

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Southern Air Holdings, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 26-0816605		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 117 Glover Avenue Norwalk, CT		Street Address of Joint Debtor (No. and Street, City, and State): N/A
ZIP CODE 06850		ZIP CODE N/A
County of Residence or of the Principal Place of Business: Fairfield, CT		County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A		Mailing Address of Joint Debtor (if different from street address): N/A
ZIP CODE N/A		ZIP CODE N/A
Location of Principal Assets of Business Debtor (if different from street address above): N/A		ZIP CODE N/A
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Airline	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: _____ Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <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." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <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. <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.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <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). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <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).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <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		
Estimated Assets (as of July 31, 2012) <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 \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities (as of July 31, 2012) <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 \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Southern Air Holdings, Inc.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached Schedule 1		Case Number:	Date Filed:
District:		Relationship:	Judge:
<p style="text-align: center;">Exhibit A</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;">NOT APPLICABLE</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p style="text-align: center;">NOT APPLICABLE</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"/> _____ Signature of Attorney for Debtor(s) (Date) </p>	
Exhibit C			
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.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
NOT APPLICABLE			
(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.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor Venue (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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
NOT APPLICABLE			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord than obtained judgment)			
_____ (Address of landlord)			
<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			
<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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s): **Southern Air Holdings, Inc.**

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[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.

[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).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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.

(Check only one box.)

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.

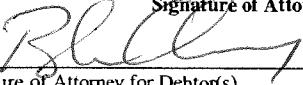
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)

M. Blake Cleary (No. 3614) Brian S. Rosen
Printed Name of Attorney for Debtor(s)

Young Conaway Stargatt & Taylor, LLP Weil, Gotshal & Manges LLP
Firm Name

1000 North King Street 767 Fifth Avenue

Wilmington, Delaware 19801 New York, New York 10153
Address

(302) 571-6600 (212) 310-8000
Telephone Number

September 28, 2012
Date

* 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.

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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.

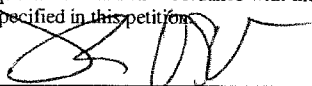
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

Signature of Debtor (Corporation/Partnership)

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.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

Jon E. Olin
Printed Name of Authorized Individual

Senior Vice President
Title of Authorized Individual

September 28, 2012
Date

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.

COMPANY	CASE NUMBER	DATE FILED	DISTRICT	Judge
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

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
SOUTHERN AIR HOLDINGS, INC.**

THE UNDERSIGNED being all of the members of the Board of Directors (the "Board") of Southern Air Holdings, Inc., a Delaware corporation (the "Corporation"), by this consent in writing in accordance with Section 141(f) of the General Corporation Law of Delaware, as amended, do hereby waive all notice of the time, place and purposes of a meeting of the Corporation's Board and hereby consents to the adoption of the following preambles and resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board.

WHEREAS, it is proposed that the Corporation and certain of its affiliates seek relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, it is proposed that the Corporation enter into a restructuring support agreement, substantially in the form provided to the Board (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 the Corporation enter into the Security Agreement made by the Borrower, the Corporation and certain subsidiaries of the Borrower (the "Grantors") in favor of the Agent in substantially the form previously submitted to the Board (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; and

WHEREAS, it is proposed that the Corporation enter into the Holdings Guaranty and Pledge Agreement made by the Corporation in favor of the Agent in substantially the form previously submitted to the Board (the "Holdings Guaranty and Pledge Agreement"), together with the Security Agreement, the "DIP Facility Documents"), pursuant to which

the Corporation will guarantee the obligations of Borrower under that certain Credit Agreement and grant the Agent a continuing security interest in all of the Corporation's property, whether now or hereafter acquired.

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

RESOLVED, that any of the President, the Secretary or Treasurer of the Corporation and any other person authorized to do so by the Board or any of the foregoing (each, an "Authorized Person") be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, 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 the Corporation 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 the Corporation 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 the Corporation 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 the Corporation with consulting services including, without limitation, noticing, claims management and reconciliation, plan solicitation, balloting, disbursements, assisting with the preparation of the Corporation's schedules of assets and liabilities and statement 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 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 the Corporation, 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 Corporation, 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 its 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 the Corporation, 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 the Corporation, 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 the Corporation 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 the Corporation; and further

RESOLVED, that each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to negotiate, execute, deliver, cause the Corporation 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 the Corporation, 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 the Corporation during the Chapter 11 Case, each Authorized Person be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation: (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 Corporation 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 the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, 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 the Corporation 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 have executed this Unanimous Written Consent of the Board of Directors of Southern Air Holdings Inc. as of the ²⁷ day of September, 2012.



