

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION AND NOTICE MATERIALS; (III) APPROVING FORMS OF BALLOTS; (IV) ESTABLISHING SOLICITATION AND VOTING PROCEDURES; (V) ESTABLISHING PROCEDURES FOR ALLOWING AND ESTIMATING CERTAIN CLAIMS FOR VOTING PURPOSES; (VI) SCHEDULING A CONFIRMATION HEARING AND (VII) ESTABLISHING NOTICE AND OBJECTION PROCEDURES**

Upon the motion dated February 1, 2013 (the “**Motion**”)<sup>1</sup> of Pinnacle Airlines Corp. and its subsidiaries that are debtors and debtors in possession in these cases (collectively, the “**Debtors**”), for entry of an order (i) approving the Disclosure Statement; (ii) approving the Solicitation Packages and other notices; (iii) approving forms of ballots; (iv) establishing procedures for distributing Solicitation Packages, voting on the Plan and tabulating votes; (v) establishing procedures for allowing and estimating certain claims for voting purposes; (vi) scheduling a confirmation hearing and (vii) establishing notice and objection procedures, all 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

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<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Motion.

dated July 10, 1984 (Ward, Acting C.J.) as amended by Standing Order M-431, dated February 1, 2012 (Preska, C.J.); and consideration of the Motion and requested relief being a core proceeding that 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 1409; and the Debtors having filed with the Court the Disclosure Statement and the Plan; and notice of the Motion having been served upon (i) the Core Parties (as defined in the Case Management Order), (ii) all persons and entities listed on the internal matrix of creditors maintained by the Debtors and/or identified in the Schedules as holding liquidated, noncontingent and undisputed claims, in an amount greater than zero dollars, excluding scheduled claims that have been disallowed, paid in full or superseded by filed proofs of claim, (iii) all persons and entities that timely filed proofs of claim reflected in the official claims register maintained by the Solicitation Agent, to the extent such claims have not been disallowed or expunged before the date of such service, (iv) all of the registered holders of the Debtors' equity securities, (v) all persons and entities that have appeared on the ECF docket in these cases as of the date hereof, (vi) the Internal Revenue Service, (vii) the United States Attorney's Office for the Southern District of New York, (viii) the Department of Transportation, (ix) the Federal Aviation Administration and (x) the Securities and Exchange Commission; and the Affidavits of Service of the notice of Motion having been sworn to on February 12, 2013 and February 15, 2013; and the Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any, and the Affidavits of Service; and upon the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any, and the record of the hearing on March 7, 2013 in consideration of the same (the

“**Disclosure Statement Hearing**”); and the Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

A. The Disclosure Statement filed in these cases as ECF No. 1071 (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, including in connection with the Disclosure Statement Hearing) contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code;

B. The Ballots, Beneficial Ballot and Master Ballot annexed hereto as **Exhibits A-1, A-2, A-3, A-4, A-5 and A-6**, respectively, are substantially consistent with Official Form No. 14 and adequately address the particular needs of these chapter 11 cases and are appropriate for the holders of claims in Class 3 (EDC Facilities Claims), Class 5 (Union Claims), Class 6 (Other General Unsecured Claims) and Class 7 (Punitive Damages Claims) (the “**Voting Classes**”) entitled to vote to accept or reject the Plan;

C. The Ballots, Beneficial Ballots and Master Ballots require the furnishing of sufficient information to assure that duplicate Ballots, Beneficial Ballots and Master Ballots are not submitted and tabulated and that Master Ballots reflect the votes of the Beneficial Holders of the Debtors’ securities;

D. Ballots need not be provided to the holders of unimpaired claims in Class 1 (Other Priority Claims), Class 2 (CIT Facility Claims), Class 4 (Other Secured

Claims) and Class 9b (Interests in Subsidiary Debtors) because the Plan provides that such classes are unimpaired and, therefore, are conclusively presumed to accept the Plan;

E. Ballots need not be provided to the holders of claims and interests in Class 8 (Section 510(b) Claims) or Class 9a (Interests in Pinnacle Holdings), because the Plan provides that they will not receive or retain any property under the Plan in respect of such claims or interests and, therefore, are deemed to reject the Plan;

F. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable and adequate period of time for creditors to make an informed decision to accept or reject the Plan;

G. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code; and

H. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit B** and the procedures set forth below for providing such notice to all creditors and equity security holders of the time, date and place of the Confirmation Hearing and the contents of the Solicitation Packages comply with Rules 2002 and 3017 of the Bankruptcy Rules and constitute sufficient notice to all interested parties; and

I. Notices of the Motion substantially in the form annexed to the Approval Order as **Exhibit C** (the “**Disclosure Statement Hearing Notices**”) were served in accordance with the Case Management Order and the Motion on all of the persons and entities identified therein and constitute due and proper notice of the

Disclosure Statement Hearing and the relief requested in the Motion, and it appears that no other or further notice need be provided;

NOW, THEREFORE, IT IS:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Disclosure Statement is APPROVED; and it is further

ORDERED that March 1, 2013 is established as the Voting Record Date for purposes of this Order and determining (a) the creditors who are entitled to vote on the Plan and (b) in the case of non-voting classes, the creditors and interest holders that are to receive certain informational materials; and it is further

ORDERED that the Solicitation Packages shall contain (a) a cover letter describing the contents of the Solicitation Package, the contents of the enclosed CD-ROM and instructions for obtaining printed copies of any materials provided on the CD-ROM at no charge, (b) a CD-ROM containing (i) the Disclosure Statement (with the Plan annexed thereto and other exhibits) and (ii) the Approval Order (without exhibits), (c) the Confirmation Hearing Notice, (d) a Ballot or Beneficial Ballot, as appropriate, together with a pre-addressed postage-paid envelope and (e) a letter from the Creditors' Committee regarding acceptance of the Plan, to the extent such letter is provided to the Debtors by the Creditors' Committee sufficiently in advance of production of the Solicitation Packages to allow inclusion; and it is further

