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- and -

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Proposed 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 SECOND DAY HEARING TO BE HELD ON
MAY 30, 2012 AT 10:00 A.M. (EASTERN TIME)**

PLEASE TAKE NOTICE that on May 3, 2012 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), each filed a voluntary

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.

petition for relief under title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that the motions set forth below were approved on an interim basis on either May 4, 2012 or May 7, 2012, and will be heard on a final basis at a hearing scheduled for **May 30, 2012 at 10:00 a.m. (Eastern Time)**, before The Honorable Stuart M. Bernstein, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom No. 723, New York, New York 10004 (the “Second Day Hearing”), or at such other time as the Court may determine:

1. Insurance Motion. Debtors’ Motion for the Entry of Interim and Final Orders Authorizing, but Not Directing, the Debtors (I) to Continue Their Prepetition Insurance Coverage, and (II) to Obtain New Insurance Policies, Aviation Liability Policies, Brokerage Agreements, and Surety Bonds [Docket No. 4] (the “Insurance Motion”);
2. Customer Programs Motion. Debtors’ Motion for the Entry of Interim and Final Orders Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and Otherwise Continue Certain Customer Programs and Practices in the Ordinary Course of Business [Docket No. 5];
3. Employee Wages and Benefits Motion. Debtors’ Motion for the Entry of Interim and Final Orders Authorizing, but Not Directing, the Debtors to (I) Pay Certain Prepetition Compensation and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Wages and Benefits Programs [Docket No. 9];
4. Vendor Motion. Debtors’ Motion for the Entry of Interim and Final Orders (I) Authorizing Payment of (A) Section 503(B)(9) Claims, (B) Logistics Claims, (C) Foreign Creditor Claims, and (D) Critical Vendor Claims, (II) Directing Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [Docket No. 10];
5. Cash Management Motion. Debtors’ Motion for the Entry of Interim and Final Orders Authorizing the Debtors to (I) Continue to Utilize (A) Existing Cash Management System, (B) Existing Bank Accounts, (C) Existing Business Forms, and (D) Existing Investment Practices, (II) Grant Certain Administrative Claims, and (III) Perform Certain Intercompany Arrangements and Historical Practices [Docket No. 12];

6. Tax Motion. Debtors' Motion for the Entry of Interim and Final Orders (I) Authorizing, but Not Directing, the Payment of Prepetition Taxes and Fees and (II) Granting Related Relief [Docket No. 14] (the "Taxes Motion");
7. Claims Trading Motion. Debtors' Motion for the Entry of Interim and Final Orders (I) Establishing an Effective Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates and (II) Granting Related Relief [Docket No. 18]; and
8. DIP Financing / Cash Collateral Motion. Debtors' Motion for the Entry of Interim and Final Orders (I) Authorizing the Debtors (A) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364; (II) Granting Adequate Protection to Prepetition Secured Lenders; and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 20].

PLEASE TAKE FURTHER NOTICE that the motions and applications set forth below will also be heard at the Second Day Hearing, or at such other time as the Court may determine:

1. Utilities Motion. Debtors' Motion for the Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 15];
2. Case Management Motion. Debtors' Motion for the Entry of an Order Establishing Certain Notice, Case Management, and Administrative Procedures [Docket No. 19];
3. Assumption or Rejection Procedures Motion. Debtors' Motion for the Entry of an Order Authorizing and Approving Expedited Procedures to Reject or Assume Executory Contracts and Unexpired Leases [Docket No. 92];
4. Interim Compensation. Debtors' Motion for the Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 93];
5. Alvarez & Marsal Retention Application. Debtors' Application for the Entry of an Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Restructuring Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 94];

6. Perella Weinberg Retention Application. Debtors' Application for the Entry of an Order Authorizing the Employment and Retention of Perella Weinberg Partners LP as Investment Banker and Financial Advisor for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 103];
7. Curtis, Mallet-Prevost Retention Application. Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 104];
8. Kirkland & Ellis Retention Application. Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 105]; and
9. OCP Motion. Debtors' Motion for the Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business [Docket No. 106].

PLEASE TAKE FURTHER NOTICE that copies of these motions and applications may be obtained free of charge by visiting the website of website of Epiq Bankruptcy Solutions, LLC at <http://dm.epiq11.com/Hawker> or by calling (866) 879-7096 (for domestic or Canadian callers) or (503) 597-7681 (for callers outside the United States and Canada). You may also obtain copies of any pleadings by visiting the Court's website at www.nysb.uscourts.gov in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the motions and applications set forth above must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Court electronically by registered users of the Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Court) and, by all other parties in interest, on a compact disk, preferably in searchable Portable Document Format (PDF), WordPerfect or any

other Windows-based word processing format (in either case, with a hard copy marked “Chambers Copy” and delivered directly to the Court), and shall be served upon each of the parties set forth below so as to be actually received by no later than **4:00 p.m. (Eastern Time) on May 25, 2012**; provided that, as set forth in the respective interim orders, responses and objections to the proposed final relief in Insurance Motion and the Taxes Motion must actually be received by no later than **10:00 a.m. (Eastern Time) on May 30, 2012**.

- a) the Debtors, Hawker Beechcraft, Inc., 10511 East Central, Wichita, Kansas 67206, Attn: Steve Hall;
- b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Paul M. Basta and 300 North LaSalle, Chicago, Illinois 60654, Attn: Patrick J. Nash, Jr. and Ross M. Kwasteniet;
- c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Paul K. Schwartzberg;
- d) proposed counsel to the official committee of unsecured creditors appointed on May 11, 2012, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park New York, NY 10036-6745, Attn: Dan Golden and David Botter;
- e) counsel to the agent under the Debtors’ postpetition financing agreement and the agent under the Debtors’ prepetition secured credit agreement (the “Credit Agreement”), Sidley Austin, LLP, 555 West Fifth Street, Suite 4000, Los Angeles, California 90013, Attn: Jennifer C. Hagle;

- f) counsel to an ad hoc committee of lenders under the Credit Agreement, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019, Attn: Richard G. Mason, Attn: Emily D. Johnson;
- g) counsel to Deutsche Bank National Trust Company in its capacity as the indenture trustee for the Debtors' 8.500% senior notes and 8.875% / 9.625% senior PIK election notes (the "Senior Notes"), Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, Illinois 60654, Attn: Harold L. Kaplan and Mark F. Hebbeln;
- h) counsel to Wilmington Trust, N.A. in its capacity as the indenture trustee for the Debtors' 9.750% senior subordinated notes, Sheppard Mullin Richter & Hampton LLP, Attn: Edward H. Tillinghast, III and Blanka K. Wolfe, 30 Rockefeller Plaza, New York, New York 10112;
- i) counsel to an ad hoc committee of holders of Senior Notes, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, NY 10005, Attn: Gregory A. Bray and Cindy Chen Delano;
- j) counsel to an ad hoc consortium of lenders under the Credit Agreement, Brown Rudnick LLP, Seven Times Square New York, NY 10036, Attn: Edward S. Weisfelner;
- k) the Securities and Exchange Commission, New York Regional Office, 233 Broadway, New York, New York 10279; and
- l) the Internal Revenue Service, Assistant United States Attorney, Southern District of New York, 86 Chambers Street, 3rd Floor, New York, New York 10007.

Dated: May 17, 2012
New York, New York

/s/ Ross M. Kwasteniet

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