

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

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In re: :
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FRONTIER AIRLINES : **Chapter 11 Case No.**
HOLDINGS, INC., et al., : **08-11298 (RDD)**
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Debtors.¹ : **(Jointly Administered)**
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**ORDER AUTHORIZING THE AMENDMENT AND TERMINATION OF
EMPLOYEE STOCK OWNERSHIP PLAN**

Upon the motion (the “**Motion**”)² of Frontier Airlines Holdings, Inc. and its two subsidiaries that are debtors and debtors in possession in these cases (collectively, the “**Debtors**”), pursuant to section 363(b) of the Bankruptcy Code, seeking authority to perform under the Amendment and terminate the Plan, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and

¹ The Debtors are the following entities: Frontier Airlines Holdings, Inc.; Frontier Airlines, Inc.; and Lynx Aviation, Inc.

² Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

1409; and due and proper notice of the Motion having been provided in accordance with the Case Management Order and as described in the Motion, and it appearing that no other or further notice need be provided; and there being no objections to the Motion; and the relief requested in the Motion being in the best interests of the Debtors and their respective estates and creditors; and amending and terminating the Plan representing a prudent exercise of the Debtors' business judgment; and the Debtors having articulated good, sufficient and sound justifications and compelling circumstances therefor; and the Court having reviewed the Motion; and having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the relief requested in the Motion is hereby granted; and it is further

ORDERED that the Debtors are authorized, pursuant to section 363(b) of the Bankruptcy Code, to perform under the Amendment, including by taking all actions necessary or desirable thereunder to effectuate the termination of the Plan as of October 31, 2008 and the lump-sum distribution of the Stock contained therein; and it is further

ORDERED that the failure to specifically describe or include any particular provision of the Amendment or the Plan in the Motion or this Order shall not diminish or impair the effectiveness of such provision, it being the intent

of the Court that the Debtors are authorized to adopt the Amendment in its entirety; and it is further

ORDERED that the notice of the Motion as set forth therein shall be deemed good and sufficient notice of the Motion; and it is further

ORDERED that this Order shall constitute findings of fact and conclusions of law and, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or any other provision of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Order shall bind the Debtors, their successors in interest, assigns and estates, and any and all chapter 7 and 11 trustees thereof.

New York, New York

Dated: June 18, 2009

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE