

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

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In re: :
: **CHAPTER 11**
: **EOS AIRLINES, INC.** :
: **CASE NO. 08-22581 (ASH)**
Debtor :
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**ORDER (A) APPROVING ADEQUACY OF DISCLOSURE STATEMENT;
(B) FIXING A VOTING RECORD DATE; (C) ESTABLISHING PROCEDURES FOR SOLICITATION AND
TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; (D) APPROVING FORM OF
SOLICITATION PACKAGE AND NOTICES;
AND (E) SCHEDULING CERTAIN DATES IN CONNECTION THEREWITH**

Upon the motion (the “Motion”),¹ dated October 30, 2008, of Eos Airlines, Inc., debtor and debtor-in-possession in the above-captioned proceeding (the debtor), seeking entry of an order (a) approving the adequacy of the Disclosure Statement, as subsequently amended and dated December 18, 2008 (the Disclosure Statement) regarding the Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United States Bankruptcy Code dated December 18, 2008 (the Plan), (b) fixing a Voting Record Date, (c) establishing procedures for solicitation and tabulation of votes to accept or reject the Plan, (d) approving the form of the Solicitation Package and the notices to be distributed with respect thereto, and (e) scheduling certain dates, including the following: (i) the Confirmation Hearing; (ii) establishing deadlines for filing objections, if any, to the Plan; and (iii) establishing the Voting Deadline for receipt of Ballots to accept or reject the Plan; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. 1408 and 1409; and due, adequate and sufficient

¹ Defined terms used herein but not defined herein have meanings ascribed to such terms in the Motion.



notice of the Motion having been given, and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that the Disclosure Statement, as amended and modified, complies with all aspects of section 1125 of the Bankruptcy Code and Local Rule 3017-1(a) and it is hereby APPROVED as containing adequate information, as defined by section 1125(a) of the Bankruptcy Code; and it is further

ORDERED, that the Debtor has provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017 and Local Rule 3020-1; and it is further

ORDERED, that the Disclosure Statement provides Creditors, holders of Equity Interests and parties in interest with sufficient notice regarding the injunction, exculpation and third-party release provisions contained in the Plan in compliance with Bankruptcy Rule 3016(c); and it is further

ORDERED, that the objections of the Office of the United States Trustee (the trustee to the disclosure statement filed by the Debtor on October 24, 2008 [Doc. 337] have been resolved pursuant to the provisions of the Disclosure Statement approved hereby to the extent such objections were relevant to the adequacy of the Disclosure Statement. The rights of the Trustee to further object to the Plan, as necessary or appropriate, are preserved.

ORDERED, that **November 25, 2008** shall be the Voting Record Date for determining: (a) the Creditors and holders of Equity Interests that are entitled to receive the Solicitation Package pursuant to the Solicitation Procedures; (b) the Creditors and holders of Equity Interests entitled to vote to accept or reject the Plan; and (c) whether Claims or Equity Interests have been

properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the Claim or Equity Interest; and it is further

ORDERED, that the Voting Deadline shall be **January 21, 2009 at 5:00 p.m. (Pacific Time)**; and it is further

ORDERED, that the Solicitation Procedures attached hereto as Exhibit 1, and incorporated by reference herein, are hereby approved, provided, however, the Debtor reserves the right, subject to Court approval, to further amend or supplement the Solicitation Procedures to better facilitate the solicitation process; and it is further

ORDERED, that the procedures for distribution of the Solicitation Package set forth in the Solicitation Procedures satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and the Debtor are directed to distribute or cause to be distributed Solicitation Packages to all parties in interest on the 2002 List as of the Voting Record Date and all parties entitled to vote to accept or reject the Plan; and it is further

ORDERED, that the form of the Debtor customized letter to holders of Claims in Class 4, substantially in the form attached hereto as Exhibit 2, is hereby approved; and it is further

ORDERED, that the form of Ballot, substantially in the form attached hereto as Exhibit 3, is hereby approved; and it is further

ORDERED, that the form of the voting instructions, substantially in the form attached to the Ballot, is hereby approved; and it is further

ORDERED, that all votes to accept or reject the Plan must be cast by using the Ballot; and it is further

ORDERED, that all Ballots must be properly executed, completed and delivered by (a) first class mail, in the return envelope provided with each Ballot; (b) overnight courier; or (c) personal delivery, so that the Ballots are actually received, by the Voting Agent, no later than the Voting Deadline at the following address: Eos Airlines, Inc. Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245; and it is further

ORDERED, that the forms of the Non-Voting Status Notices, substantially in the forms attached hereto as Exhibits 4 and 5, respectively, are hereby approved; and it is further

ORDERED, that the form of the Disputed Claims Notice, substantially in the form attached hereto Exhibit 6, is hereby approved; and it is further

ORDERED, that the form of the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit 7, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) and is hereby approved; and it is further

ORDERED, that the Debtor shall be excused from mailing Solicitation Packages to those entities to whom the Debtor mailed a notice regarding the Disclosure Statement Hearing and received a notice from the United States Postal Service or other carrier that it was undeliverable. If a Creditor has changed its mailing address after the date the Solicitation Packages are mailed, the burden shall be on the Creditor or party in interest, not the Debtor, to advise the Voting Agent of the new address; and it is further

ORDERED, that the Confirmation Hearing shall commence on **January 28, 2009 at 11:00 a.m. prevailing Eastern Time**, which date may be continued from time to time by the Court or the Debtor without further notice other than adjournments announced in open court; and it is further

