and certain of its affiliates have determined to seek relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

**WHEREAS**, it is proposed that Southern Air Holdings, Inc., Cargo 360, Inc., and Southern Air, Inc., on behalf of themselves and the Companies enter into a restructuring support agreement, substantially in the form provided to the Sole Member (the "Support Agreement"), pursuant to which certain of its prepetition lenders, Oak Hill Capital

Partners II, L.P., OH Aircraft Acquisition, LLC, and Oak Hill Cargo 360, LLC would agree to support a chapter 11 plan of reorganization (the "Plan") as contemplated by the terms and conditions contained in the plan term sheet annexed to the Support Agreement as Exhibit A, and any disclosure statement pursuant to section 1125 of the Bankruptcy Code with respect to the Plan;

**WHEREAS**, Cargo 360, Inc. (the "Borrower") desires to enter into that certain Senior Secured Super-Priority Debtor-in-Possession Credit Agreement, by and among the Borrower, Canadian Imperial Bank of Commerce, New York Agency, as administrative agent (the "Agent"), and each Lender (as defined in the Credit Agreement) from time to time party thereto (the "Credit Agreement");

**WHEREAS**, it is proposed that each Company enter into the Security Agreement made by the Borrower, Southern Air Holdings, Inc. and certain subsidiaries of the Borrower (the "Grantors") in favor of the Agent in substantially the form previously submitted to the Sole Member (the "Security Agreement"), pursuant to which the Borrower and each of the Grantors will grant the Agent a continuing security interest in all of such Grantor's property, whether now or hereafter acquired;

**WHEREAS**, it is proposed that each Company enter into the Subsidiary Guaranty made by certain subsidiaries of the Borrower (the "Guarantors") in favor of the Agent in substantially the form previously submitted to the Sole Member (the "Subsidiary Guaranty"), pursuant to which the Guarantors will guarantee the obligations of Borrower under that certain Credit Agreement;

**WHEREAS**, it is proposed that certain of the Companies enter into the Aircraft Security Agreement by and among certain of the subsidiaries of the Borrower (the "Debtors") and the Agent in substantially the form previously submitted to the Sole Member (the "Aircraft Security Agreement", together with the Security Agreement and the Subsidiary Guaranty, the "DIP Facility Documents") pursuant to which the Debtors will grant a security interest in certain of Debtors' aircraft; and

**WHEREAS**, the Sole Member has determined that it is prudent, advisable and in the best interests of each Company, its creditors, employees, and other interested parties that a petition be filed by each Company seeking relief under the Bankruptcy Code.

**NOW, THEREFORE, BE IT RESOLVED**, that, in the judgment of the Sole Member, it is desirable and in the best interests of each Company, its creditors, employees, and other interested parties that a petition be filed by each Company seeking relief under the Bankruptcy Code; and further

**RESOLVED**, that the Sole Member hereby consents to the filing by the Sole Member of a voluntary petition in bankruptcy pursuant to Section 18-304(1)(b) of the Act such that the Sole Member shall not cease to be a member of any of the Companies as a result of such filing; and further

**RESOLVED**, that any of the President, the Secretary or Treasurer of the Sole Member and any other person authorized to do so by the Sole Member (each, an

“Authorized Person”) be, and hereby is, authorized, empowered and directed, in the name and on behalf of each Company, to execute and verify petitions and amendments thereto commencing a case under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) and to cause the same and a motion seeking authorization to enter into the DIP Facility Documents, to be filed in the United States Bankruptcy Court for the District of Delaware at such time or in such other jurisdiction as such person executing the same shall determine; and further

**RESOLVED**, that the law firm of Weil, Gotshal & Manges LLP is hereby engaged as counsel for each Company in the Chapter 11 Case, subject to the approval of the Bankruptcy Court; and further

**RESOLVED**, that the law firm of Young Conaway Stargatt & Taylor, LLP is hereby engaged as co-counsel for each Company in the Chapter 11 Case, subject to the approval of the Bankruptcy Court; and further

**RESOLVED**, that the firm of Zolfo Cooper, LLC is hereby engaged as bankruptcy consultant and special financial advisor for each Company in the Chapter 11 Case, subject to the approval of the Bankruptcy Court; and further

**RESOLVED**, that the firm of Kurtzman Carson Consultants LLC is hereby engaged to provide each Company with consulting services including, without limitation, noticing, claims management and reconciliation, plan solicitation, balloting, disbursements, assisting with the preparation of each Company’s schedules of assets and liabilities and statements of financial affairs, and any other services agreed upon by the parties relating to the Chapter 11 Case, subject to the approval of the Bankruptcy Court; and further