Robert L. Crandall

Edward V. Dardani (Chairman)

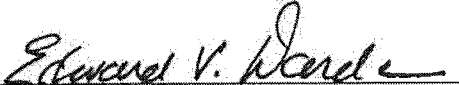
Gerald A. Grinstein

Daniel J. McHugh

Michael J. Warren

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors of Southern Air Holdings Inc. as of the ____ day of September, 2012.

Robert L. Crandall



Edward V. Dardani (Chairman)

Gerald A. Grinstein


Daniel J. McHugh

Michael J. Warren

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors of Southern Air Holdings Inc. as of the 25 day of September, 2012.

Robert L. Crandall

Edward V. Dardani (Chairman)



Gerald A. Grinstein

Daniel J. McHugh

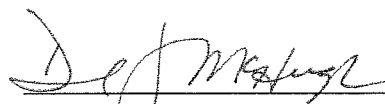
Michael J. Warren

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors of Southern Air Holdings Inc. as of the ____ day of September, 2012.

Robert L. Crandall

Edward V. Dardani (Chairman)

Gerald A. Grinstein



Daniel J. McHugh

Michael J. Warren

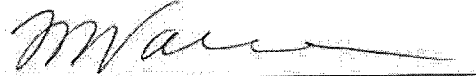
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors of Southern Air Holdings Inc. as of the ____ day of September, 2012.

Robert L. Crandall

Edward V. Dardani (Chairman)