ORDERED, that any objections to the Plan must be filed by the Plan Objection Deadline, **January 23, 2009 at 4:00 p.m. (prevailing Eastern Time)**, and must be: (a) in writing; (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court; (c) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party; (d) state with particularity the basis and nature for such objection to the Plan and, if practicable, proposed modification to the Plan that would resolve such objection; and (e) filed with the Court and served such that it is actually received by the following Notice Parties:

Debtor

Eos Airlines, Inc.
P.O. Box 598
Purchase, New York 10577

Office of the United States Trustee

Attention: Brian Masumoto
33 Whitehall Street, 21st Floor
New York, New York 10004

Voting Agent

Eos Airlines Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

Attorney for the Debtor and Debtor-in-Possession

Squire, Sanders and Dempsey L.L.P.
Attention: Nicholas J. Brannick
2000 Huntington Center
41 South High Street
Columbus, Ohio 43215
Email: nbrannick@ssd.com
Telephone: 614.365.2700
Facsimile: 614.365.2499

Counsel for the Official Committee of Unsecured Creditors

Cohen Tauber Spievack & Wagner P.C.
Attention: Joseph M. Vann
420 Lexington Avenue, Suite 2400
New York, New York 10170

Email: jvann@ctswlaw.com
Telephone: 212.586.5800
Facsimile: 212.586.5095

Judge's Chambers

Judge Adlai S. Hardin's Chambers, Room 530
300 Quarropas Street
White Plains, NY 10601

no later than **4:00 p.m. (ET) on January 23, 2009**; and it is further

ORDERED, that the terms of this Order shall be binding upon the Debtor, all Creditors and holders of Equity Interests of the Debtor, and any trustee appointed in this proceeding or any trustee appointed in any subsequent proceeding under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtor, and all other parties in interest; and it is further

ORDERED, that all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a); and it is further

ORDERED, that the Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order; and it is further

ORDERED, that the requirement set forth in Local Rule 9013-1(b) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived; and it is further

ORDERED, that notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction, even after the closing of the Case, with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York
Dated: December 18, 2008

/s/Adlai S. Hardin, Jr.
United States Bankruptcy Judge

EXHIBIT 1

(Solicitation Procedures)

SOLICITATION PROCEDURES

A. The Voting Record Date

The Bankruptcy Court has approved **November 25, 2008 at 4:00 p.m. prevailing Eastern Time** as the record date for purposes of determining which Creditors and holders of Equity Interests are entitled to vote on the Plan (the “Voting Record Date”).²

B. The Voting Deadline

The Bankruptcy Court has approved **January 21, 2009 at 5:00 p.m. Pacific Time** as the voting deadline (the Voting Deadline). To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered by using the return envelope provided or by delivery by (a) first class mail, (b) overnight courier, or (c) personal delivery, so that they are actually received, by the Debtor voting agent, Kurtzman Carson Consultants LLC (the Voting Agent) at the following address, no later than the Voting Deadline:

By first class mail, overnight courier or personal delivery	Eos Airlines, Inc. Ballot Processing c/o Kurtzman Carson Consultants LLC 2335 Alaska Ave. El Segundo, CA 90245
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C. Form, Content and Manner of Notices

1. **The Solicitation Package**: The following materials shall constitute the solicitation package (the Solicitation Package):

- a. the Confirmation Hearing Notice;
- b. the Ballot and Voting Instructions;
- c. a pre-addressed, postage pre-paid return envelope;
- d. a CD-ROM containing the Disclosure Statement with all exhibits, including the Plan, and any other supplements or amendments to these documents which may be filed with the Bankruptcy Court;
- e. a CD-ROM containing a letter from the Debtor to the holders of Claims in Class 4 requesting that they vote to accept the Plan; and
- f. a CD-ROM containing the Disclosure Statement Order, which, among other things (a) approves the Disclosure Statement as containing adequate information in accordance with section 1125 of the Bankruptcy Code, (b) fixes a Voting Record Date, (c)

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable.

approves solicitation and voting procedures with respect to the Plan, (d) approves the form of the Solicitation Package and the notices to be distributed with respect thereto, and (e) schedules certain dates in connection therewith (without exhibits except for Exhibit 1 (Solicitation Procedures)).

2. Distribution of the Solicitation Package. All parties in interest on the 2002 List as of the Voting Record Date, United States Bankruptcy Judge Adlai S. Hardin Chambers, the Office of the United States Trustee for the Southern District of New York, counsel to the Official Committee of Unsecured Creditors, and all parties entitled to vote to accept or reject the Plan shall be served with copies of the Disclosure Statement Order, the Disclosure Statement and all exhibits to the Disclosure Statement, including the Plan. The Solicitation Package (except the Ballots) can also be obtained by any party by accessing the Voting Agent website at www.kccllc.net/eosairlines. Moreover, all parties entitled to vote to accept or reject the Plan shall receive a Solicitation Package containing copies of the Confirmation Hearing Notice, a Ballot and the Solicitation Procedures.

The Debtor shall serve the Solicitation Package in the manner described above on the 2002 List and the United States Bankruptcy Judge Adlai S. Hardin's Chambers, the Office of the United States Trustee for the Southern District of New York, and counsel to the Official Committee of Unsecured Creditors. Additionally, the Solicitation Package documents, including (i) the Confirmation Hearing Notice, (ii) Ballot and Voting Instructions, (iii) a CD-ROM containing the Disclosure Statement (and all exhibits thereto, including the Plan), (iv) a CD-ROM containing the Disclosure Statement Order (without exhibits except for Exhibit 1); (v) a CD-ROM containing a letter from the Debtor to holders of Claim in Class 4, and (vi) a pre-addressed, postage pre-paid return envelope; shall be served, in the manner described above, on holders of Claims in Class 4 as follows:

a. the holders of Claims for which Proofs of Claim have been timely filed, as reflected on the official claims register, as of the close of business on the Voting Record Date, with the exception of those Claims subject to a pending objection filed before the Voting Deadline, unless such Claims are allowed for voting purposes pursuant to a Resolution Event as defined in Section D.4 hereof; provided, however, to the extent that the Debtor has reached a settlement on a Claim for which a Proof of Claim has been timely filed, the terms of such settlement shall govern for purposes of determining the holder of the Claim and the amount of the Claim;

b. the holders of scheduled Claims that are listed in the Debtor's Schedules of assets and liabilities filed with the Bankruptcy Court (as may have been amended, the "Schedules"), with the exception of those scheduled Claims that are listed as contingent, unliquidated or Disputed Claims (excluding such scheduled Claims that have been superseded by a timely-filed proof of claim);³