ORDERED that the Debtors are directed to distribute or cause to be distributed Solicitation Packages to: (i) all persons and entities identified in the Debtors' schedules of liabilities filed pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007 (as modified before the Voting Record Date, the "**Schedules**") as

holding liquidated, noncontingent and undisputed claims in the Voting Classes in an amount greater than zero dollars, excluding scheduled claims that have been paid in full, superseded by filed proofs of claim or disallowed or expunged before the Solicitation Date, (ii) all persons and entities that timely filed proofs of claim in the Voting Classes, as reflected in the official claims register maintained by Epiq Bankruptcy Solutions, LLC (the “**Solicitation Agent**”) that allege dollar amounts greater than zero or that are contingent or unliquidated but, in each case, only to the extent that claims have not been disallowed or expunged before March 11, 2013 (the “**Solicitation Date**”) and (iii) transferees and assignees of any creditor described in (i) or (ii) above, but only to the extent that the relevant transfer or assignment has been properly noted on the Court’s docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date and whose claims have not been disallowed or expunged before the Solicitation Date; and it is further

ORDERED that, for Revenue Bond holders that are entitled to vote (collectively, the “**Beneficial Holders**”), the Debtors shall deliver Solicitation Packages, including Beneficial Ballots, to the record holders of such securities as of the Voting Record Date, including, without limitation, brokers, banks, dealers or other agents and nominees (collectively, the “**Voting Nominees**”), that each Voting Nominee shall be entitled to receive a Master Ballot and a reasonably sufficient number of Beneficial Ballots and Solicitation Packages to distribute to the Beneficial Holders of those securities for whom such Voting Nominee is the record holder, that the Debtors shall deliver Master Ballots to each Voting Nominee after the initial distribution of Solicitation Packages and that the Debtors are authorized, without further order of this Court, to

reimburse each Voting Nominee for its reasonable, customary and documented out-of-pocket expenses associated with the (i) distribution of the Beneficial Ballots and Solicitation Packages to the Beneficial Holders, (ii) tabulation of the Beneficial Ballots and (iii) completion of Master Ballots; and it is further

ORDERED that, as soon as practicably possible, but in any event no later than one business day following entry of this Approval Order, the Indenture Trustee for the Revenue Bonds shall provide the Solicitation Agent with a Voting Record Date security position listing from The Depository Trust Company (“DTC”). The security position report will list the DTC participant names, addresses and amounts held as of the Voting Record Date.<sup>2</sup>

ORDERED that the Debtors are authorized to distribute or cause to be distributed Master Ballots to the Voting Nominees after the Solicitation Packages have been forwarded to the Beneficial Holders in accordance with any applicable customary procedures; and it is further

ORDERED that each Voting Nominee shall forward a Solicitation Package and return envelope to each of its respective Beneficial Holders within five business days of receipt of such Solicitation Packages by such Voting Nominee; and it is further

ORDERED that Non-Voting Notices, substantially in the forms annexed hereto as **Exhibits D-1** and **D-2**, as appropriate, shall be distributed to (i) holders, as of

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<sup>2</sup> The Solicitation Agent may send Solicitation Packages in paper format or via electronic transmission in accordance with the customary requirements of each Voting Nominee. Each Voting Nominee shall then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or reject the Plan also in accordance with their customary practices.

the Voting Record Date, of Unimpaired Claims in Class 1 (Other Priority Claims), Class 2 (CIT Facility Claims), Class 4 (Other Secured Claims) and Class 9b (Interests in Subsidiary Debtors), which classes are conclusively presumed to accept the Plan and (ii) all holders, as of the Voting Record Date, of claims or interests in Class 8 (Section 510(b) Claims) and Class 9a (Interests in Pinnacle Holdings), which classes are deemed to reject the Plan; *provided* that such Non-Voting Notices shall be distributed to holders of interests in Pinnacle Holdings as set forth below ; and it is further

ORDERED that, as soon as practicably possible, but in any event no later than one business day following entry of this Approval Order, the Debtors' transfer agent shall provide the Solicitation Agent with a Voting Record Date list of the names and addresses of the holders of Prepetition Stock that are reflected in the records maintained by the transfer agent(s) and/or relevant depositories of the Debtors' equity securities in non-voting classes as of the close of business on the Voting Record Date (the "**Registered Holders**") in an electronic file; and it is further

ORDERED that the Debtors shall distribute or cause to be distributed to the Registered Holders, including, without limitation, any brokers, dealers, commercial banks, trust companies or other agents and nominees (collectively, the "**Non-Voting Nominees**") the appropriate Non-Voting Notices and each Non-Voting Nominee shall be entitled to receive reasonably sufficient numbers of Non-Voting Notices to distribute to the beneficial owners of the Prepetition Stock and the Debtors are authorized, without further order of this Court, to reimburse each Non-Voting Nominee for its reasonable, customary and documented out-of-pocket expenses associated with the distribution of Solicitation Packages to the beneficial owners of Prepetition Stock; and it is further



ORDERED that the Non-Voting Nominees shall forward the Non-Voting Notices to the beneficial owners of the Prepetition Stock within five business days of the receipt by such Non-Voting Nominees of the Non-Voting Notices; and it is further

ORDERED that, for addresses from which notices of the hearing to approve the Disclosure Statement were returned as undeliverable by the United States Postal Service, the Debtors are excused from distributing Solicitation Packages, Ballots, Non-Voting Notices, copies of the Disclosure Statement or Plan or any other materials or notices (including any updates, supplements, amendments or modifications thereto) to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date, and failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline (as defined below) or violation of Bankruptcy Rule 3017(d); and it is further