Gerald A. Grinstein

Daniel J. McHugh



Michael J. Warren

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
 :
In re : **Chapter 11**
 :
SOUTHERN AIR : **Case No. 12-_____ ()**
HOLDINGS, INC., :
 : **Joint Administration Requested**
Debtor. :
 -----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 ATTN: TRACY BARE DEFENSE FINANCE AND ACCOUNTING SERVICE FAS-JAABC/CO PO BOX 182317 COLUMBUS, OH 43218-2317 P: 618-229-5116 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 ATTN: ROBERT LAPLACA LEVETT ROCKWOOD P.C. 33 RIVERSIDE AVENUE WESTPORT, CT 06880 P: 203-222-0885 F: 203-226-8025	LITIGATION	CONTINGENT UNLIQUIDATED DISPUTED	\$5,900,000.00
3	BOEING US TRAINING AND FLIGHT SERVICES LLC	BOEING US TRAINING AND FLIGHT SERVICES LLC ATTN: TINA WOOD PO BOX 849899 DALLAS, TX 75284 P: 786-265-7707 F: 206-662-4747	TRADE		\$3,474,442.22
4	OH AIRCRAFT ACQUISITION LLC / OAK HILL	OH AIRCRAFT ACQUISITION LLC / OAK HILL ATTN: MICHAEL WARREN ONE STAMFORD PLAZA 263 TRESSER BLVD. 15TH FLOOR STAMFORD, CT 06901 P: 212-527-8400 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) ATTN: NILS PERSSON AMSTERDAMSEWEG 55 AMSTELVEEN, GP 1182 THE NETHERLANDS P: +31 20 64 83087 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 299 SOUTH MAIN STREET 12TH FL MAC U1228-120 SALT LAKE CITY, UT 84110 P: +44 203 170 6190 F: +44 203 170 6194	AIRCRAFT LEASE		\$1,448,846.71
7	AIRCRAFT ADVISOR LLC	AIRCRAFT ADVISOR LLC ATTN: MARZENA BAINES 300 FIRST STAMFORD PLACE 5TH FL STAMFORD, CT 06902 P: 203-504-1020 F: 203-504-1021	AIRCRAFT LEASE		\$1,316,458.67
8	EUROCONTROL	EUROCONTROL ATTN: EDUARDO ROMANO RUE DE LA FUSEE 96 BRUSSELS, B-1130 BELGIUM P: +3227299011 F: +32 2 729 90 44	TRADE		\$1,245,214.09
9	COOLEY LLP	COOLEY LLP ATTN: KEVIN KING, ESQ. 101 CALIFORNIA 5TH FLOOR SAN FRANCISCO, CA 94111 P: (415) 693-2000 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 MAINTENANCE HANOVER GMBH	MTU MAINTENANCE HANOVER GMBH ATTN: BERND RETTINGER PO BOX 10 17 20 LANGERHAGEN, 30838 GERMANY F: +49 0511 7806-7709	TRADE		\$988,610.87
11	HONG KONG AIRCRAFT ENGINEERING CO.	HONG KONG AIRCRAFT ENGINEERING CO. ATTN: KATYIE CHEUNG TSEUNG KWAN O INDUSTRIAL ESTATE 80 CHUN CHOI STREETE TSEUNG KWAN O NEW TERR, HONG KONG P: 852 2767 3835 F: 852 2260 6976	TRADE		\$844,363.82
12	BARRY E. MUKAMAL, LIQUIDATING TRUSTEE, ON BEHALF OF THE ARROW AIR CREDITOR TRUST	BARRY E. MUKAMAL, LIQUIDATING TRUSTEE, ON BEHALF OF THE ARROW AIR CREDITOR TRUST ATTN: DAVID C. CIMO GENOVESE JOBLOVE & BATTISTA, P.A. 100 SE SECOND STREET, SUITE 4400 MIAMI, FL 07131 P: 305-349-2300 F: 305-349-2310	LITIGATION	CONTINGENT DISPUTED	\$811,739.63
13	BOEING COMMERCIAL AIRLINES	BOEING COMMERCIAL AIRLINES ATTN: INOLA DELACRUZ PO BOX 277851 ATLANTA, GA 30384-7851 P: 425-237-0343 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 AIRCRAFT LEASE	AQUILA AIRCRAFT LEASE ATTN: MICHAEL J EDELMAN ESQ VEDDER PRICE PC 1633 BROADWAY 47TH FL NEW YORK, NY 10019 P: 212-407-7700 F: 212-407-7799	AIRCRAFT LEASE		\$626,598.89
15	UNITED STATES TRANSPORTATION COMMAND	UNITED STATES TRANSPORTATION COMMAND ATTN: THOMAS KLOECKNER DSSN 3801 LI-CRAF, DISB. OPS DIR, ATTN: 3801 LIMESTONE FIELD SITE P O BOX 269339 INDIANAPOLIS, IN 46226 P: 618-746-4318	TRADE	SUBJECT TO SETOFF	\$616,272.09
16	GMF AERO ASIA	GMF AERO ASIA ATTN: AUGUS SULISTYONO MANAGEMENT BUILDING, 3RD FL SOEKARNO-HATTA INTERNATIONAL AIRPORT PO BOX 1303 BUSH, CENGKARENG 19130 INDONESIA P: +62215508609 F: +62 21 550 2489	TRADE	DISPUTED	\$575,211.13
17	FIRST CLASS AIR REPAIR	FIRST CLASS AIR REPAIR ATTN: RANDOL CEPEDA 15380 CR 565 A, SUITE G GROVELAND, FL 34736 P: 352 241 7684 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 ATTN: ALEXIS RIVERA PO BOX 94515 PALATINE, IL 60094-4515 P: 888-228-1517 F: 901-397-0109	TRADE		\$559,336.95
19	SR TECHNICS SWITZERLAND LTD.	SR TECHNICS SWITZERLAND LTD. ATTN: ZORAN PATARCIC ACCOUNT MANAGEMENT ENGINES CAE ENGINE SERVICE CENTRE ZURICH AIRPORT, 8058 SWITZERLAND P: +41 20 64 83087 F: +41 58 688 71 41	TRADE		\$503,149.42
20	HASHIM ZAKI	HASHIM ZAKI ATTN: THOMAS BUCCI WILLINGER, WILLINGER & BUCCI, PC 855 MAIN STREET BRIDGEPORT, CT 06604 P: (203) 366-3939 F: (203) 337-4588	LITIGATION	CONTINGENT UNLIQUIDATED DISPUTED	\$500,000.00
21	LOS ANGELES COUNTY TAX COLLECTOR	LOS ANGELES COUNTY TAX COLLECTOR 500 WEST TEMPLE ST. LOS ANGELES, CA 90054-0018 P: 213-893-1481 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 AVIATION LTD	AJ WALTER AVIATION LTD ATTN: DERYCK STOKES THE HEADQUARTERS PATRIDGE GREEN WEST SUSSEX, RH13 8RA UNITED KINGDOM P: +44 1403 711777 F: +44 1403 710936	TRADE		\$456,609.62
23	TAIKOO AIRCRAFT ENGINEERING CO. LTD	TAIKOO AIRCRAFT ENGINEERING CO. LTD ATTN: PETER MURTON XIAMEN INT'L AIRPORT FUJIAN, CHINA P: +86 592 573 7032 F: +86 592 573 0205	TRADE		\$367,500.31
24	PRATT & WHITNEY	PRATT & WHITNEY ATTN: KEITH NICHOLS 400 MAIN STREET EAST HARTFORD, CT 06108 P: 860-565-4321 F: 860-565-5442	TRADE		\$349,457.45
25	PAN AM INTERNATIONAL FLIGHT ACADEMY	PAN AM INTERNATIONAL FLIGHT ACADEMY ATTN: ERIC FREEMAN PO BOX 660920 MIAMI, FL 33266-0920 P: 305 874 6600 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 ATTN: ZAENI HOQUE PO BOX 54482 DUBAI, UNITED ARAB EMIRATES P: +97142996633 F: +971 4 299 67 11	TRADE		\$321,608.20
27	INTERNATIONAL AIR TRANSPORT ASSOCIATION	INTERNATIONAL AIR TRANSPORT ASSOCIATION ATTN: SARAH HAYWOOD IATA CENTRE ROUTE DE L'AEROPORT 33 P.O. BOX 416 GENEVA, 1215 SWITZERLAND P: +41227702643 F: +41 0 22 770 2654	TRADE		\$288,672.01
28	ETHIOPIAN AIRLINES ENTERPRISE-US	ETHIOPIAN AIRLINES ENTERPRISE-US ATTN: ESMAEL HAMID PO BOX 1755 ADDIS ABABA, ETHIOPIA P: +251 011 551 7000 P: +178585631228 F: +251 011 6651200 F: +251 011 6611474	TRADE		\$284,508.96
29	SHARJAH AVIATION SERVICES LLC	SHARJAH AVIATION SERVICES LLC ATTN: SRINIVASAN IYER PO BOX 70888 SHARJAH, UAE P: +97165141111 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 ATTN: TINA MACK UPS CORPORATE HEADQUARTERS 55 GLENLAKE PARKWAY ATLANTA, GA 30328 P: 404-828-6000 F: 404-828-6777	TRADE		\$260,055.81

