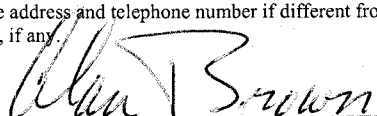


B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: Southern Air Holdings, Inc.		Case Number: 12-12690
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): 3M COMPANY		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: ALAN BROWN, SPECIAL COUNSEL TO 3M 3M CENTER, 220-9E-02 ST. PAUL, MN 55144 Telephone number: (651) 736-6739		
Name and address where payment should be sent (if different from above): ALAN BROWN, SPECIAL COUNSEL TO 3M 3M CENTER, 220-9E-02 ST. PAUL, MN 55144 Telephone number: (651) 736-6739		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>176.76</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____ <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
2. Basis for Claim: <u>goods-sales tax</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>4155</u> 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date: 11/07/2012	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <div style="text-align: center;">  Alan E. Brown, Esq., Special Counsel to 3M Company </div>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§



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FOR COURT USE ONLY
RECEIVED
 NOV 13 2012
KURTZMAN CARSON CONSULTANTS

Alan E. Brown, Esq.
Special Counsel to 3M Company

3M Legal Affairs
Office of General Counsel

P.O. Box 33428
St. Paul, MN 55133-3428 USA
Phone: (651) 736-6739
Fax: (651) 736-9469
Email: arbrown@mmm.com



November 7, 2012

Southern Air Holdings, Inc. Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

VIA U.S. MAIL

**Re: In re Southern Air Holdings, Inc., Bankr. D. Del. Case No. 12-12690
Proof of Claim for 3M Company**

Dear Sir or Madam:

Enclosed for filing, please find 3M Company's proof of claim in the above-referenced matter.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Alan E. Brown".

Alan E. Brown

Enc.

3M Debit Memo

PAGE 1 OF 1

DIRECT INQUIRIES TO:
 CUSTOMER SERVICE DEPT.
 224-5N-40
 ST PAUL MN 55144-1000

ORIG INVOICE DATE 03/03/2011

DEBIT NO.....	XS8038A
TYPE.....	ORIGINAL
DATE.....	04/19/2011
TERMS OF SALE	
NET 30 DAYS	
TERMS DATE.....	04/19/2011
SALES REP.....	V0001-7

MKENZIE COWAN
 PHONE NO...651-733-5172
 FAX NO....651-737-2500

PARTIAL ORDER..... NO
 ORIGINAL INVOICE NO. DP12352

ACCOUNT NO.
 CHARGE TO: SGY4155

XS8038A

SOUTHERN AIR
 117 GLOVER AVE
 NORWALK CT 06850-1311

QUANTITY	UNIT	DESCRIPTION	UNIT PRICE	TOTAL AMOUNT
DEBIT AS				
		CONNECTICUT STATE SALES	HANP	176.46
		EXEMPTION CERTIFICATE: PURCHASE ORDER DP12353	XT	

TOTAL MUST BE RECEIVED BY: 05/19/2011	DEBIT TOTAL	176.46
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Please see reverse side for terms and conditions of sale and address change form.

10037000 683 10 / / 04/19/11 CrBr:XX OrdWr:XS InvBr:US AdmCd:XS

DETACH AND RETURN WITH PAYMENT

SGY4155
 SOUTHERN AIR
 117 GLOVER AVE
 NORWALK CT 06850-1311

REMIT PAYMENT TO 3M P.O. BOX 371227 PITTSBURGPA 15250-7227

DEBIT NO..... XS8038A
 DEBIT DATE..... 04/19/2011
 ORIG INV NO..... DP12352
 TAX..... 176.46

TOTAL MUST BE RECEIVED BY:	05/19/2011
DEBIT TOTAL	176.46

AMOUNT ENCLOSED	
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XS8038A