

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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In re:

Chapter 11

FLYi, INC., et al.

Case No. 05-20011 (MFW)

(Jointly Administered)

Debtors.

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**FINAL APPLICATION OF THE MEMBERS OF THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES**

TO: THE HONORABLE MARY F. WALRATH,  
CHIEF UNITED STATES BANKRUPTCY JUDGE

The Final Application (the “Application”) of the members of the Official Committee of Unsecured Creditors (the “Committee”) of FLYi, Inc., et al. (collectively, the “Debtors”) for reimbursement of expenses (the “Applicants”), by its attorneys Otterbourg, Steindler, Houston & Rosen, P.C. (“OSH&R”) and Pepper Hamilton LLP (“Pepper”), its attorneys, respectfully represents and alleges:

1. On November 7, 2005, the Debtors filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). This Court has entered an Order Directing Joint Administration of these Chapter 11 cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

2. This Court has jurisdiction over this Application pursuant to 28 U.S.C. Sections 157 and 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. Sections 1408 and 1409.

3. The Debtors have represented, among other things, that as of the Petition Date, through their operating subsidiary, Independence Air, Inc., they operated a low-cost, low-fare airline providing all-jet service to various destinations throughout the United States. The Debtors also represent that as of the Petition Date, they had approximately 3,283 employees. The Debtors state that as of September 30, 2005, on a consolidated basis, they had assets of \$378.5 million and liabilities of \$455.4 million.

4. On November 15, 2005, the United States Trustee for the District of Delaware (the “United States Trustee”) appointed the seven (7) member Committee pursuant to Section 1102(a)(1) of the Bankruptcy Code.<sup>1</sup> On November 15, 2005, the Committee selected Trident Turboprop (Dublin) Limited, represented by Hamish P. Davidson of BAE Systems Regional Aircraft, Inc., as its Chairperson. Thereafter, the Committee selected Otterbourg, Steindler, Houston & Rosen, P.C. (“OSH&R”) as lead co-counsel, Pepper Hamilton LLP as local co-counsel, and Giuliani Capital Advisors LLC as financial advisors.

5. This final Application covers expenses incurred throughout the duration of these cases and is inclusive of any and all expenses for which Applicants sought reimbursement in previous applications filed with this Court. Applicants are not seeking reimbursement for any expenses that were not previously sought pursuant to prior applications.

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<sup>1</sup> Subsequent to its appointment to the Committee, Finova Capital Corporation sold its claim and resigned from the Committee.

6. Throughout the duration of these cases, the Committee was active in all respects of these cases as more fully set forth in the fee and expense applications of co-counsel to the Committee. In order to diligently monitor all activities relevant to these cases, Applicants attended meetings of the Committee. Applicants are located a distance from where such meetings were held and, accordingly, have incurred costs in attending these meetings.

7. Pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, Applicants hereby request final reimbursement of all expenses incurred in their capacity as members of the Committee throughout the duration of these cases, aggregating \$1,294.73.

8. Attached hereto as Exhibit "A" is a schedule that shows the summary of expenses incurred by the Applicants throughout the duration of these cases. Applicants have previously provided to this Court and other parties in interest Certifications and supporting documentation for these expense amounts, all of which were previously requested. Applicants submit that the out-of-pocket expenses incurred in connection with attendance at the Committee meetings were necessary and reasonable.

**WHEREFORE**, Applicants respectfully request the entry of an Order awarding final reimbursement for Applicants' actual and necessary expenses as detailed by the schedule annexed hereto as Exhibit "A".

Dated: New York, New York  
May 29, 2007

OTTERBOURG, STEINDLER, HOUSTON &  
ROSEN, P.C.

By:



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