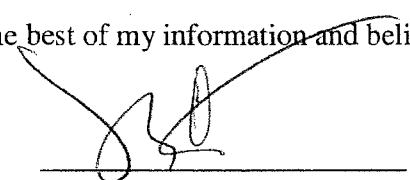
UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

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

I, Jon E. Olin, the undersigned authorized officer of Southern Air Holdings, Inc., 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



By: Jon E. Olin
Title: Senior Vice President

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

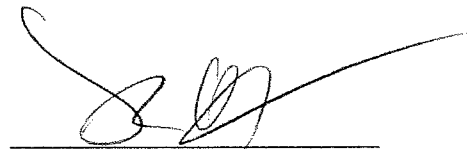
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:
In re : **Chapter 11**
:
SOUTHERN AIR : **Case No. 12-_____ ()**
HOLDINGS, INC., :
:
: **Joint Administration Requested**
Debtor. :
-----X

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Southern Air Holdings, Inc., 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. Oak Hill Cargo 360, LLC
2. OHCP II Cargo 360, LLC

Dated: September 28, 2012



By: Jon E. Olin
Title: Senior Vice President

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
 :
In re : **Chapter 11**
 :
SOUTHERN AIR : **Case No. 12-_____ ()**
HOLDINGS, INC., :
 : **Joint Administration Requested**
 :
Debtor. :
 -----X

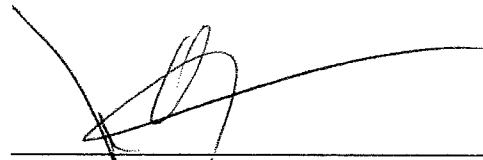
**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
Oak Hill Cargo 360, LLC 117 Glover Avenue Norwalk, CT 06850	Series A Preferred Stock	100%
Oak Hill Cargo 360, LLC 117 Glover Avenue Norwalk, CT 06850	Series B Preferred Stock	100%
Oak Hill Cargo 360, LLC 117 Glover Avenue Norwalk, CT 06850	Common Stock	87,333,334
H. David Greenberg 111 North Washington Avenue Park Ridge, IL 60068	Common Stock	1,666,666
Daniel J. McHugh 8 Nearwater Road Rowayton, CT 06853	Common Stock	156,250
Mark Paras P.O. Box 606 Camas, CA 98607	Common Stock	5,000

**DECLARATION REGARDING
LIST OF EQUITY SECURITY HOLDERS**

I, Jon E. Olin, am an authorized officer of Southern Air Holdings, Inc., 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



By: Jon E. Olin
Title: Senior Vice President