**RESOLVED**, that each Authorized Person, and any other officer of the Sole Member or any Company as any such Authorized Person shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of each Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other documents, and to take and perform any and all further acts and deeds, which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and further

**RESOLVED**, that each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the each Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals in connection with the Chapter 11 Case as such Authorized Person shall consider necessary, appropriate or convenient for the successful prosecution of such case; and further

**RESOLVED**, that the execution and delivery of the DIP Facility Documents, including, without limitation, the execution, delivery and performance of all agreements,

documents, instruments or certificates constituting exhibits to or required to be executed pursuant to the DIP Facility Documents or otherwise related thereto, and the performance of each Company's obligations with respect to the DIP Facility Documents, are hereby authorized and approved; and further

**RESOLVED**, that each Authorized Person, any of whom may act without the joinder of any of the others, is hereby authorized, in connection with the Chapter 11 Case, in the name and on behalf of each Company, to negotiate, execute, deliver and perform or cause the performance of the DIP Facility Documents and all other guarantees, notes, security agreements and other agreements, certificates, or instruments required in connection with the transactions contemplated thereto, or in relation thereto with such changes therein, deletions therefrom or additions thereto as the Authorized Person executing the same shall approve, the execution and delivery thereof to be conclusive evidence of the approval and ratification by such Authorized Person; and further

**RESOLVED**, that the Authorized Persons, any one of whom may act without the joinder of any of the others, are hereby authorized, in the name and on behalf of each Company, to take all actions (including, without limitation, (i) the negotiation, execution, delivery and filing of any agreements, certificates or other instruments or documents, (ii) the modification or amendment of any of the terms and conditions of the DIP Facility Documents, (iii) the payment of any consideration, and (iv) the payment of expenses and taxes) as any such Authorized Person, in his or her sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such officer deemed the same to meet such standard) in order to effect the transactions contemplated under the DIP Facility Documents, and all acts of any such Authorized Person taken pursuant to the authority granted herein, or having occurred prior to the date hereof in order to effect such transactions, are hereby approved, adopted, ratified and confirmed in all respects; and further

**RESOLVED**, that the execution and delivery of the Support Agreement, including, without limitation, the execution, delivery and performance of all agreements, documents, instruments, or certificates otherwise related thereto are hereby authorized and approved; and further

**RESOLVED**, that any action heretofore taken by any Authorized Person in the name or on the behalf of any Company for the purposes and in the reasonable belief that such action was in furtherance of carrying out the purposes of the foregoing resolutions be, and hereby is, ratified, approved and confirmed on behalf of such Company; and further

**RESOLVED**, that each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of each Company, to negotiate, execute, deliver, cause such Company to enter into, certify, file and/or record, and perform or cause the performance of and to consummate the transactions contemplated by, such other agreements, instruments, settlements, releases, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates and other documents, and amendments or assignments thereof, and to take



such other actions, as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate the prosecution of the Chapter 11 Case or a successful reorganization of the business of such Company, in each case in such form and with such substance as such Authorized Person may approve, with the execution, delivery, certification, filing or recording thereof or taking of such other action to constitute evidence of such approval; and further

**RESOLVED**, that, in connection with the conduct of the business and affairs of each Company during the Chapter 11 Case, each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of such Company: (i) to negotiate, execute, deliver, enter into, certify, file and/or record any and all of the agreements, instruments, motions, certifications, applications and documents referenced in the foregoing resolutions and such other agreements, instruments, applications, consents, assignments and other documents as may be or become required or as such officers deem appropriate or advisable, and to perform or to cause the performance thereof, with the execution, delivery, certification, filing or recording thereof to constitute evidence of such approval; and (ii) to do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the foregoing resolutions and the consummation of the transactions contemplated hereby; and further

**RESOLVED**, that Agent and Lenders may conclusively rely upon a certified copy of these resolutions for all past, present and future transactions until written notice to any change hereto is received by Agent from the relevant Company by certified mail, return receipt requested, provided that no such change shall affect the validity of the acts of any person, authorized to so act by these resolutions, performed prior to the receipt of such notice by Agent; and further

**RESOLVED**, that the Authorized Persons of each Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of such Company, to take such additional action and to execute, negotiate and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby; and further

**RESOLVED**, that any and all prior actions of any of the Authorized Persons of each Company consistent herewith be, and the same hereby are, ratified, approved, confirmed and adopted in each and every respect.