³ Pursuant to Bankruptcy Rule 3003(c)(2), with respect to all persons or entities who are listed on the Debtor Schedules as having a Claim or a portion of a Claim that is disputed, unliquidated or contingent which Person or entity did not timely file a proof of claim, the Debtor shall not distribute any documents or notices on behalf of such Claim.

c. the holders of Claims arising pursuant to an agreement or settlement with the Debtor executed prior to the close of business on the Voting Record Date, as reflected in a court pleading, stipulation, term sheet, agreement or other document filed with the Bankruptcy Court, in an Order entered by the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court regardless of whether a proof of claim has been filed;

d. the holder of any Disputed Claim (as defined in Section D.4 herein) that has been allowed to vote pursuant to a Resolution Event (as defined below) pursuant to the procedures set forth in Section D.4 herein; and

e. the United States Trustee for the Southern District of New York.

The Debtor shall make every reasonable effort to ensure that Creditors who have more than one Claim in Class 4 (as defined in the Plan) receive no more than one set of the Solicitation Package materials.

3. Non-Voting Status Notices: Notwithstanding the above, certain Creditors whose Claims are not classified in accordance with 11 U.S.C. 1123(a)(1) or who are not entitled to vote because they are deemed to accept or reject the Plan under 11 U.S.C. 1126(f) or 1126(g) will receive only the Confirmation Hearing Notice and one of the following additional notices: (i) Notice of Non-Voting Status With Respect to Unimpaired Classes Deemed to Accept the Plan, Impaired Classes Deemed to Accept the Plan, and Unclassified Classes, or (iii) Notice of Non-Voting Status With Respect To Impaired Classes Deemed To Reject the Plan, as applicable, each substantially in the forms attached to the Disclosure Statement Order as Exhibits 4 and 5, respectively (collectively, the on-Voting Status Notices . The Non-Voting Status Notices will instruct these Creditors that they may obtain copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and all other materials in the Solicitation Package (excluding a Ballot) by requesting a copy from the Debtor Voting Agent by writing to Eos Airlines Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, CA 90245, by calling 1-866-381-9100, or by accessing the case website at www.kccllc.net/eosairlines.

D. Approval of Voting and Tabulation Procedures

1. Claim Holders Entitled to Vote: Only the following holders of Claims in Voting Classes shall be entitled to vote with regard to such Claims:

a. the holders of Claims for which proofs of claim have been timely filed, as reflected on the official claims register, as of the close of business on the Voting Record Date, with the exception of those Claims subject to a pending objection filed before the Voting Deadline, unless such Claims are allowed for voting purposes pursuant to a Resolution Event (as defined below) pursuant to the procedures in Section D.4 herein; provided, however, to the extent that the Debtor has reached a settlement on a Claim for which a proof of claim has been timely filed, the terms of such settlement shall govern for purposes of determining the holder of the Claim and the amount of the Claim;

b. the holders of scheduled Claims that are listed in the Debtor's Schedules, with the exception of those scheduled Claims that are listed as contingent, unliquidated or Disputed Claims (excluding such scheduled Claims that have been superseded by a timely-filed Proof of Claim); and

c. the holders of Claims arising pursuant to an agreement or settlement with the Debtor executed prior to the close of business on the Voting Record Date, as reflected in a court pleading, stipulation, term sheet, agreement or other document filed with the Bankruptcy Court, in an Order entered by the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court regardless of whether a proof of claim has been filed.

The assignee of a transferred and assigned Claim (whether a timely-filed or scheduled Claim) shall be permitted to vote such Claim only if appropriate transfer/assignment of claim documentation has been noted on the Bankruptcy Court's docket as 4:00 p.m. prevailing Eastern Time on the day following the Voting Record Date.

2. Establishing Claim Amount: In tabulating votes, the following hierarchy shall be used to determine the Claim amount associated with each Creditor's vote:

a. The Claim amount settled and/or agreed upon by the Debtor prior to the Voting Record Date, as reflected in a court pleading, stipulation, term sheet, agreement or other document filed with the Bankruptcy Court, in an Order entered by the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court;

b. The Claim amount allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in Section D.4 below;

c. The Claim amount contained on a proof of claim that has been timely filed by the applicable Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law), provided, however, that Ballots cast by Creditors whose Claims are not listed on the Debtor's Schedules, but who timely file proofs of claim in unliquidated or unknown amounts that are not the subject of an objection filed before the Voting Deadline, will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of Section 1126(c) of the Bankruptcy Code; provided, further, however, that to the extent the Claim amount contained in the proof of claim is different from the Claim amount set forth in a Court pleading, stipulation, term sheet, agreement, or other document filed with the Bankruptcy Court as referenced in D.1 above, the Claim amount in the court pleading, stipulation, term sheet, agreement, or other document filed with the Bankruptcy Court shall supercede the Claim amount set forth on the respective proof of claim;

d. The Claim amount listed in the Debtor's Schedules, provided that such Claim is not scheduled as contingent, disputed or unliquidated and has not been paid; and

- e. In the absence of any of the foregoing, zero (\$0.00).

The Claim amount established pursuant to this Section D.2 shall control for voting purposes only, and shall not constitute the Allowed amount of any Claim.

3. Ballot Tabulation: The following voting procedures and standard assumptions shall be used in tabulating ballots:

- a. Except as otherwise provided herein, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtor shall reject such Ballot as invalid and, therefore, decline to count it in connection with confirmation of the Plan;

- b. The Voting Agent will date and time-stamp all Ballots when received. The Voting Agent shall retain the original Ballots and an electronic copy of the same for a period of one (1) year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;

- c. The Debtor will file the Voting Report with the Bankruptcy Court in accordance with the Local Rules. The Voting Report shall, among other things, enumerate every Ballot that does not conform to the Voting Instructions or that contains any form of irregularity (each an “Irregular Ballot”) including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, not denominated in U.S. dollars, lacking signatures or lacking necessary information, received via facsimile or electronic mail or damaged. The Voting Report shall indicate the Debtor’s intentions with regard to such Irregular Ballots;

- d. The method of delivery of Ballots to be sent to the Voting Agent is at the election and risk of each Creditor, except as otherwise provided, a Ballot will be deemed delivered only when the Voting Agent actually receives the original executed Ballot;

- e. An original executed Ballot is required. Delivery of a Ballot to the Voting Agent by facsimile, email or any other electronic means will not be accepted;

- f. No Ballot should be sent to the Bankruptcy Court, the Clerk of the Bankruptcy Court, the Debtor, the Debtor’s agents (other than the Voting Agent), or the Debtor’s legal or financial advisors, and if so sent will not be counted;

- g. The Debtor expressly reserves the right to amend from time to time the terms of the Plan (subject to compliance with the requirements of section 1127 of the Bankruptcy Code and the terms of the Plan regarding modification). If the Debtor makes material changes to the terms of the Plan or the Debtor waives a material condition to Plan confirmation, as determined by the Bankruptcy Court, the Debtor will disseminate additional solicitation materials and will extend the solicitation, in each case only to the extent directed by the Court;

h. If multiple Ballots are received from the same Creditor with respect to the same Claim or Equity Interest prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;

i. Creditors must vote all of their Claims or Equity Interests within a particular Plan Class either to accept or reject the Plan and may not split their vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;

j. A Person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of corporations, or otherwise acting in a fiduciary or representative capacity should indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtor or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such claimant;

k. The Debtor, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting provided however, that any such waivers will be documented in the Voting Report;

l. Neither the Debtor, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

m. Unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with the return of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

n. In the event a designation of lack of good faith is requested by a party-in-interest under Section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

o. Subject to any contrary order of the Bankruptcy Court, the Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtor, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules, provided however, that any such rejections will be documented in the Voting Report;

p. If a Claim has been estimated or otherwise allowed for voting purposes only by final order of the Bankruptcy Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of Allowance or Distribution;

q. If an objection to a Claim or Equity Interest is filed prior to the Voting Record Date, such Claim or Equity Interest shall be treated in accordance with the procedures set forth in Section D.4 below. If an objection is filed after the Voting Record Date, the related Claim or Equity Interest shall be treated in accordance with the procedures set forth in Section D.5 below; and

r. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Creditor; (ii) any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot; (v) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any party not entitled to vote pursuant to the procedures described herein.

4. Temporary Allowance of Disputed Claims for Voting Purposes: If an objection to a Claim or Equity Interest is pending on the Voting Record Date, the holder of such Claim or Equity Interest shall receive a copy of the Confirmation Hearing Notice and a *Notice of Non-Voting Status with Respect to Disputed Claims* (“Disputed Claims Notice”), substantially in the form attached as Exhibit 6 to the Disclosure Statement Order, in lieu of a Solicitation Package. The Disputed Claim Notice shall inform such person or entity (i) that its Claim (“Disputed Claim”) or Equity Interest (“Disputed Equity Interest”) has been objected to; and (ii) that the holder of such Disputed Claim or Disputed Equity Interest cannot vote unless one or more of the following has taken place at least five (5) Business Days before the Voting Deadline: (a) an order is entered by the Bankruptcy Court allowing such Disputed Claim or Disputed Equity Interest pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order is entered by the Bankruptcy Court temporarily allowing such Disputed Claim or Disputed Equity Interest for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of the Disputed Claim or Disputed Equity Interest and the Debtor resolving the objection and allowing the Disputed Claim or Disputed Equity Interest in an agreed upon amount; (d) a stipulation or other agreement is executed between the holder of the Disputed Claim or Disputed Equity Interest and the Debtor temporarily allowing the holder of the Disputed Claim or Disputed Equity Interest to vote its Claim or Equity Interest in an agreed upon amount; or (e) the pending objection to the Disputed Claim or Disputed Equity Interest is voluntarily withdrawn by the Debtor (each, a “Resolution Event”). No later than two (2) Business Days after a Resolution Event, the Voting Agent shall distribute a Solicitation Package to the relevant holder of the Disputed Claim or Disputed Equity Interest, which must be returned to the Voting Agent by no later than the Voting Deadline.

5. If an objection to a Disputed Claim or Disputed Equity Interest is filed by the Debtor after the Voting Record Date, the Ballot of the holder of such Disputed Claim or Disputed Equity Interest will not be counted absent a Resolution Event occurring prior to the Voting Deadline.

E. Third Party Release, Exculpation, and Injunction Language in Plan

The third party release, exculpation, and injunction language in Section 10 of the Plan is included in Article 7 of the Disclosure Statement and further notice is provided in the Confirmation Hearing Notice.

