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Counsel to Ad Hoc Consortium of Minority First Lien Lenders

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

HAWKER BEECHCRAFT, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 12-11873 (SMB)

(Jointly Administered)

VERIFIED STATEMENT PURSUANT TO BANKRUPTCY RULE 2019

Brown Rudnick LLP ("Brown Rudnick") hereby makes the following verified statement (the "Verified Statement") pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") in connection with Brown Rudnick's representation of an ad hoc consortium (the "Ad Hoc Consortium") of minority first lien lenders under the credit agreement

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Hawker Beechcraft, Inc. (2598); Arkansas Aerospace, Inc. (7496); Beech Aircraft Corporation (0487); Beechcraft Aviation Company (3548); Hawker Beechcraft Acquisition Company, LLC (8770); Hawker Beechcraft Corporation (5770); Hawker Beechcraft Defense Company, LLC (5891); Hawker Beechcraft Finance Corporation (8763); Hawker Beechcraft Global Customer Support Corporation (7338); Hawker Beechcraft Holding, Inc. (6044); Hawker Beechcraft International Delivery Corporation (6640); Hawker Beechcraft International Holding LLC (6757); Hawker Beechcraft International Service Company (9173); Hawker Beechcraft Notes Company (0498); Hawker Beechcraft Quality Support Company (7800); Hawker Beechcraft Regional Offices, Inc. (3889); HBC, LLC (N/A); and Rapid Aircraft Parts Inventory and Distribution Company, LLC (N/A). The location of the Debtors' corporate headquarters and the Debtors' service address is: 10511 East Central, Wichita, Kansas 67206.

dated as of March 26, 2007 (as amended from time to time, the “Credit Agreement”) entered into among Hawker Beechcraft, Inc. and Hawker Beechcraft Acquisition Co. LLC (collectively, with their above-captioned affiliated debtors, the “Debtors”), Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent, and the lenders party thereto, and in support thereof states:

1. In April 2012, certain members of the Ad Hoc Consortium contacted Brown Rudnick to represent them in connection with a possible restructuring of the Debtors.

2. As of the date of this Verified Statement, Brown Rudnick represents only the Ad Hoc Consortium and does not represent or purport to represent any entities other than the Ad Hoc Consortium in connection with the Debtors’ chapter 11 cases. Furthermore, the Ad Hoc Consortium does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

3. The members of the Ad Hoc Consortium hold claims or manage accounts that hold claims against the Debtors’ estates arising from, among other things, the Credit Agreement.

4. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names and addresses of, and the nature and amount of all disclosable economic interests held by, each of the members of the Ad Hoc Consortium in relation to the Debtors as of the date hereof. The claims and claim amounts set forth in Exhibit A have been provided by the applicable members of the Ad Hoc Consortium and, by filing this Verified Statement, the Ad Hoc Consortium makes no representation regarding the amount, allowance, or priority of such claims and reserves all rights with respect thereto.

5. Upon information and belief formed after due inquiry, Brown Rudnick does not hold any claims against, or interests in, the Debtors or their estates, other than claims for fees and

expenses incurred both pre-petition and post-petition in connection with representing the Ad Hoc Consortium.

6. Nothing contained in this Verified Statement or the exhibits hereto should be construed as a limitation upon, or waiver of, any rights of the members of the Ad Hoc Consortium to assert, file, and/or amend its claim(s) in accordance with applicable law and any orders entered in these cases.

7. The undersigned hereby verifies under oath that this Verified Statement is true and accurate, to the best of the undersigned's knowledge and belief. Brown Rudnick reserves the right to amend or supplement this Verified Statement as necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: May 24, 2012
New York, New York

BROWN RUDNICK LLP

/s/ Steven D. Pohl

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*Counsel to Ad Hoc Consortium of Minority
First Lien Lenders*

EXHIBIT A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
ALJ Capital Management LLC	6300 Wilshire Blvd, Suite 700 Los Angeles, CA 90048	\$3,999,999.81 under the Credit Agreement dated March 26, 2007
Apidos Capital Management, LLC	712 Fifth Avenue, 12th Fl. New York, NY 10019	\$6,962,543.93 under the Credit Agreement dated March 26, 2007
Capital Ventures International	c/o Susquehanna Advisors Group, Inc. 401 City Ave., Suite 220 Bala Cynwyd, PA 19004	\$9,000,000.00 under the Credit Agreement dated March 26, 2007
Crescent Capital Group, LP	1251 Avenue of the Americas, Suite 4600 New York, NY 10020	\$10,564,119.04 under the Credit Agreement dated March 26, 2007
D.E. Shaw & Co., L.P.	1166 Avenue of the Americas, 9th Fl. New York, NY 10036	\$39,000,000.00 under the Credit Agreement dated March 26, 2007
Harbert Credit Opportunities Fund	555 Madison Avenue, 16th Fl. New York, NY 10022	\$4,999,999.69 under the Credit Agreement dated March 26, 2007
ING Investment Management	7337 E. Doubletree Ranch Road Scottsdale, AZ 85258	\$1,826,741.56 under the Credit Agreement dated March 26, 2007
Intermarket Corp	1370 Avenue of the Americas New York, NY 10019	\$7,912,197.54 under the Credit Agreement dated March 26, 2007
KKR Asset Management, LLC	555 California Street, 50th Fl. San Francisco, CA 94104	\$36,732,833.43 under the Credit Agreement dated March 26, 2007
RBS Securities, Inc.	The Royal Bank of Scotland, plc 600 Washington Blvd. Stamford, CT 06901	\$6,300,000.00 under the Credit Agreement dated March 26, 2007
Regiment Capital Advisors, LP	222 Berkeley St., 12th Fl. Boston, MA 02116	\$3,886,618.31 under the Credit Agreement dated March 26, 2007
Scotia Bank	One Liberty Plaza New York, NY 10006	\$10,934,686.87 under the Credit Agreement dated March 26, 2007
Stone Lion Partners L.P.	461 Fifth Ave., 14th Fl. New York, NY 10017	\$11,523,893.81 under the Credit Agreement dated March 26, 2007 \$3,000,000.00 of 8.875% Bonds due 2015
The Foothill Group, Inc.	2450 Colorado Avenue, Suite 3000 West Santa Monica, CA 90404	\$17,080,033.58 under the Credit Agreement dated March 26, 2007
Wayzata Investment Partners, LLC	701 East Lake Street, Suite 300 Wayzata, MN 55391	\$15,000,000.00 under the Credit Agreement dated March 26, 2007
Whippoowill Associates, Inc.	11 Martine Ave. White Plains, NY 10606	\$7,414,461.63 under the Credit Agreement dated March 26, 2007