ORDERED that the Debtors are not required to distribute Solicitation Packages, Ballots, Non-Voting Notices, copies of the Disclosure Statement or Plan or any other materials or notices (including any updates, supplements, amendments or modifications thereto) to holders of claims against the Debtors that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code; and it is further

ORDERED that, after receipt of returned Beneficial Ballots, each Voting Nominee shall tabulate the results according to the instructions set forth in the Master Ballots and return, *inter alia*, such results to the Solicitation Agent in a Master Ballot by

the Voting Deadline or arrange for Beneficial Holders to receive “pre-validated” Ballots for direct return to the Solicitation Agent by the Voting Deadline; and it is further

ORDERED that, to the extent a Voting Nominee elects to arrange for Beneficial Holders to receive pre-validated Beneficial Ballots for direct return to the Solicitation Agent, (i) the Voting Nominee shall (a) complete and execute the Beneficial Ballot (other than Items 2, 3 and 4) and indicate on the Beneficial Ballot the name and DTC participant number of the Voting Nominee, the amount of securities held by the Voting Nominee for the Beneficial Holder and the account number(s) for the account(s) in which such securities are held by the Voting Nominee and, thereafter, (b) forward the Solicitation Packages (with the pre-validated Beneficial Ballots) or copies thereof, along with a return envelope, to the Beneficial Holders within five business days of the receipt by such Voting Nominee of the Solicitation Package and (ii) the Beneficial Holder shall return the pre-validated Beneficial Ballot to the Solicitation Agent by the Voting Deadline; and it is further

ORDERED that, to be counted as a vote to accept or reject the Plan, each Ballot, Master Ballot and pre-validated Beneficial Ballot must be properly executed, completed and the original thereof delivered to the Solicitation Agent so as to be actually received by the Solicitation Agent no later than **4:00 p.m. (prevailing Eastern Time) on April 10, 2013** (the “**Voting Deadline**”); and it is further

ORDERED that the Debtors may, after consultation with the Creditors’ Committee, extend the Voting Deadline, if necessary, without further order of this Court, to a date that is no later than five business days before the Confirmation Hearing by publishing on the Debtors’ case information website (located at

<http://dm.epiq11.com/Pinnacle>) an announcement of such extension and shall file the same on this Court's docket; and it is further

ORDERED that, solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of or distribution on account of a claim and without prejudice to the rights of the Debtors in any other context, each claim in the Voting Classes shall be entitled to vote the amount of such claim as set forth in the Schedules (as may be amended from time to time) unless such holder has timely filed a proof of claim, in which event such holder would be entitled to vote the amount of such claim as set forth in such proof of claim (unless the Debtors and the applicable creditor agree that such Claim shall instead vote in a lesser amount); *provided that*:

- (a) if a claim is deemed "Allowed" pursuant to an agreement with the Debtors or an order of this Court, such claim shall be allowed for voting purposes in the "Allowed" amount set forth in such agreement or Court order;
- (b) if a claim for which a proof of claim has been timely filed is wholly contingent or unliquidated or filed for unknown or undetermined amounts, including all claims based on pending litigations not subject to a judgment against any of the Debtors, and (i) no objection to it has been filed by the Voting Deadline and (ii) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, the Debtors propose that such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the holder of such claim shall be marked as voting at \$1.00;
- (c) if the Debtors file an objection to a claim, such claim shall be temporarily disallowed for voting purposes only, except to the extent and in the manner as may be set forth in such objection;

- (d) if a claim has been “disallowed” by agreement of the claim holder or order of the Court at any time before the Voting Deadline, such claim shall also be disallowed for voting purposes;
- (e) if a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only;
- (f) if a claim is listed in the Schedules as contingent, unliquidated or disputed, or undetermined in amount or for \$0.00, and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court before the Voting Deadline, then, unless the Debtors have consented in writing or the holder of such claim obtains an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes, such claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- (g) claims filed for \$0.00 are not entitled to vote;
- (h) if a claim is partially liquidated and partially unliquidated and (i) no objection to it has been filed by the Voting Deadline and (ii) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, such claim shall be allowed for voting purposes only in the liquidated amount;
- (i) if the obligation underlying a claim against one of the Debtors is the subject of a guarantee by another of the Debtors, or a claim was otherwise filed against more than one Debtor on account of the same obligations, only one such claim shall be allowed for voting purposes;
- (j) if (a) the obligation underlying a claim against one of the Debtors is the subject of a guarantee of another Debtor and (b) such claim is an Unimpaired Claim, then any claim filed in respect of such guarantee shall be disallowed for voting purposes;

- (k) if a proof of claim has been amended by a later-filed proof of claim, the later-filed amending claim will be entitled to vote to the extent consistent with the tabulation rules set forth herein, and the earlier filed amended claim will not be entitled to vote;
- (l) if no votes to accept or reject the Plan are received for a particular class that is entitled to vote on the Plan, such class shall be deemed to have voted to accept the Plan;
- (m) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular class shall be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims shall be treated as a single vote to accept or reject the Plan; and
- (n) notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased (i) duplicate Voting Class claims (whether against the same or multiple Debtors) or (ii) claims against multiple Debtors arising from the same transaction (*e.g.*, guarantee claims or claims for joint or several liability), shall be provided with one Solicitation Package and one ballot and be permitted to vote only a single claim, regardless of whether the Debtors have objected to such duplicate claims.