EXHIBIT 2

(Form of Letter to Voting Class)

[EOS LETTERHEAD]

Dear Class 4 Claim Holder:

You have received this letter and the enclosed materials because, as the holder of a Class 4 General Unsecured Claim against Eos Airlines, Inc. (the “Debtor”), you are entitled to vote on the *Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United States Bankruptcy Code*, as it may be amended from time to time (the “Plan”).⁴

The enclosed materials constitute the Debtor Solicitation Package and consist of:

- (a) the *Notice of (I) Confirmation Hearing and Objection Deadline with Respect to the Debtor Plan, and (II) Solicitation and Voting Procedures* (the Confirmation Hearing Notice);
- (b) the Ballot and Voting Instructions;
- (c) a pre-addressed, postage pre-paid return envelope;
- (d) a CD-ROM containing the Disclosure Statement, as approved by the Bankruptcy Court (with all exhibits thereto, including the Plan) and any other supplements or amendments to these documents which may be filed with the Bankruptcy Court;
- (e) a CD-ROM containing any supplemental solicitation materials the Debtor may file with the Bankruptcy Court or that the Bankruptcy Court orders to be made available;
- (f) a CD-ROM containing the *Order (A) Approving Adequacy of Disclosure Statement; (B) Fixing a Voting Record Date; (C) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan; (D) Approving Form of Solicitation Package and Notices; and (E) Scheduling Certain Dates in Connection Therewith* (the Disclosure Statement Order (without exhibits except for Exhibit 1 (Solicitation Procedures))); and
- (g) this letter.

The Debtor and the Official Committee of Unsecured Creditors (the Committee) believe that the Plan is in the best interests of all creditors. Accordingly, **THE DEBTOR AND THE COMMITTEE THEREFORE RECOMMEND THAT ALL CREDITORS ENTITLED TO VOTE TO SUBMIT A TIMELY BALLOT VOTE TO ACCEPT THE PLAN.**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you request paper copies of any of the documents contained on the enclosed CD-ROM, please feel free to contact the Debtor Voting Agent by writing to Eos

⁴ Capitalized terms not defined in this letter have the meaning given them in the Plan.

Airlines Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245 or by calling 1-866-381-9100.

Eos Airlines, Inc., debtor and debtor-in-possession

By: /s/ Caralyn Galletta

Name: Caralyn Galletta

Title: Chief Responsible Officer

EXHIBIT 3

(Class 4 Ballot)

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

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In re:

EOS AIRLINES, INC.

Debtor

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: **CHAPTER 11**

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: **CASE NO. 08-22581 (ASH)**

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CLASS 4 BALLOT FOR ACCEPTING OR REJECTING PLAN

**PLEASE READ AND FOLLOW THE VOTING INSTRUCTIONS CAREFULLY BEFORE
COMPLETING THIS BALLOT**

1. Eos Airlines, Inc.(the **ebtor** and the Official Committee of Unsecured Creditors of Eos Airlines, Inc. have filed a Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United Staets Bankruptcy Code (the **lan** in its Chapter 11 Case pending before the United States Bankruptcy Court for the Southern District of New York (the **ourt** . By this Ballot you may vote to accept or reject the Plan.
2. The Court has approved a Disclosure Statement with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to cast your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the attorneys for the Debtor whose contact information is set forth below. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.
3. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim under the Plan.
4. If your Ballot is not received by the Debtor voting agent (the **oting Agent** , whose name appears below, by **5:00 p.m., prevailing Pacific Time, on January 21, 2009**, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.
5. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.
6. The amount of your Class 4 General Unsecured Claim for purposes of voting on the Plan is set forth immediately below. If you disagree with this amount, you must file

appropriate a timely and appropriate pleading before the Court to have your Claim estimated at a different amount for voting purposes.

AMOUNT OF CLASS 4 GENERAL UNSECURED CLAIM FOR VOTING PURPOSES: \$_____

7. The undersigned *[check one box only]*:

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

**THE DEBTOR AND COMMITTEE RECOMMEND THAT YOU ACCEPT THE PLAN
BY CHECKING THE ACCEPT THE PLAN BOX ABOVE**

Dated: _____

Name *[Print or type]*:

Signature:

Title *[if corporation or partnership]*:

Address:

Telephone/Facsimile Number:

RETURN THIS BALLOT TO THE DEBTOR VOTING AGENT AT:

EOS Airlines, Inc. Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

**THIS BALLOT DOES NOT CONSTITUTE A PROOF OF CLAIM AND WILL NOT BE
CONSIDERED A PROOF OF CLAIM**

Counsel to the Debtor: Squire, Sanders & Dempsey L.L.P., Attn: Nicholas Brannick, 2000
Huntington Center, 41 South High Street, Columbus, OH 43215, Phone: 614.365.2700

APPENDIX A
VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 4 BALLOT

The Debtor and Committee are soliciting your vote with respect to the Plan. Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan and the Disclosure Statement. Please review the Plan and the Disclosure Statement carefully and thoroughly before you vote.

To have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Debtor Voting Agent:

EOS Airlines, Inc. Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

in either case, no later than **5:00 p.m. prevailing Pacific Time, on January 21, 2009** (the **oting Deadline** , unless the Debtor extends or waives such Voting Deadline, in which case the term **oting Deadline** for such solicitation shall mean the last time and date to which such solicitation period is extended.

If a Ballot is received after the Voting Deadline, it may not be counted. Except as otherwise provided herein, delivery of Ballots will be deemed made only on the date the original executed Ballot is **actually received** by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot to the Voting Agent by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtor, counsel for the Debtor, counsel for the Committee, or the Bankruptcy Court.**

If a creditor casts simultaneous duplicative Ballots which are voted inconsistently, such Ballots shall count as one vote accepting the Plan.

The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

The Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest or an assertion or admission of a Claim or Equity Interest.

Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT TO THE VOTING AGENT IN THE ENVELOPE PROVIDED. PLEASE RETURN YOUR BALLOT PROMPTLY!

If you would like to request a copy of the Disclosure Statement via email, please send your email to nbrannick@ssd.com.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT AT 1-866-381-9100

EXHIBIT 4

(Notice of Non-Voting Status Deemed to Accept)

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

-----X
:
In re: :
: **CHAPTER 11**
EOS AIRLINES, INC. :
: **CASE NO. 08-22581 (ASH)**
Debtor :
:
-----X

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED
CLASSES DEEMED TO ACCEPT THE PLAN, IMPAIRED CLASSES
DEEMED TO ACCEPT THE PLAN, AND UNCLASSIFIED CLASSES**

PLEASE TAKE NOTICE that on December __, 2008, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") approved the above-captioned Debtor's Disclosure Statement (as amended from time to time and including all exhibits and supplements, the "Disclosure Statement") for the Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United States Bankruptcy Code (as amended from time to time and including all exhibits and supplements, the "Plan") for use by the Debtor and Official Committee of Unsecured Creditors of Eos Airlines, Inc. in soliciting acceptances or rejections of the Plan from holders of Impaired Claims and Equity Interests who are (or may be) entitled to receive distributions under the Plan.⁵

THE DEBTOR DISCLOSURE STATEMENT, PLAN, DISCLOSURE STATEMENT ORDER, AND OTHER SOLICITATION PACKAGE MATERIALS ARE AVAILABLE BY CONTACTING THE DEBTOR VOTING AGENT IN WRITING AT EOS AIRLINES PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVE., EL SEGUNDO, CA 90245, BY CALLING 1-866-381-9100, OR BY ACCESSING THE CASE WEBSITE AT <http://www.kccllc.net/eosairlines>.

YOU ARE RECEIVING THIS NOTICE BECAUSE UNDER THE TERMS OF SECTIONS 2 AND 4 OF THE PLAN, EITHER: (A) YOUR CLAIM(S) IS/ARE UNCLASSIFIED PURSUANT TO SECTION 1123(a)(1) OF THE BANKRUPTCY CODE AND THEREFORE YOU ARE NOT ENTITLED TO VOTE ON THE PLAN; (B) YOUR CLAIM(S) AGAINST THE DEBTOR IS/ARE IMPAIRED BUT, PURSUANT TO THE WARN ACT SETTLEMENT AGREEMENT, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN; OR (C) YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, THE DEBTOR IS/ARE UNIMPAIRED AND, THEREFORE, IN ACCORDANCE WITH SECTION 1126(f) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE AND THE

⁵ Capitalized terms not defined in this letter have the meaning given them in the Plan, filed before the Bankruptcy Court on October 24, 2008 [Doc. 338].

“NOTICE OF (I) CONFIRMATION HEARING AND OBJECTION DEADLINE WITH RESPECT TO THE DEBTOR’S PLAN, AND (II) SOLICITATION AND VOTING PROCEDURES” ARE BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), YOU SHOULD CONTACT THE DEBTOR’S VOTING AGENT AT THE ADDRESS OR TELEPHONE NUMBER SET FORTH ABOVE.

EXHIBIT 5

(Notice of Non-Voting Status Deemed to Reject)

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

-----X
:
In re: :
: **CHAPTER 11**
EOS AIRLINES, INC. :
: **CASE NO. 08-22581 (ASH)**
Debtor :
:
-----X

**NOTICE OF NON-VOTING STATUS WITH RESPECT
TO IMPAIRED CLASSES DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE that on December __, 2008, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") approved the above-captioned Debtor's Disclosure Statement (as amended from time to time and including all exhibits and supplements, the "Disclosure Statement") for the Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United States Bankruptcy Code (as amended from time to time and including all exhibits and supplements, the "Plan") for use by the Debtor and Official Committee of Unsecured Creditors of Eos Airlines, Inc. in soliciting acceptances or rejections of the Plan from holders of Impaired Claims and Equity Interests who are (or may be) entitled to receive distributions under the Plan.⁶

THE DEBTOR DISCLOSURE STATEMENT, PLAN, DISCLOSURE STATEMENT ORDER, AND OTHER SOLICITATION PACKAGE MATERIALS ARE AVAILABLE BY CONTACTING THE DEBTOR VOTING AGENT IN WRITING AT EOS AIRLINES PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVE., EL SEGUNDO, CA 90245, BY CALLING 1-866-381-9100, OR BY ACCESSING THE CASE WEBSITE AT <http://www.kccllc.net/eosairlines>.

YOU ARE RECEIVING THIS NOTICE BECAUSE UNDER THE TERMS OF SECTION 4 OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR EQUITY INTEREST(S) IN, THE DEBTOR AND THEREFORE, IN ACCORDANCE WITH SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) PRESUMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE AND THE "NOTICE OF (I) CONFIRMATION HEARING AND OBJECTION DEADLINE WITH RESPECT TO THE DEBTOR'S PLAN AND (II) SOLICITATION AND VOTING PROCEDURES" ARE BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

⁶ Capitalized terms not defined in this letter have the meaning given them in the Plan, filed before the Bankruptcy Court on October 24, 2008 [Doc. 338].

IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), YOU SHOULD CONTACT THE DEBTOR'S VOTING AGENT AT THE ADDRESS OR TELEPHONE NUMBER ABOVE.

