

**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)
)	

**SUPPLEMENTAL DECLARATION OF MICHAEL KRAMER IN SUPPORT
OF APPLICATION OF DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND
328(a) AND FED. R. BANKR. P. 2014 FOR AUTHORITY TO RETAIN AND
EMPLOY PERELLA WEINBERG PARTNERS LP AS FINANCIAL
ADVISOR NUNC PRO TUNC TO THE COMMENCEMENT DATE**

I, Michael Kramer, under penalty of perjury, declare as follows:

1. I am a Partner at Perella Weinberg Partners LP (“PWP”), which, together with its affiliates (the “Firm”), is a global financial services firm that provides corporate advisory, private placement and asset management services. The Firm is headquartered at 767 Fifth Avenue, New York, New York 10153, and has offices located in London, England; San Francisco, CA; Austin, TX; New York, NY; Denver, Colorado; Beijing, PRC; and Abu Dhabi, UAE.

2. This declaration (the “Supplemental Declaration”) supplements the Kramer Declaration (as defined in the Application), sworn to on May 16, 2012, on behalf of the

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.

Firm in support of the *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] (the "Application").²

3. I submit this Supplemental Declaration in accordance with section 328 of title 11 of the United States Code, Rules 2014(a), 2016 and 5002 of the Federal Rules of Bankruptcy Procedure and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon PWP's completion of further review or as additional party-in-interest information becomes available to it, a further supplemental declaration will be submitted to the Court reflecting such amended or modified information.

4. PWP makes the following additional disclosures with respect to PWP's disinterestedness:

PWP is currently providing financial advisory services in connection with a strategic transaction to European Aeronautic Defence and Space Company EADS N.V. ("EADS"), which is a parent company of (i) Airbus Uk Ltd., a vendor in these cases, (ii) Airbus Operations Ltd, a "Top 50 Creditor" and (iii) Eads Construcciones Aeronauticas SA (EADS CASA), EADS SECA, Satair USA Inc., Vector Aerospace Engine Services. PWP is not providing any advice directly to any of the entities listed in clauses (i), (ii) and (iii) above. To the best of my knowledge, the services provided to EADS are unrelated to matters involving the Debtors. The revenues generated from EADS through the date hereof represent less than 1% of the total revenues generated by the Firm for the last twelve months. To the best of my knowledge, no business relationships, including the relationship with EADS, constitutes an interest materially adverse to the Debtors.

²

All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Application, the Kramer Declaration, or the Engagement Letter (as defined in the Application), as appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: New York, New York
October 2, 2012

/s/Michael Kramer

Michael Kramer

Partner

PERELLA WEINBERG PARTNERS LP