ORDERED that, if any claimant seeks to challenge the allowance or disallowance of its claim for voting purposes, such claimant is directed to serve on the Debtors and the Creditors' Committee and file with the Court on or before the 14th calendar day after the later of (i) the Solicitation Date and (ii) the date of service of an objection, if any, to such claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for purposes of voting to accept or reject the Plan; and it is further

ORDERED that as to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing; and it is further

ORDERED that if a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last dated Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots; and it is further

ORDERED that creditors with multiple Voting Class claims must vote all of their claims either to accept or reject the Plan and may not split their votes, and thus (i) no Ballot that partially rejects and partially accepts the Plan and (ii) no Ballot filed by a creditor with multiple Voting Class claims that votes inconsistently will be counted, except as otherwise set forth herein; and it is further

ORDERED that, without further order of this Court, except as otherwise set forth herein, any Ballot that is properly completed, executed and timely returned to the Solicitation Agent but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan, shall not be counted; and it is further

ORDERED that, without further order of this Court, any Ballot actually received by the Solicitation Agent after the Voting Deadline shall not be counted unless the Debtors granted an extension of the Voting Deadline for such Ballot; and it is further

ORDERED that, without further order of this Court, any Ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder shall not be counted, except as otherwise set forth herein; and it is further

ORDERED that, without further order of this Court, any Ballot cast by a person or entity that does not hold a Voting Class claim shall not be counted; and it is further

ORDERED that, without further order of this Court, any Ballot cast for a claim scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed shall not be counted; and it is further

ORDERED that, without further order of this Court, any unsigned Ballot or non-originally signed Ballot shall not be counted, except as otherwise set forth herein; and it is further

ORDERED that, without further order of this Court, except as otherwise set forth herein, any Ballot sent directly to any of the Debtors, their agents (other than the Solicitation Agent) or the Debtors' financial or legal advisors or to any party other than the Solicitation Agent shall not be counted; and it is further

ORDERED that, without further order of this Court, any Ballot cast for a claim that has been disallowed (for voting purposes or otherwise) shall not be counted; and it is further

ORDERED that, without further order of this Court, except as otherwise set forth herein, any Ballot transmitted to the Solicitation Agent by facsimile or other electronic means shall not be counted; and it is further

ORDERED that, a holder of a Claim entitled to vote that has delivered a valid Ballot may withdraw such Ballot solely in accordance with Bankruptcy Rule 3018(a); and it is further

ORDERED that, subject to any contrary Order of this Court, the Debtors may reject any and all Ballots the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; and it is further

ORDERED that, subject to any contrary Order of this Court, the Debtors may waive any defect in any Ballot or Master Ballot at any time, whether before or after the Voting Deadline, and without notice; and it is further

ORDERED that none of the Debtors, the Solicitation Agent or any other person or entity shall be under any duty to provide notification of defects or irregularities in delivered Ballots, nor shall the Debtors, the Solicitation Agent or any other person or entity incur any liability for failure to provide such notification; and it is further

ORDERED that the Solicitation Agent may disregard any and all defective ballots with no further notice to any other person or entity; and it is further

ORDERED that, to tabulate Master Ballots and Beneficial Ballots cast by Voting Nominees and beneficial owners, for purposes of voting, the amount that will be used to tabulate acceptance or rejection of the Plan will be the Record Amount and the following additional rules shall apply to the tabulation of Master Ballots and Beneficial Ballots cast by Voting Nominees and Beneficial Holders:

- (a) votes cast by Beneficial Holders through a Voting Nominee will be applied against the positions held by such entities in the applicable securities as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee;



- (b) to the extent that conflicting votes or “overvotes” are submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Ballots, the Solicitation Agent will make a reasonable attempt to reconcile discrepancies with the Voting Nominees;
- (c) to the extent that overvotes on a Master Ballot or pre-validated Beneficial Ballots are not reconcilable before the preparation of the vote certification, the Solicitation Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Ballots that contained the overvote, but only to the extent of the Voting Nominee’s position in the applicable security; and
- (d) a single Voting Nominee may complete and deliver to the Solicitation Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received before the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot; and it is further

ORDERED that all Voting Nominees shall keep the original Beneficial Ballots received from Beneficial Holders for a period of at least one year after the Voting Deadline; and it is further

ORDERED that, notwithstanding Local Rule 3018-1(a), the Solicitation Agent shall file its voting certification on or before April 12, 2013; and it is further

ORDERED that the Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit B** is APPROVED; and it is further

ORDERED that the Confirmation Hearing Notice shall be transmitted to all creditors and equity security holders; and it is further

ORDERED that the Confirmation Hearing will be held at **9:45 am (prevailing Eastern Time) on April 17, 2013**; *provided, however*, that the Confirmation

Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than a notice filed on the Court's docket or an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing; and it is further

ORDERED that the Debtors shall publish the Confirmation Hearing Notice on or before the date that is 28 days before the last date to object to confirmation of the Plan in *The Wall Street Journal* (National Edition), *The Daily News*, a Memphis, Tennessee newspaper, and electronically on the Debtors' case information website (located at <http://dm.epiq11.com/Pinnacle>) and shall file the same on this Court's docket; and it is further

ORDERED that objections to confirmation of the Plan or proposed modifications to the Plan, if any, must (i) be in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Procedure, (iii) state the name and address of the objecting party and the amount and nature of such party's claim or interest, (iv) state with particularity the basis and nature of any objection to the Plan and (v) be filed, together with proof of service, with the Court electronically in accordance with the Case Management Order and served on the parties listed in the Confirmation Hearing Notice, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on April 10, 2013.**

ORDERED that objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled; and it is further

**ORDERED that any reply by the Debtors shall be filed by 7:00 a.m. on  
April 15, 2013; and it is further**

ORDERED that the Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court; and it is further

ORDERED that the Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, Non-Voting Notices, Confirmation Hearing Notice and all exhibits to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package before its distribution.

Dated: **March 7, 2013**  
New York, New York

**s/ Robert E. Gerber**  
THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A-1**

Class 3 Ballot

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLAIMS IN CLASS 3 (EDC FACILITIES CLAIMS)**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).<sup>1</sup> The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>). If you were, as of March 1, 2013, the holder of one or more claims in Class 3 (EDC Facilities Claims) (“**Class 3**”), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400.

**You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON**

**April 10, 2013.**

**If your Ballot is not received by the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**Ballots will not be accepted by electronic or facsimile transmission.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast a vote to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan.

<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

**HOW TO VOTE**

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.8 OF THE PLAN, COMPLETE ITEM 3.
3. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
4. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
5. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 3 CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
6. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**
7. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN APRIL 10, 2013 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW:

**By Courier / Hand Delivery**  
Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
757 Third Avenue, 3rd Floor  
New York, NY 10017

**By U.S. Mail**  
Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5014  
New York, NY 10150-5014

**Item 1. Amount of Class 3 Claims Voted.** The undersigned certifies that, as of March 1, 2013, the undersigned held Class 3 Claims in the following aggregate unpaid amount, which arose before the respective Debtor’s Petition Date:

\$

**Item 2. Vote.** The holder of the Class 3 Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

**Accept** the Plan                      OR                       **Reject** the Plan

**Item 3. Release.** If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.8 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, INTER ALIA, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN). IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER SECTION 12.8 OF THE PLAN BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN SECTION 12.8 OF THE PLAN THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN SECTION 12.8 OF THE PLAN.**

**Opt Out** of the release provisions.

**Item 4. Certification.** By returning this Ballot, the holder of the Class 3 Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 3 Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 3 Claims identified in Item 1, (c) it was the holder of the Class 3 Claims identified in Item 1 as of March 1, 2013 and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Creditor: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (    ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

**YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013, OR YOUR VOTE WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**



**Exhibit A-2**

Class 5 Ballot

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLAIMS IN CLASS 5 (UNION CLAIMS)**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).<sup>1</sup> The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>). If you were, as of March 1, 2013, the holder of one or more claims in Class 5 (Union Claims) (“**Class 5**”), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400.

**You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON**

**April 10, 2013.**

**If your Ballot is not received by the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**Ballots will not be accepted by electronic or facsimile transmission.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast a vote to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan.

<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

**HOW TO VOTE**

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.8 OF THE PLAN, COMPLETE ITEM 3.
3. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
4. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
5. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 5 CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
6. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**
7. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN APRIL 10, 2013 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW:

**By Courier / Hand Delivery**  
Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
757 Third Avenue, 3rd Floor  
New York, NY 10017

**By U.S. Mail**  
Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5014  
New York, NY 10150-5014

**Item 1. Amount of Class 5 Claims Voted.** The undersigned certifies that, as of March 1, 2013, the undersigned held Class 5 Claims in the following aggregate unpaid amount, which arose before the respective Debtor’s Petition Date:

\$

**Item 2. Vote.** The holder of the Class 5 Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

**Accept** the Plan OR  **Reject** the Plan

**Item 3. Release.** If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.8 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, INTER ALIA, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN). IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER SECTION 12.8 OF THE PLAN BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN SECTION 12.8 OF THE PLAN THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN SECTION 12.8 OF THE PLAN.**

**Opt Out** of the release provisions.

**Item 4. Certification.** By returning this Ballot, the holder of the Class 5 Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 5 Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 5 Claims identified in Item 1, (c) it was the holder of the Class 5 Claims identified in Item 1 as of March 1, 2013 and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Creditor: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (    ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

**YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013, OR YOUR VOTE WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**

**Exhibit A-3**

Class 6 Ballot

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLAIMS IN CLASS 6 (OTHER GENERAL  
UNSECURED CLAIMS)**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).<sup>1</sup> The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>). If you were, as of March 1, 2013, the holder of one or more claims in Class 6 (Other General Unsecured Claims) (“**Class 6**”), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400.

**You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON**

**April 10, 2013.**

**If your Ballot is not received by the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**Ballots will not be accepted by electronic or facsimile transmission.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast a vote to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan.

<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

**HOW TO VOTE**

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.8 OF THE PLAN, COMPLETE ITEM 3.
3. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
4. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
5. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 6 CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
6. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**
7. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN APRIL 10, 2013 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW:

**By Courier / Hand Delivery**  
Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
757 Third Avenue, 3rd Floor  
New York, NY 10017

**By U.S. Mail**  
Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5014  
New York, NY 10150-5014



**Item 1. Amount of Class 6 Claims Voted.** The undersigned certifies that, as of March 1, 2013, the undersigned held Class 6 Claims in the following aggregate unpaid amount, which arose before the respective Debtor's Petition Date:

\$

**Item 2. Vote.** The holder of the Class 6 Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

**Accept** the Plan                      OR                       **Reject** the Plan

**Item 3. Release.** If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.8 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, INTER ALIA, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN). IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER SECTION 12.8 OF THE PLAN BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN SECTION 12.8 OF THE PLAN THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN SECTION 12.8 OF THE PLAN.**

**Opt Out** of the release provisions.

**Item 4. Certification.** By returning this Ballot, the holder of the Class 6 Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 6 Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 6 Claims identified in Item 1, (c) it was the holder of the Class 6 Claims identified in Item 1 as of March 1, 2013 and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Creditor: \_\_\_\_\_  
(Print or Type)  
Social Security or Federal Tax ID. No.: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
(If Appropriate)  
Street Address: \_\_\_\_\_  
City, State, Zip Code: \_\_\_\_\_  
Telephone Number: (    ) \_\_\_\_\_  
Date Completed: \_\_\_\_\_

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

**YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013, OR YOUR VOTE WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**

**Exhibit A-4**

Class 7 Ballot

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLAIMS IN CLASS 7 (PUNITIVE DAMAGES  
CLAIMS)**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).<sup>1</sup> The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>). If you were, as of March 1, 2013, the holder of one or more claims in Class 7 (Punitive Damages Claims) (“**Class 7**”), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you have not received or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400.

**You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON**

**April 10, 2013.**

**If your Ballot is not received by the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**Ballots will not be accepted by electronic or facsimile transmission.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast a vote to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan.