EXHIBIT 6

(Notice of Disputed Claims)

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

-----X
:
In re: :
: **CHAPTER 11**
: **EOS AIRLINES, INC.** :
: **CASE NO. 08-22581 (ASH)**
Debtor :
:
-----X

NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS

PLEASE TAKE NOTICE that on December __, 2008, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) approved the above-captioned Debtor’s Disclosure Statement (as amended from time to time and including all exhibits and supplements, the “Disclosure Statement”) for the Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United States Bankruptcy Code (as amended from time to time and including all exhibits and supplements, the “Plan”) for use by the Debtor and Official Committee of Unsecured Creditors of Eos Airlines, Inc. in soliciting acceptances or rejections of the Plan from holders of Impaired Claims and Equity Interests who are (or may be) entitled to receive distributions under the Plan.⁷

THE DEBTOR DISCLOSURE STATEMENT, PLAN, DISCLOSURE STATEMENT ORDER, AND OTHER SOLICITATION PACKAGE MATERIALS ARE AVAILABLE BY CONTACTING THE DEBTOR VOTING AGENT IN WRITING AT EOS AIRLINES PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVE., EL SEGUNDO, CA 90245, BY CALLING 1-866-381-9100, OR BY ACCESSING THE CASE WEBSITE AT <http://www.kccllc.net/eosairlines>.

YOU ARE RECEIVING THIS NOTICE BECAUSE AS OF THE VOTING RECORD DATE, NOVEMBER 25, 2008, YOU ARE THE HOLDER OF A CLAIM OR EQUITY INTEREST THAT IS SUBJECT TO A PENDING OBJECTION BY THE DEBTOR. YOU ARE NOT ENTITLED TO VOTE ON THE DEBTOR’S PLAN UNLESS AT LEAST FIVE (5) BUSINESS DAYS BEFORE THE JANUARY 6, 2009 VOTING DEADLINE: (A) YOUR CLAIM OR EQUITY INTEREST IS ALLOWED BY THE BANKRUPTCY COURT PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE, AFTER NOTICE AND A HEARING; (B) YOUR CLAIM OR EQUITY INTEREST IS TEMPORARILY ALLOWED FOR VOTING PURPOSES ONLY BY THE BANKRUPTCY COURT PURSUANT TO BANKRUPTCY RULE 3018(a), AFTER NOTICE AND A HEARING; (C) A STIPULATION OR OTHER AGREEMENT HAS BEEN EXECUTED BY YOU AND THE DEBTOR RESOLVING THE OBJECTION AND ALLOWING YOUR CLAIM OR EQUITY INTEREST IN AN AGREED UPON AMOUNT; (D) A STIPULATION OR OTHER AGREEMENT IS EXECUTED BY

⁷ Capitalized terms not defined in this letter have the meaning given them in the Plan, filed before the Bankruptcy Court on October 24, 2008 [Doc. 338].

YOU AND THE DEBTOR TEMPORARILY ALLOWING YOU TO VOTE YOUR CLAIM OR EQUITY INTEREST IN AN AGREED UPON AMOUNT; OR (E) THE DEBTOR'S OBJECTION HAS BEEN VOLUNTARILY WITHDRAWN BY THE DEBTOR (EACH, A "RESOLUTION EVENT"). ACCORDINGLY, THIS NOTICE AND THE "NOTICE OF (I) CONFIRMATION HEARING AND OBJECTION DEADLINE WITH RESPECT TO THE DEBTOR'S PLAN, AND (II) SOLICITATION AND VOTING PROCEDURES" ARE BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

IF A RESOLUTION EVENT OCCURS, THEN, NO LATER THAN TWO (2) BUSINESS DAYS THEREAFTER, THE VOTING AGENT SHALL DISTRIBUTE A BALLOT AND A PRE-ADDRESSED, POSTAGE PRE-PAID ENVELOPE TO YOU, WHICH MUST BE RETURNED TO THE VOTING AGENT BY NO LATER THAN THE VOTING DEADLINE, JANUARY 6, 2009 AT 5:00 P.M. PACIFIC TIME.

IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), YOU SHOULD CONTACT THE DEBTOR'S VOTING AGENT AT THE ADDRESS OR TELEPHONE NUMBER ABOVE.

EXHIBIT 7

(Confirmation Hearing Notice)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

EOS AIRLINES, INC.

Debtor

:
:
:
:
:
:
:

CHAPTER 11

CASE NO. 08-22581 (ASH)

-----X

**NOTICE OF (I) CONFIRMATION HEARING AND OBJECTION
DEADLINE WITH RESPECT TO THE JOINT PLAN, (II) CERTAIN BAR
DATES UNDER THE PLAN AND (III) SOLICITATION AND VOTING PROCEDURES**

TO ALL CREDITORS, EQUITY INTEREST HOLDERS AND PARTIES IN INTEREST:

1. Approval of Disclosure Statement and Solicitation Procedures. On December __, 2008, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order") approving the Disclosure Statement, dated December 18, 2008 (as amended from time to time and including all exhibits and supplements, the "Disclosure Statement") for the Joint Plan of Liquidation of Eos Airlines, Inc. Under Chapter 11 of the United States Bankruptcy Code (as amended from time to time and including all exhibits and supplements, the "Plan"), as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the "Bankruptcy Code"), and authorized Eos Airlines, Inc., the debtor and debtor-in-possession (the "Debtor") and the Official Committee of Unsecured Creditors of Eos Airlines, Inc. (the "Committee") to solicit votes with regard to the acceptance or rejection of the Plan.⁸

2. Confirmation Hearing. A hearing to confirm the Plan (the Confirmation Hearing) will commence at 11:00 a.m. prevailing Eastern Time on **January 28, 2009** before the Honorable Adlai S. Hardin, United States Bankruptcy Judge, located at 300 Quarropas Street, White Plains, New York 10601. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise, without further notice to parties in interest. The Bankruptcy Court, in its discretion and prior to the Confirmation Hearing, may put in place additional procedures governing the Confirmation Hearing. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interest parties.

