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

-----X Chapter 11  
 In re: :  
 Eos Airlines, Inc., : Case No.: 08-22581 (ASH)  
 :  
 Reorganized Debtor. :  
 -----X

**ORDER AUTHORIZING AND APPROVING PROCEDURES  
 FOR FILING OMNIBUS OBJECTIONS TO CLAIMS**

Upon the motion (the "Motion") of Turnaround Advisors, L.L.C., as liquidating trustee (the "Trustee") of the Eos Airlines Inc., Liquidating Trust (the "Trust"), created pursuant to the joint plan of liquidation, dated December 18, 2008 (the "Joint Plan") confirmed by order, dated January 28, 2009 (the "Confirmation Order"), for the entry of an order approving (a) procedures for filing omnibus objections to Claims<sup>5</sup> (the "Omnibus Objection Procedures") in the above-captioned case and (b) granting related relief; and it appearing that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors and other interested parties, and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the Standing Order of Referral of Cases to Bankruptcy Judges entered by the United States District Court for the Southern District of New York (Ward, Acting C.J., presiding), on July 10, 1984, the Joint Plan and the Confirmation Order; and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and no notice of the Motion to any interested party being necessary; and after due deliberation and sufficient cause appearing therefor, it is hereby

<sup>5</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.



ORDERED that

1. The Motion is granted.
2. The statutory predicates for the relief requested herein are sections 105 and 502 of the Bankruptcy Code and Bankruptcy Rules 2002(a), 3007, 7004, 9006, and 9014.
3. The Trustee be, and hereby is, authorized to file Omnibus Objections to Claims pursuant to the Omnibus Objection Procedures annexed hereto as Exhibit 1, which are hereby approved in their entirety.
4. The Trustee is hereby authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.
7. The Trustee shall, within seven (7) days of the entry of this Order, serve a copy of this Order upon all parties who have requested notices in this Bankruptcy Case, and such notice shall be deemed adequate and sufficient notice of the entry of this Order and the relief granted.

Dated: White Plains, New York  
April 24, 2009

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

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**PROCEDURES FOR FILING OMNIBUS OBJECTIONS TO CLAIMS**

Pursuant to the Order Authorizing and Approving Omnibus Objection Procedures [Docket No. \_\_\_\_] (the "Order")<sup>8</sup> entered by the Bankruptcy Court on April \_\_, 2009, the Bankruptcy Court approved these procedures (the "Omnibus Objection Procedures") for filing omnibus objections to Claims in connection with the above-captioned case.

**Omnibus Objection Procedures**

1. Form of Omnibus Objection. Omnibus Objections will be numbered consecutively, regardless of basis.
2. Grounds for Omnibus Objection. The Trustee may object to Claims on any grounds.
3. Supporting Documentation. To the extent appropriate, Omnibus Objections may be accompanied by an affidavit, certification or declaration that states that the affiant or the declarant has reviewed the Claims included therein and applicable supporting information and documentation provided therewith, made reasonable efforts to research the Claims on the Debtor's books and records and believes such documentation does not provide *prima facie* evidence of the validity and amount of such Claims.
4. Omnibus Objection Exhibits. An exhibit listing the Claims that are subject to the Omnibus Objection shall be attached to each Omnibus Objection. As to Claims for which there is more than one basis for an Omnibus Objection, the exhibit will set forth such grounds for objection. Each exhibit will include, among other things, the following information: (a) an alphabetized list of the claimants whose Claims are the subject of the Omnibus Objection; (b) the claim numbers of the

<sup>8</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Order.

Claims that are the subject of the Omnibus Objection and (c) the grounds for the objections that are the subject of the Omnibus Objection. Where applicable, additional information may be included in the exhibits, including: (i) for Claims that the Trustee seeks to reclassify, the proposed classification of such Claims; (ii) for Omnibus Objections in which the Trustee seek to reduce the amount of Claims, the proposed reduced amount for such Claims; and (iii) for Claims that the Trustee proposes to be surviving Claims where related Claims will be disallowed, the surviving Claim.

