

James H.M. Sprayregen, P.C.
Paul M. Basta
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

Patrick J. Nash, Jr. (admitted *pro hac vice*)
Ross M. Kwasteniet (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
300 N. LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
HAWKER BEECHCRAFT, INC., <i>et al.</i> , ¹)	Case No. 12-11873 (SMB)
Debtors.)	(Jointly Administered)

**NOTICE OF FILING OF REVISED PROPOSED ORDER REGARDING THE
DEBTORS' MOTION FOR THE ENTRY OF AN ORDER PURSUANT TO
11 U.S.C. § 365(d)(4)(B)(ii) APPROVING CONSENSUAL EXTENSIONS OF
TIME TO ASSUME OR REJECT CERTAIN UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY [DOCKET NO. 776]**

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.

PLEASE TAKE NOTICE that on November 15, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”)¹ filed the *Debtors’ Motion for the Entry of an Order Pursuant to 11 U.S.C. § 365(d)(4)(B)(ii) Approving Consensual Extensions of Time to Assume or Reject Certain Unexpired Leases of Nonresidential Real Property* [Docket No. 776] (the “Motion”).²

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a revised proposed *Order Pursuant to 11 U.S.C. § 365(d)(4)(B)(ii) Approving Consensual Extensions of Time to Assume or Reject Certain Unexpired Leases of Nonresidential Real Property* attached hereto as **Exhibit A** (the “Revised Proposed Order”), reflecting the addition of two unexpired leases of non-residential real property to Exhibit 1 to the Revised Proposed Order for which the Debtors received executed Extension Letters subsequent to filing the Motion.

¹ Capitalized terms used but not defined in this paragraph shall have the meanings set forth in the Motion.

² The Motion is filed with the Court and also is available for free online at <http://dm.epiq11.com/HBC>. Copies of the Motion can also be obtained upon written request to Epiq Bankruptcy Solutions, LLC, the Debtors’ noticing and claims agent at the following addresses: (a) by first-class mail - Hawker Beechcraft, Inc., c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5285, New York, New York 10150-5285; or (b) by hand delivery or overnight mail - Hawker Beechcraft, Inc., c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that a redline containing the changes between the proposed order filed with the Motion and the Revised Proposed Order (which changes only affect Exhibit 1) is attached hereto as **Exhibit B**.

Dated: November 28, 2012
New York, New York

/s/ Ross M. Kwasteniet

James H.M. Sprayregen, P.C.
Paul M. Basta
KIRKLAND & ELLIS LLP
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New York, New York 10022
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

HAWKER BEECHCRAFT, INC., *et al.*,¹

Debtors.

)

) Chapter 11

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) Case No. 12-11873 (SMB)

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) (Jointly Administered)

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**ORDER PURSUANT TO 11 U.S.C. § 365(d)(4)(B)(ii) APPROVING CONSENSUAL
EXTENSIONS OF TIME TO ASSUME OR REJECT CERTAIN UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) approving consensual extensions of the deadline by which the Debtors must assume or reject certain unexpired leases of nonresidential real property, each set forth on Exhibit 1 hereto (the “Extended Leases”), through and including the date set forth on Exhibit 1 hereto (the “Extension Date”), without prejudice to the Debtors’ right to request further extensions in accordance with section 365(d)(4) of the Bankruptcy Code, all as more fully set forth in the Motion; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon consideration of the record of the Hearing, and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest, and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and any objections to the relief granted herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Based upon the consents provided by the Extended Lease counterparties set forth on **Exhibit 1** hereto, the Debtors’ deadline to assume or reject any of the Extended Leases identified on **Exhibit 1** is hereby extended through and including the Extension Date.
3. The listing of a lease or agreement on **Exhibit 1** does not constitute a finding by the Court or an admission by the Debtors or any other party in interest that such lease or agreement is an unexpired lease of nonresidential real property or that it is eligible for assumption or rejection pursuant to section 365 of the Bankruptcy Code.
4. Entry of this Order is without prejudice to the Debtors’ right to request further extensions of the time to assume or reject the Extended Leases in accordance with section 365(d)(4) of the Bankruptcy Code.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2012
New York, New York

Stuart M. Bernstein
United States Bankruptcy Judge

No.	Counterparty and Address	Description of Lease	Debtor	Extension Date
1	101HB, LLC 1707 N. Waterfront Parkway Wichita, KS 67206	Engineering Offices 101 S. Webb Rd. Wichita, KS 67206	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
2	Air Capital Delivery and Warehouse, LLC 5841 Prospect Wichita, KS 67204	Warehouse 5841 Prospect Ct. Park City, KS 67204	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
3	Barbara Andre-Maxwell 2381 Algonquin Road Schenectady, NY 12309	Building 99 Parking Lot Lease 101 S. Webb Rd. Wichita, KS 67206	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
4	Centurion Investments DBA Avmats 18337 Edison Ave. Chesterfield, MO 63005	Field Service Representative Office 750 N. Beechcraft Ave. Chesterfield, MO 63005	Hawker Beechcraft Regional Offices, Inc.	Through and including the Confirmation Date.
5	City of Little Rock Bill and Hillary Clinton National Airport One Airport Drive Little Rock, AR 72202	Aircraft Completion & Service Center 2400 Grundfest Drive Little Rock, AR 72202	Hawker Beechcraft Acquisition Company, LLC	Through and including the Confirmation Date.
6	City of San Antonio - Dept of Aviation 9800 Airport Blvd. San Antonio, TX 78216	Aircraft Service Facility 10440 John Cape Road San Antonio, TX 78216	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
7	Continental American Corporation 5000 East 29th St. North Wichita, KS 67220	Data Center 5000 E. 29th Street Wichita, KS 67220	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
8	Delaware River and Bay Authority PO Box 71 New Castle, DE 19720	Aircraft Service Facility 142 Old Churchmans Road New Castle, DE 19720	Hawker Beechcraft Global Customer Support Corporation	The earlier of I) the Confirmation Date or II) March 29, 2013
9	Elliott Aviation of Minneapolis Flying Cloud Airport 13801 Pioneer Trail Eden Prairie, MN 55347	Field Service Representative Office 13801 Pioneer Trail Minneapolis, MN 55347	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
10	Indianapolis Airport Authority 7800 Col. H. Cook Memorial Dr. Suite 100 Indianapolis, IN 46241	Aircraft Service & Paint Facility 6821 Pierson Dr. Indianapolis, IN 46241	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
11	Indianapolis Airport Authority 7800 Col. H. Cook Memorial Dr. Suite 100 Indianapolis, IN 46241	Ground Support Equipment Repair Shop 7001 Pierson Dr. Indianapolis, IN 46241	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
12	Indianapolis Airport Authority 7800 Col. H. Cook Memorial Dr. Suite 100 Indianapolis, IN 46241	Hanger 137 6435 Pierson Dr. Indianapolis, IN 43241	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
13	Jon S. Vesely Revocable Trust 14605 N. Airport Drive Suite 210 Scottsdale, AZ 85260	Sales Office 15879 N. 80th Street Scottsdale, AZ 85260	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
14	Leo, Raymond, and Christine Kennedy RFD 2 Derby, KS 67307	Gas Storage Lease Sedgwick Co., KS	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
15	Mission Aire V, LP C/O The Mission Companies PO Box 639 Addison, TX 75001	Sales Office 4400 Westgrove Dr. Addison, TX 75001	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
16	Morningstar Community Church 11010 E. Kellogg Drive Wichita, KS 67207	Building 89 Parking Lot Lease 11010 E. Kellogg Wichita, KS 67206	Hawker Beechcraft Corporation	Through and including the Confirmation Date.
17	Wichita Airport Authority 2173 Air Cargo Road Wichita, KS 67209	Aircraft Hangar 2190 Airport Road Wichita, KS 67209	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
18	Wichita Airport Facilities 211 North Stadium Blvd. Suite 201 Columbia, MO 65203	Aircraft Service Facility 1590 Airport Road Wichita, KS 67209	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
19	Wichita Airport Facilities 211 North Stadium Blvd. Suite 201 Columbia, MO 65203	Paint Hangar 1530 Airport Road Wichita, KS 67209	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.
20	Williams Gateway Airport Authority 5835 South Sossaman Road Mesa, AZ 85212	Aircraft Service Facility 5615 S. Sossaman Road Mesa, AZ 85212	Hawker Beechcraft Global Customer Support Corporation	Through and including the Confirmation Date.

EXHIBIT B

Redline of Revised Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

HAWKER BEECHCRAFT, INC., *et al.*,¹

Debtors.

)

) Chapter 11

)

) Case No. 12-11873 (SMB)

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) (Jointly Administered)

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**ORDER PURSUANT TO 11 U.S.C. § 365(d)(4)(B)(ii) APPROVING CONSENSUAL
EXTENSIONS OF TIME TO ASSUME OR REJECT CERTAIN UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) approving consensual extensions of the deadline by which the Debtors must assume or reject certain unexpired leases of nonresidential real property, each set forth on Exhibit 1 hereto (the “Extended Leases”), through and including the date set forth on Exhibit 1 hereto (the “Extension Date”), without prejudice to the Debtors’ right to request further extensions in accordance with section 365(d)(4) of the Bankruptcy Code, all as more fully set forth in the Motion; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein

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