

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
FLYi, Inc., et al.,	:	Case Nos. 05-20011 (MFW)
	:	(Jointly Administered)
	:	
Debtors.	:	
	:	Related Docket Nos. 2204, 2276

**ORDER AUTHORIZING FIFTEENTH AND FINAL APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES TO PEPPER HAMILTON LLP**

UPON CONSIDERATION of the Notice of Fifteenth and Final Application Request of Pepper Hamilton LLP for the Period February 1, 2007 Through March 29, 2007 (Docket No. 2204), as summarized on Exhibit A attached hereto and referred to herein as the "Fifteenth and Final Fee Application Request," and the Court having reviewed the Fifteenth and Fee Application Request; and there being no objections to the fee applications referenced in the Fifteenth and Final Fee Application Request (the "Applications") or such objections to the Fifteenth and Final Applications having been resolved; and the Court having found that (a) notice of the Fifteenth and Final Application was adequate under the circumstances; (b) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; (c) this is a core proceeding pursuant to 28 U.S.C. §157(b)(2); (d) the fees allowed hereby represent reasonable compensation for actual and necessary services rendered by the applicant; and (e) the expenses allowed hereby represent actual and necessary expenses incurred by the applicant in the performance of its duty in these chapter 11 cases,

IT IS HEREBY ORDERED THAT

1. The Fifteenth and Final allowance of the fees and expenses of Pepper Hamilton

LLP, pursuant to the Fifteenth and Final Application Request, in the amounts set forth and summarized on Exhibit A hereto, is hereby authorized and approved.

2. The Debtors are hereby authorized to promptly pay Pepper Hamilton LLP the difference, if any, between the allowed amount of fees and expenses approved by this Order and the actual interim payments received by Pepper Hamilton LLP.

Dated: July 6, 2007


Peter J. Walsh
United States Bankruptcy Judge