<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

**HOW TO VOTE**

1. COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.8 OF THE PLAN, COMPLETE ITEM 3.
3. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
4. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
5. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 7 CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
6. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**
7. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY THE SOLICITATION AGENT NO LATER THAN APRIL 10, 2013 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOU MAY USE THE POSTAGE-PAID ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE APPLICABLE ADDRESS SET FORTH BELOW:

**By Courier / Hand Delivery**

Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
757 Third Avenue, 3rd Floor  
New York, NY 10017

**By U.S. Mail**

Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5014  
New York, NY 10150-5014

**Item 1. Amount of Class 7 Claims Voted.** The undersigned certifies that, as of March 1, 2013, the undersigned held Class 7 Claims in the following aggregate unpaid amount, which arose before the respective Debtor’s Petition Date:

\$

**Item 2. Vote.** The holder of the Class 7 Claims identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

**Accept** the Plan                      OR                       **Reject** the Plan

**Item 3. Release.** If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 12.8 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, *INTER ALIA*, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN). IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER SECTION 12.8 OF THE PLAN BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN SECTION 12.8 OF THE PLAN THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN SECTION 12.8 OF THE PLAN.**

**Opt Out** of the release provisions.

**Item 4. Certification.** By returning this Ballot, the holder of the Class 7 Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 7 Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 7 Claims identified in Item 1, (c) it was the holder of the Class 7 Claims identified in Item 1 as of March 1, 2013 and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Creditor: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (     ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

**YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013, OR YOUR VOTE WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**

**Exhibit A-5**

Beneficial Ballot



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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**BENEFICIAL BALLOT FOR ACCEPTING OR REJECTING DEBTORS'  
JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BENEFICIAL BALLOT FOR HOLDERS OF CLAIMS IN CLASS 6 (OTHER  
GENERAL UNSECURED CLAIMS) ARISING FROM REVENUE BONDS**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).<sup>1</sup> The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included on the CD-ROM accompanying this Beneficial Ballot and has also been posted on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>). General unsecured claims in the form of certain debt securities (the “**Revenue Bonds**,” as identified in the footer below) issued before the commencement of the Debtors’ chapter 11 cases have been placed in Class 6 (Other General Unsecured Claims) (together with Classes 3, 5 and 7, a “**Voting Class**”). If you were, as of March 1, 2013, the beneficial holder of one or more Revenue Bonds, whether held directly or through a broker, bank, dealer or other agent or nominee (each, a “**Voting Nominee**”), please use this Beneficial Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to Section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400.

**You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or other claims under the Plan. All of your general unsecured claims against the Debtors arising from the Revenue Bonds have been placed in Class 6 under the Plan. If you hold claims in multiple accounts, you will receive a Beneficial Ballot for each account for which you are entitled to vote.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013.**

**Upon completion, this Beneficial Ballot should be returned either to your Voting Nominee or to the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400, as directed. If you are directed to return this Beneficial Ballot to your Voting Nominee, your Voting Nominee will transmit your vote to the Solicitation Agent on a Master Ballot. If this Beneficial Ballot or the Master Ballot cast on your behalf by your Voting Nominee is not received by the Solicitation Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**Ballots will not be accepted by electronic or facsimile transmission.**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

This Beneficial Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast a vote to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan.

<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

### HOW TO VOTE

1. COMPLETE ITEM 1 (IF NOT ALREADY COMPLETED) AND COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 12.8 OF THE PLAN, COMPLETE ITEM 3.
3. COMPLETE ITEM 4, IF APPLICABLE.
4. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
5. **SIGN AND DATE THIS BENEFICIAL BALLOT** (UNLESS THIS BENEFICIAL BALLOT HAS ALREADY BEEN SIGNED OR PRE-VALIDATED BY YOUR VOTING NOMINEE) AND FILL OUT THE OTHER REQUIRED INFORMATION.
6. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR REVENUE BONDS AND ALL OF YOUR OTHER VOTING CLASS CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
7. **ANY EXECUTED BENEFICIAL BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**

**Item 1. Amount of Revenue Bonds Voted.** The undersigned certifies that, as of March 1, 2013, the undersigned held Revenue Bonds in the following aggregate principal amount (insert amount in the box below):

\$
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**Item 2. Vote.** The holder of the Revenue Bonds identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes your vote will not be counted):

**Accept** the Plan                      OR                       **Reject** the Plan

**Item 3. Release.** If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions in Section 12.8 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, *INTER ALIA*, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN). IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER SECTION 12.8 OF THE PLAN BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN SECTION 12.8 OF THE PLAN THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN SECTION 12.8 OF THE PLAN.**

**Opt Out** of the release provisions

**Item 4. Identify All Voting Class Claims Arising from Other Revenue Bonds.** By returning this Beneficial Ballot, the holder of the Revenue Bonds identified in Item 1 certifies that (a) this Beneficial Ballot is the only Beneficial Ballot submitted for Revenue Bonds owned by such holder, except for any other Revenue Bonds identified in the following table, and (b) *all* Beneficial Ballots for any other Revenue Bonds submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Beneficial Ballot (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER REVENUE BOND BALLOTS OR BENEFICIAL BALLOTS**

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Revenue Bonds Claims
		\$
		\$
		\$
		\$

**Item 5. Certification.** By returning this Beneficial Ballot, the holder of the Revenue Bonds identified in Item 1 certifies that (a) it has full power and authority to vote to accept or reject the Plan for the Revenue Bonds listed in Item 1, (b) it was the holder of the Revenue Bonds described in Item 1 as of March 1, 2013, (c) *all* Ballots or Beneficial Ballots to vote Voting Class Claims indicate the same vote to accept or reject the Plan that the holder has indicated on this Beneficial Ballot and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BENEFICIAL BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor: \_\_\_\_\_  
(Print or Type)  
Social Security or Federal Tax ID. No.: \_\_\_\_\_  
(Optional)  
Signature: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
(If Appropriate)  
Street Address: \_\_\_\_\_  
City, State, Zip Code: \_\_\_\_\_  
Telephone Number: ( ) \_\_\_\_\_  
Date Completed: \_\_\_\_\_