3. Voting Deadline. If you hold a Claim against the Debtor as of November 25, 2008, the Voting Record Date, and are entitled to vote to accept or reject the Plan, you have received a Ballot and voting instructions for your Claim(s). For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute and return the completed Ballot to the address indicated on the Ballot by 5:00 p.m. Pacific Time on **January __, 2009** (the Voting Deadline). Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Objection to the Plan. The Bankruptcy Court has established **January 23, 2009** at 4:00 p.m. prevailing Eastern Time, as the last date and time for filing and serving objections to the confirmation of the Plan (the Plan Objection Deadline). Any objections to the Plan must be in writing, and state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party, provide a concise statement of the basis for such objection or proposed modification, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court and shall be served and filed, together with proof of service, with the Bankruptcy Court so that they are received no later than 4:00 p.m. prevailing Eastern Time, on **January 23, 2009** by (a) the Clerk of the Bankruptcy Court, Judge Adlai S. Hardin Chambers, Room 530, 300 Quarropas Street, White Plains, New York 10601; (b) Eos Airlines, Inc., P.O. Box 598, Purchase, New York 10577; (c) Squire, Sanders and Dempsey L.L.P., 2000 Huntington Center, 41 South High Street, Columbus, Ohio 43215, Attn: Tim J. Robinson,

⁸ All capitalized terms used, but not defined herein, shall have the meanings ascribed to such terms in the Plan or the Disclosure Statement, as applicable.

attorneys for the Debtor; (d) Cohen Tauber Spievack & Wagner P.C., 420 Lexington Avenue, Suite 240, New York, New York 10170, Attn: Joseph M. Vann, attorneys for the Official Committee of Unsecured Creditors; (e) 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: Brian Masumoto; and (f) Eos Airlines Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245, the Voting Agent (collectively, the Notice Parties).

5. Bar Dates. The Plan establishes dates by which certain Claims must be filed. Specifically, (i) all Administrative Claims must be filed on or prior to the Effective Date; (ii) all Claims for Professional Fees must be filed and served within thirty (30) business days of the Effective Date; and (iii) Claims arising from the rejection of executory contracts pursuant to the Plan must be filed and served within thirty (30) business days after the Effective Date.

6. Inquiries. The Plan, Disclosure Statement, Disclosure Statement Order, and all other materials in the Debtor Solicitation Package may be obtained from the Voting Agent website www.kccllc.net/eosairlines (except the Ballots) or by contacting the Debtor's Voting Agent in writing at Eos Airlines Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245 or calling 1-866-381-9100. The Debtor will serve copies of the Disclosure Statement Order, the Disclosure Statement, and all exhibits to the Disclosure Statement, including the Plan, on all parties on the 2002 List as of the Voting Record Date and all parties entitled to vote to accept or reject the Plan. Creditors who are entitled to vote to accept or reject the Plan shall receive a Solicitation Package containing copies of this Confirmation Hearing Notice, Ballot(s) and the Solicitation Procedures.

7. Temporary Allowance of Claims for Voting Purposes. Holders of Claims and Equity Interests that are subject to a pending objection by the Debtor as of the Voting Record Date cannot vote on the Plan unless one or more of the following has taken place at least five (5) Business Days before the Voting Deadline: (a) an order is entered by the Bankruptcy Court allowing such Disputed Claim or Disputed Equity Interest pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order is entered by the Bankruptcy Court temporarily allowing such Disputed Claim or Disputed Equity Interest for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of the Disputed Claim or Disputed Equity Interest and the Debtor resolving the objection and allowing the Disputed Claim or Disputed Equity Interest in an agreed upon amount; (d) a stipulation or other agreement is executed between the holder of the Disputed Claim or Disputed Equity Interest and the Debtor temporarily allowing the holder of the Disputed Claim or Disputed Equity Interest to vote its Claim or Equity Interest in an agreed upon amount; or (e) the pending objection to the Disputed Claim or Disputed Equity Interest is voluntarily withdrawn by the Debtor (each, a "Resolution Event"). If an objection to a Claim or Equity Interest is filed by the Debtor after the Voting Record Date but before 15 days prior to the Confirmation Hearing, any vote by the holder of such Disputed Claim or Disputed Equity Interest will not be counted unless there is a Resolution Event.

8. Release, Exculpation, and Injunction Language in the Plan. PLEASE BE ADVISED THAT THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Dated: December __, 2008

<p>SQUIRE, SANDERS & DEMPSEY L.L.P.</p> <p><u>/s/ Tim J. Robinson</u></p> <p>Stephen D. Lerner (SL - 7598) Tim J. Robinson (OH 0046668) Nicholas J. Brannick (OH 0079642) 1095 Avenue of the Americas, 31st Floor New York, New York 10036 Phone: 212.872.9800 Fax: 212.872.9815</p>	<p>COHEN TAUBER SPIEVACK & WAGNER L.L.P.</p> <p><u>/s/ Joseph M. Vann</u></p> <p>Joseph M. Vann (JV-7601) Robert A. Boghosian (RB-5822) Ira R. Abel (IA-1869) 420 Lexington Avenue, 24th Floor New York, New York 10170 Ph: (212) 586-5800 Fx: (212) 586-5095</p>
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<i>Counsel for the Debtor and Debtor-in-Possession</i>	<i>Counsel to the Official Committee of Unsecured Creditors of Eos Airlines, Inc.</i>
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