*[Signature Page to Follow]*

IN WITNESS WHEREOF, the undersigned, being the Sole Member of each of (i) 21110, (ii) 21832, (iii) 24067, (iv) 21111, (v) 21221, (vi) Aircraft 21255, (vii) Aircraft 21380, (viii) 21576, (ix) 21787, (x) 23138, (xi) CF6-50, (xii) 46914, (xiii) 21550, (xiv) 21590, has executed this unanimous written consent as of the date first written above.

**CARGO 360, INC.**, as Sole Member



By: *Daniel J. McHugh*

Title: *President*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
*In re* : Chapter 11  
 AIRCRAFT 21380, LLC, : Case No. 12-\_\_\_\_ ( )  
 Debtor. : Joint Administration Requested  
 -----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the thirty (30) largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “Debtors”). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list is prepared in accordance with Federal Rule of Bankruptcy Procedure 1007(d) for filing in the Debtors’ chapter 11 cases. This list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor’s right to challenge the amount or characterization of any claim at a later date.

| # | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number                     | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|---|---|---|-----------------|---|--|
| 1 | DEFENSE LOGISTICS AGENCY – ENERGY                                 | DEFENSE LOGISTICS AGENCY – ENERGY<br>ATTN: TRACY BARE<br>DEFENSE FINANCE AND ACCOUNTING SERVICE<br>FAS-JAABC/CO<br>PO BOX 182317<br>COLUMBUS, OH 43218-2317<br>P: 618-229-5116<br>F: 216-367-3422 | TRADE           | SUBJECT TO SETOFF   | \$8,162,187.37                                     |

| # | Name of creditor and complete mailing address, including zip code   | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number                        | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|---|---|--|-----------------|---|--|
| 2 | APICHARI  | APICHARI<br>ATTN: ROBERT LAPLACA<br>LEVETT ROCKWOOD P.C.<br>33 RIVERSIDE AVENUE<br>WESTPORT, CT 06880<br>P: 203-222-0885<br>F: 203-226-8025  | LITIGATION      | CONTINGENT<br>UNLIQUIDATED<br>DISPUTED  | \$5,900,000.00                                     |
| 3 | BOEING US TRAINING AND FLIGHT SERVICES LLC                          | BOEING US TRAINING AND FLIGHT SERVICES LLC<br>ATTN: TINA WOOD<br>PO BOX 849899<br>DALLAS, TX 75284<br>P: 786-265-7707<br>F: 206-662-4747   | TRADE           |   | \$3,474,442.22                                     |
| 4 | OH AIRCRAFT ACQUISITION LLC / OAK HILL                              | OH AIRCRAFT ACQUISITION LLC / OAK HILL<br>ATTN: MICHAEL WARREN<br>ONE STAMFORD PLAZA<br>263 TRESSER BLVD.<br>15TH FLOOR<br>STAMFORD, CT 06901<br>P: 212-527-8400<br>F: 203-328-1651                  | AIRCRAFT LEASE  |   | \$2,429,608.46                                     |
| 5 | KONINKLIJKE LUCHTVAART MAATSCHAPPIJ N.V. (KLM ROYAL DUTCH AIRLINES) | KONINKLIJKE LUCHTVAART MAATSCHAPPIJ N.V. (KLM ROYAL DUTCH AIRLINES)<br>ATTN: NILS PERSSON<br>AMSTERDAMSEWEG 55<br>AMSTELVEEN, GP 1182<br>THE NETHERLANDS<br>P: +31 20 64 83087<br>F: +31 20 64 92166 | TRADE           |   | \$1,647,314.37                                     |

| # | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number | Nature of claim   | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|---|---|---|-------------------|---|--|
| 6 | KV AVIATION   | KV AVIATION<br>299 SOUTH MAIN STREET 12TH FL<br>MAC UI228-120<br>SALT LAKE CITY, UT 84110<br>P: +44 203 170 6190<br>F: +44 203 170 6194                                       | AIRCRAFT<br>LEASE |   | \$1,448,846.71                                     |
| 7 | AIRCASTLE<br>ADVISOR LLC  | AIRCASTLE ADVISOR LLC<br>ATTN: MARZENA BAINES<br>300 FIRST STAMFORD PLACE 5TH<br>FL<br>STAMFORD, CT 06902<br>P: 203-504-1020<br>F: 203-504-1021                               | AIRCRAFT<br>LEASE |   | \$1,316,458.67                                     |
| 8 | EUROCONTROL   | EUROCONTROL<br>ATTN: EDUARDO ROMANO<br>RUE DE LA FUSEE 96<br>BRUSSELS, B-1130<br>BELGIUM<br>P: +3227299011<br>F: +32 2 729 90 44  | TRADE             |   | \$1,245,214.09                                     |
| 9 | COOLEY LLP  | COOLEY LLP<br>ATTN: KEVIN KING, ESQ.<br>101 CALIFORNIA 5TH FLOOR<br>SAN FRANCISCO, CA 94111<br>P: (415) 693-2000<br>F: 415-693-2222   | TRADE             |   | \$1,152,566.53                                     |