This Beneficial Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

**UPON COMPLETION, THIS BENEFICIAL BALLOT SHOULD BE RETURNED EITHER TO YOUR VOTING NOMINEE OR TO THE DEBTORS' SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AS DIRECTED. IF YOU ARE DIRECTED TO RETURN THIS BENEFICIAL BALLOT TO YOUR VOTING NOMINEE, YOUR VOTING NOMINEE WILL TRANSMIT YOUR VOTE TO THE SOLICITATION AGENT ON A MASTER BALLOT. IF YOU ARE DIRECTED TO RETURN THIS BENEFICIAL BALLOT TO THE SOLICITATION AGENT, YOU MAY USE THE ENCLOSED PRE-ADDRESSED, POSTAGE-PAID ENVELOPE. IF THIS BENEFICIAL BALLOT OR THE MASTER BALLOT CAST ON YOUR BEHALF BY YOUR VOTING NOMINEE IS NOT RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BENEFICIAL BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BENEFICIAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.

**Exhibit A-6**

Master Ballot

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**MASTER BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT  
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**MASTER BALLOT FOR BENEFICIAL HOLDERS OF CLAIMS IN CLASS 6  
(OTHER GENERAL UNSECURED CLAIMS)  
ARISING FROM REVENUE BONDS**

**THIS MASTER BALLOT MUST BE *RECEIVED* BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE OF 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013 OR THE VOTES REPRESENTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).<sup>1</sup> The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included in the materials accompanying this Ballot and has also been posted on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>) and on the Bankruptcy Court’s docket. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist creditors in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

This Master Ballot is to be used by you as a broker, bank, dealer or other agent or nominee (the “**Voting Nominee**”) to transmit the votes of holders of securities issued pursuant to the First Supplemental Indenture dated December 1, 1996, between Memphis-Shelby County Airport and Bank of New York Mellon Trust Company, N.A. (as successor trustee to Union Planters National Bank) (the “**Revenue Bonds**”) that are entitled to vote on the Plan (each such holder, a “**Beneficial Holder**”). Before you transmit such votes, please carefully review the Disclosure Statement, the Plan and the Approval Order contained on the CD-ROM that was included in the Solicitation Packages you have already received.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast votes to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan.

<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS MASTER BALLOT AND RETURN IT SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, BEFORE THE VOTING DEADLINE OF 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES TRANSMITTED ON THIS MASTER BALLOT WILL NOT BE COUNTED.**

You should review the Disclosure Statement, the Plan and the Approval Order before you transmit votes with this Master Ballot. You or the Beneficial Holders for whom you are the Voting Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the general unsecured claims of the Beneficial Holders under the Plan. Such claims have been placed in Class 6 (Other General Unsecured Claims) (together with Classes 3, 5 and 7, a "Voting Class") under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the Beneficial Holders for whom you are the Voting Nominee, whether or not such holders vote and whether or not any votes are transmitted on this Master Ballot.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that, as of the March 1, 2013 record date, the undersigned (please check the applicable box):

- Was a broker, bank, dealer or other nominee for the Beneficial Holders of the aggregate principal amount of the Revenue Bonds listed in Item 2 below, and was the registered holder thereof, or
- Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, dealer or other nominee that was the registered holder of the aggregate principal amount of the Revenue Bonds listed in Item 2 below or
- Had been granted a proxy (an original of which is attached hereto) from a broker, bank, dealer or other nominee or a Beneficial Holder that was the registered holder of the aggregate principal amount of the Revenue Bonds listed in Item 2 below

and accordingly, has full power and authority to (1) vote to accept or reject the Plan and/or (2) opt out of the release provisions contained in Section 12.8 of the Plan, each on behalf of the Beneficial Holders of the Revenue Bonds listed in Item 2 below.

**Item 2 and Item 3. Vote and Release.** The undersigned transmits the following for the Beneficial Holders for which the undersigned is the Voting Nominee: (1) votes to accept or reject the Plan and (2) decisions to opt out of the release provisions contained in Section 12.8 of the Plan. The undersigned certifies that the Beneficial Holders identified by their respective customer account numbers set forth below were Beneficial Holders of the Revenue Bonds as of the March 1, 2013 record date and have delivered to the undersigned, as Voting Nominee, properly executed Beneficial Ballots casting such votes on the Plan and exhibiting such decisions to opt out of the release provisions contained in Section 12.8 of the Plan as the undersigned has set forth below.

**ANY EXECUTED MASTER BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**

Please indicate the requested information in the appropriate column. For purposes of this Master Ballot, accrued or unmatured interest should not be included in the aggregate principal amount voted for each account. Please note that each Beneficial Holder must vote all of its Voting Class Claims *either* to accept *or* reject the Plan, and may *not* split such vote. If there is insufficient space, please attach the requested information to this Master Ballot in the form of the table below.

Your Customer Account Number for each Beneficial Holder	Item 2. Principal Amount of Note Claims Voting		Item 3. Check column if Beneficial Holder has elected to OPT OUT of the Release
	To ACCEPT the Plan	To REJECT the Plan	
1.	\$	\$	
2.	\$	\$	
3.	\$	\$	
4.	\$	\$	
5.	\$	\$	
6.	\$	\$	
7.	\$	\$	
8.	\$	\$	
9.	\$	\$	
10.	\$	\$	



**Item 4. Transcription.** The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 4 of the ballots of Beneficial Holders (each, a “**Beneficial Ballot**”):

YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 4 of the Beneficial Ballot.	Transcribe from Item 4 of the Beneficial Ballot		
	Account Number	Name of Registered Holder or Nominee	Principal Amount of other Revenue Bonds Claims
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

**Item 5. Certification.** By signing this Master Ballot, the undersigned (i) certifies that each Beneficial Holder listed in Item 2 above has been provided with a Solicitation Package (and all contents thereof, including a Beneficial Ballot), (ii) acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Approval Order and the Disclosure Statement, (iii) certifies that it received a properly completed and signed Beneficial Ballot from each Beneficial Holder listed above and (iv) certifies that it accurately transcribed all applicable information from the Beneficial Ballots received from each Beneficial Holder.