5. Omnibus Objection Notice. The Trustee shall serve upon each claimant subject to an Omnibus Objection a notice of such Omnibus Objection (each, a "Notice") that will, among other things: (a) describe the basis of objection to the Claimant's Claim as set forth in the Omnibus Objection; (b) inform claimants that their rights may be affected by the Omnibus Objection and encourage them to read the Omnibus Objection carefully; (c) identify a response date and describe the procedures for filing a written response (each, a "Response") to the Omnibus Objection; (d) identify a hearing date, if applicable, and related procedures; and (e) describe how Claims, the Omnibus Objection and other pleadings in the chapter 11 case may be obtained. The Notice generally will contain the same basic information as the sample forms of notice attached to the Motion, which may be modified by the Trustee as necessary to accommodate the form in which the Trustee or his claims agent maintains claim information and tailored specifically to address particular claimants or types of Omnibus Objections.

6. Status Hearings. Status hearings for all Claims for which timely responses are filed will be held on scheduled omnibus hearing dates. Unless otherwise notified, no claimants will need to appear at the status hearings on the Omnibus Objections. If an evidentiary hearing is necessary, claimants will be provided a separate notice of hearing.

7. Order if No Response. The Trustee may submit an order to the Bankruptcy Court sustaining each Omnibus Objection as to Claims for which the Trustee did not receive a timely Response without further notice to such claimants. The Trustee may submit an order for any Claims in an Omnibus Objection for which no response is filed, even if there are Responses to other Claims objected to in such Omnibus Objection.

8. Each Objection Is a Contested Matter. Each Claim subject to an Omnibus Objection and the Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Bankruptcy Court will be deemed a separate order with respect to such Claim.

9. Requirements For All Responses To Objections. Parties who disagree with the request sought in an Omnibus Objection are required to file a Response in accordance with the procedures set forth herein. If a claimant whose Claim is subject to an Omnibus Objection does not file and serve

a Response in compliance with the procedures below, the Bankruptcy Court may sustain the Omnibus Objection with respect to such Claim without further notice to the claimant.

10. Required Contents of Each Response. Each Response must contain the following (at a minimum):

- a. a caption setting forth the name of the Bankruptcy Court, the name of the Debtor, the case number and the title of the Omnibus Objection to which the Response is directed;
- b. the claimant's name and an explanation for the amount of the Claim;
- c. a concise statement setting forth the reasons why the Bankruptcy Court should not sustain the Omnibus Objection, including, without limitation, the specific factual and legal bases upon which the claimant will rely in opposing the Omnibus Objection;
- d. a copy of any documentation or other evidence of the Claim, to the extent not already included with the Claim, upon which the claimant will rely in opposing the Omnibus Objection at the hearing;
- e. a signed declaration of a person with personal knowledge of the relevant facts that support the Response; and
- f. the claimant's name, address, telephone number and facsimile number and/or the name, address, telephone number and facsimile number of the claimant's attorney and/or designated representative to whom the attorneys for the Trustee should serve a reply to the Response, if any (collectively, the "Notice Addresses"). If a Response contains Notice Addresses that are different from the name and/or address listed on the Claim, the Notice Addresses will control and will become the service address for future service of papers with respect to all of the claimant's Claims listed in the Omnibus Objection (including all Claims to be disallowed, reclassified, or otherwise affected and the surviving Claims, if any).

11. Additional Information. To facilitate a resolution of the Omnibus Objection, the Response should also include the name, address, telephone number, facsimile number, and electronic mail address of any party with authority to reconcile, settle or otherwise resolve the Omnibus Objection on the claimant's behalf.

12. Failure to Timely File a Response. If a claimant fails to file and serve a Response on or before the Response Deadline in compliance with the procedures set forth herein, the Trustee will present to the Bankruptcy Court an appropriate order granting the relief requested in the Omnibus Objection as to such Claim without further notice to the claimant.

13. Service of the Response. A written Response to an Omnibus Objection, consistent with the requirements described herein and in the Notice, will be deemed timely served only if a copy of the Response is actually received on or before the deadline to respond (which deadline will be clearly set forth in the Notice) by the following parties:

Turnaround Advisors, LLC, as *Liquidating*  
*Trustee for the Eos Airlines, Inc.*  
*Liquidating Trust*

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*Airlines, Inc. Liquidating Trust*

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14. Reservation of Rights. Nothing in the Notice or the Omnibus Objection will constitute a waiver of the Trustee's right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions or any other claims against the creditor or claimant. Unless the Bankruptcy Court allows a Claim or specifically orders otherwise, the Trustee has the right to object on any grounds to the Claims (or to any other Claims or causes of action filed by a claimant or that have been scheduled by the Debtor) at a later date notwithstanding the filing of any other objections to the Claims. In such event, the respective claimant will receive a separate notice of any such objections.