| #  | Name of creditor and complete mailing address, including zip code                                  | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number  | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|----|--|--|-----------------|---|--|
| 10 | MTU<br>MAINTENANCE<br>HANOVER GMBH   | MTU MAINTENANCE HANOVER<br>GMBH<br>ATTN: BERND RETTINGER<br>PO BOX 10 17 20<br>LANGERHAGEN, 30838<br>GERMANY<br>F: +49 0511 7806-7709  | TRADE           |   | \$988,610.87                                       |
| 11 | HONG KONG<br>AIRCRAFT<br>ENGINEERING CO.   | HONG KONG AIRCRAFT<br>ENGINEERING CO.<br>ATTN: KATYIE CHEUNG<br>TSEUNG KWAN O INDUSTRIAL<br>ESTATE<br>80 CHUN CHOI STREETE<br>TSEUNG KWAN O NEW TERR,<br>HONG KONG<br>P: 852 2767 3835<br>F: 852 2260 6976   | TRADE           |   | \$844,363.82                                       |
| 12 | BARRY E.<br>MUKAMAL,<br>LIQUIDATING<br>TRUSTEE, ON<br>BEHALF OF THE<br>ARROW AIR<br>CREDITOR TRUST | BARRY E. MUKAMAL,<br>LIQUIDATING TRUSTEE, ON<br>BEHALF OF THE ARROW AIR<br>CREDITOR TRUST<br>ATTN: DAVID C. CIMO<br>GENOVESE JOBLOVE &<br>BATTISTA, P.A.<br>100 SE SECOND STREET, SUITE<br>4400<br>MIAMI, FL 07131<br>P: 305-349-2300<br>F: 305-349-2310 | LITIGATION      | CONTINGENT<br>DISPUTED  | \$811,739.63                                       |
| 13 | BOEING<br>COMMERCIAL<br>AIRLINES   | BOEING COMMERCIAL AIRLINES<br>ATTN: INOLA DELACRUZ<br>PO BOX 277851<br>ATLANTA, GA 30384-7851<br>P: 425-237-0343<br>F: 425-237-3830  | TRADE           |   | \$658,830.68                                       |

| #  | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number                                    | Nature of claim   | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|----|---|--|-------------------|---|--|
| 14 | AQUILA<br>AIRCRAFT LEASE  | AQUILA AIRCRAFT LEASE<br>ATTN: MICHAEL J EDELMAN ESQ<br>VEDDER PRICE PC<br>1633 BROADWAY 47TH FL<br>NEW YORK, NY 10019<br>P: 212-407-7700<br>F: 212-407-7799   | AIRCRAFT<br>LEASE |   | \$626,598.89                                       |
| 15 | UNITED STATES<br>TRANSPORTATION<br>COMMAND                        | UNITED STATES<br>TRANSPORTATION COMMAND<br>ATTN: THOMAS KLOECKNER<br>DSSN 3801 LI-CRAF, DISB. OPS<br>DIR, ATTN: 3801<br>LIMESTONE FIELD SITE<br>P O BOX 269339<br>INDIANAPOLIS, IN 46226<br>P: 618-746-4318      | TRADE             | SUBJECT TO<br>SETOFF  | \$616,272.09                                       |
| 16 | GMF AERO ASIA   | GMF AERO ASIA<br>ATTN: AUGUS SULISTYONO<br>MANAGEMENT BUILDING, 3RD FL<br>SOEKARNO-HATTA<br>INTERNATIONAL AIRPORT<br>PO BOX 1303<br>BUSH, CENGKARENG 19130<br>INDONESIA<br>P: +62215508609<br>F: +62 21 550 2489 | TRADE             | DISPUTED  | \$575,211.13                                       |
| 17 | FIRST CLASS AIR<br>REPAIR   | FIRST CLASS AIR REPAIR<br>ATTN: RANDOL CEPEDA<br>15380 CR 565 A, SUITE G<br>GROVELAND, FL 34736<br>P: 352 241 7684<br>F: 352-241-7682  | TRADE             |   | \$559,800.00                                       |

| #  | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number                          | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|----|---|--|-----------------|---|--|
| 18 | FEDEX SPECIAL PAYMENTS 2174-2710-0                                | FEDEX SPECIAL PAYMENTS 2174-2710-0<br>ATTN: ALEXIS RIVERA<br>PO BOX 94515<br>PALATINE, IL 60094-4515<br>P: 888-228-1517<br>F: 901-397-0109   | TRADE           |   | \$559,336.95                                       |
| 19 | SR TECHNICS SWITZERLAND LTD.                                      | SR TECHNICS SWITZERLAND LTD.<br>ATTN: ZORAN PATARCIC<br>ACCOUNT MANAGEMENT<br>ENGINES CAE<br>ENGINE SERVICE CENTRE<br>ZURICH AIRPORT, 8058<br>SWITZERLAND<br>P: +41 20 64 83087<br>F: +41 58 688 71 41 | TRADE           |   | \$503,149.42                                       |
| 20 | HASHIM ZAKI   | HASHIM ZAKI<br>ATTN: THOMAS BUCCI<br>WILLINGER, WILLINGER &<br>BUCCI, PC<br>855 MAIN STREET<br>BRIDGEPORT, CT 06604<br>P: (203) 366-3939<br>F: (203) 337-4588  | LITIGATION      | CONTINGENT<br>UNLIQUIDATED<br>DISPUTED  | \$500,000.00                                       |
| 21 | LOS ANGELES COUNTY TAX COLLECTOR                                  | LOS ANGELES COUNTY TAX COLLECTOR<br>500 WEST TEMPLE ST.<br>LOS ANGELES, CA 90054-0018<br>P: 213-893-1481<br>F: 213-625-2249  | TAX             |   | \$479,129.72                                       |



| #  | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|----|---|---|-----------------|---|--|
| 22 | AJ WALTER<br>AVIATION LTD   | AJ WALTER AVIATION LTD<br>ATTN: DERYCK STOKES<br>THE HEADQUARTERS<br>PATRIDGE GREEN<br>WEST SUSSEX, RH13 8RA<br>UNITED KINGDOM<br>P: +44 1403 711777<br>F: +44 1403 710936    | TRADE           |   | \$456,609.62                                       |
| 23 | TAIKOO<br>AIRCRAFT<br>ENGINEERING CO.<br>LTD                      | TAIKOO AIRCRAFT ENGINEERING<br>CO. LTD<br>ATTN: PETER MURTON<br>XIAMEN INTL AIRPORT<br>FUJIAN,<br>CHINA<br>P: +86 592 573 7032<br>F: +86 592 573 0205                         | TRADE           |   | \$367,500.31                                       |
| 24 | PRATT &<br>WHITNEY  | PRATT & WHITNEY<br>ATTN: KEITH NICHOLS<br>400 MAIN STREET<br>EAST HARTFORD, CT 06108<br>P: 860-565-4321<br>F: 860-565-5442  | TRADE           |   | \$349,457.45                                       |
| 25 | PAN AM<br>INTERNATIONAL<br>FLIGHT ACADEMY                         | PAN AM INTERNATIONAL FLIGHT<br>ACADEMY<br>ATTN: ERIC FREEMAN<br>PO BOX 660920<br>MIAMI, FL 33266-0920<br>P: 305 874 6600<br>F: 303-355-5560                                   | TRADE           |   | \$323,718.75                                       |

| #  | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number                     | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|----|---|---|-----------------|---|--|
| 26 | UNITED AVIATION SERVICES-EUR                                      | UNITED AVIATION SERVICES-EUR<br>ATTN: ZAENI HOQUE<br>PO BOX 54482<br>DUBAI,<br>UNITED ARAB EMIRATES<br>P: +97142996633<br>F: +971 4 299 67 11   | TRADE           |   | \$321,608.20                                       |
| 27 | INTERNATIONAL AIR TRANSPORT ASSOCIATION                           | INTERNATIONAL AIR TRANSPORT ASSOCIATION<br>ATTN: SARAH HAYWOOD<br>IATA CENTRE<br>ROUTE DE L'AEROPORT 33<br>P.O. BOX 416<br>GENEVA, 1215<br>SWITZERLAND<br>P: +41227702643<br>F: +41 0 22 770 2654 | TRADE           |   | \$288,672.01                                       |
| 28 | ETHIOPIAN AIRLINES ENTERPRISE-US                                  | ETHIOPIAN AIRLINES ENTERPRISE-US<br>ATTN: ESMAEL HAMID<br>PO BOX 1755<br>ADDIS ABABA,<br>ETHIOPIA<br>P: +251 011 551 7000<br>P: +178585631228<br>F: +251 011 6651200<br>F: +251 011 6611474       | TRADE           |   | \$284,508.96                                       |
| 29 | SHARJAH AVIATION SERVICES LLC                                     | SHARJAH AVIATION SERVICES LLC<br>ATTN: SRINIVASAN IYER<br>PO BOX 70888<br>SHARJAH,<br>UAE<br>P: +97165141111<br>F: +97165580361   | TRADE           |   | \$280,481.00                                       |

| #  | Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, & fax number | Nature of claim | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Estimated Amount of Claim as of September 25, 2012 |
|----|---|---|-----------------|---|--|
| 30 | UPS AIR CARGO   | UPS AIR CARGO<br>ATTN: TINA MACK<br>UPS CORPORATE<br>HEADQUARTERS<br>55 GLENLAKE PARKWAY<br>ATLANTA, GA 30328<br>P: 404-828-6000<br>F: 404-828-6777                           | TRADE           |   | \$260,055.81                                       |

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

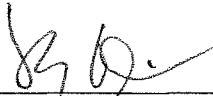
-----X  
: **Chapter 11**  
: **Case No. 12-\_\_\_\_\_ ( )**  
: **Joint Administration Requested**  
: **Debtor.**  
: **Joint Administration Requested**  
-----X

**DECLARATION CONCERNING CONSOLIDATED  
LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Jon E. Olin, the undersigned authorized signatory for the Sole Member of Aircraft 21380, LLC, named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing *Consolidated List of Creditors Holding 30 Largest Unsecured Claims* against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court and that the list is true and correct to the best of my information and belief.

Dated: September 28, 2012

**CARGO 360, INC.**, as Sole Member

  
\_\_\_\_\_  
By: Jon E. Olin  
Title: Secretary

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
:  
*In re* : **Chapter 11**  
:  
**AIRCRAFT 21380, LLC,** : **Case No. 12-\_\_\_\_\_ ( )**  
:  
**Debtor.** : **Joint Administration Requested**  
:  
-----X

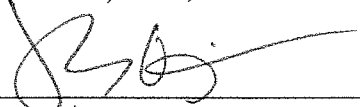
**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Aircraft 21380, LLC, as debtor and debtor in possession (the "Debtor"), respectfully represents that the following entities directly or indirectly own 10% or more of any class of the Debtor's equity:

1. Cargo 360, Inc.
2. Southern Air Holdings, Inc.
3. Oak Hill Cargo 360, LLC
4. OHCP II Cargo 360, LLC

Dated: September 28, 2012

**CARGO 360, INC.,** as Sole Member

  
\_\_\_\_\_  
By: **JON E. OLIN**  
Title: **Secretary**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
*In re* : **Chapter 11**  
 :  
**AIRCRAFT 21380, LLC,** : **Case No. 12-\_\_\_\_\_ ( )**  
 :  
**Debtor.** : **Joint Administration Requested**  
 :  
 -----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO  
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

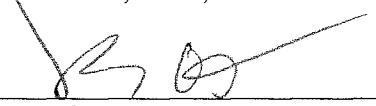
| Name and Last Known Address of<br>Equity Interest Holder  | Kind/Class of Interest | Number of Interests Held |
|---|------------------------|--------------------------|
| Cargo 360, Inc.<br>117 Glover Avenue<br>Norwalk, CT 06850 | Membership Interests   | 100%                     |

**DECLARATION REGARDING  
LIST OF EQUITY SECURITY HOLDERS**

I, Jon E. Olin, am an authorized signatory for the Sole Member of Aircraft 21380, LLC, the debtor in this case (the "Debtor"), and in such capacity, am familiar with the financial affairs of the Debtor. I declare under penalty of perjury that the foregoing list of equity security holders of the Debtor is true and correct to the best of my knowledge, information, and belief.

Dated: September 28, 2012

**CARGO 360, INC., as Sole Member**

  
 \_\_\_\_\_  
 By: *Jon E. Olin*  
 Title: *Secretary*