Name of Broker, Bank, or Other Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Broker, Bank, or Other Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(If Applicable)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS MASTER BALLOT MUST BE RECEIVED BY THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, BEFORE 4:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 10, 2013, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**PLEASE NOTE: THE SOLICITATION AGENT WILL *NOT* ACCEPT BENEFICIAL BALLOTS OR MASTER BALLOTS BY ELECTRONIC OR FACSIMILE TRANSMISSION.**

**ANY EXECUTED BENEFICIAL BALLOT OR MASTER BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**

## VOTING INSTRUCTIONS

1. The Master Ballot is to be used by brokers, banks, dealers or other agents or nominees (each, a “**Voting Nominee**”) to transmit the votes of holders of debt securities (the “**Revenue Bonds**”) that are entitled to vote on the Plan (each such holder, a “**Beneficial Holder**” and each such ballot cast by such holder, a “**Beneficial Ballot**”):  
(1) votes cast by Beneficial Holders to accept or reject the Plan referred to in the Disclosure Statement and  
(2) decisions by the Beneficial Holders to opt out of the release provisions contained in Section 12.8 of the Plan. The Disclosure Statement, Plan and other related documents have been provided to the Beneficial Holders on the CD-ROM included in each Solicitation Package and are accessible on the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>). Hard copies of such documents may also be obtained at no charge, by contacting the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, by writing to Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by calling (646) 282-2400. All capitalized terms used in this Master Ballot or in these instructions but not otherwise defined herein have the meanings ascribed to them in the Plan.
2. If you are transmitting the vote of any Beneficial Holder other than yourself, you may *either*:
  - a. Complete and execute the Beneficial Ballots (other than Items 2, 3 and 4) and deliver to the Beneficial Holder such “pre-validated” Beneficial Ballots, along with the Solicitation Package and other materials requested to be forwarded. The Beneficial Holder should complete Items 2, 3 and 4 of its pre-validated Beneficial Ballot and return the completed Beneficial Ballot to the Solicitation Agent so as to be received before the Voting Deadline.

**OR**

- b. For any Beneficial Ballot you do not “pre-validate”:

Deliver the Beneficial Ballot to the Beneficial Holder, along with the Solicitation Package and other materials requested to be forwarded, and take the necessary actions to enable such Beneficial Holder to (i) complete and execute such Beneficial Ballot voting to accept or reject the Plan and completing the other items as appropriate and (ii) return the completed, executed Beneficial Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Solicitation Agent so as to be received before the Voting Deadline of 4:00 P.M. (prevailing Eastern Time) on April 10, 2013 at the applicable addresses set forth below:

**By Courier / Hand Delivery**

Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
757 Third Avenue, 3rd Floor  
New York, NY 10017

**By U.S. Mail**

Pinnacle Airlines Ballot Processing  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5014  
New York, NY 10150-5014

For all Beneficial Ballots returned to you, please properly complete the Master Ballot as follows:

- i. Provide appropriate information for each of the items on the Master Ballot. Please note that Items 2, 3 and 4 request information for each individual Beneficial Holder for whom you hold general beneficial holder claims in your name. To identify such Beneficial Holders, please use the customer name and/or account number assigned by you to each such Beneficial Holder.
- ii. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable item of the Master Ballot to which you are responding.
- iii. Sign and date the Master Ballot and fill out the other required information.
- iv. If you are completing the Master Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing.
- v. Provide your name and other requested information.
- vi. Deliver the Master Ballot to the Solicitation Agent so as to be received before the Voting Deadline of 4:00 P.M. (prevailing Eastern Time) on April 10, 2013.
- vii. If you are both the registered holder and the Beneficial Holder of any Revenue Bonds and you wish to vote such Revenue Bonds, you may return either a Beneficial Ballot or a Master Ballot to the Solicitation Agent before the Voting Deadline.

3. **Pursuant to the Approval Order, all original Beneficial Ballots received from Beneficial Holders must be kept by you until April 10, 2014 (or such other date as is set by subsequent Bankruptcy Court order). You may be ordered to produce the original Beneficial Ballots to the Debtors or the Bankruptcy Court.**

4. If a Master Ballot is not actually received until after the Voting Deadline, it will not be counted. The method of delivery of a Master Ballot to the Solicitation Agent is at the election and risk of each entity. Instead of effecting delivery by mail, it is recommended, though not required, that you use an overnight or personal delivery service. In all cases, sufficient time should be allowed to assure timely delivery.

5. **Master Ballots should only be sent to the Solicitation Agent.** They should not be sent to the Debtors, any other agent or the Debtors' financial or legal advisors.

6. The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast votes to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 12.8 of the Plan. Beneficial Holders should not surrender their Revenue Bonds at this time. The Solicitation Agent will not accept delivery of any Revenue Bonds transmitted with a Master Ballot.

7. If multiple Master Ballots or Beneficial Ballots are received from or on behalf of the same claimant regarding the same Claims before the Voting Deadline, the last dated Master Ballot or Beneficial Ballot timely received will supersede and revoke any earlier received Master Ballot or Beneficial Ballot.

8. No Master Ballot or Beneficial Ballot shall constitute or be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

9. The following Master Ballots or Beneficial Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Master Ballot or Beneficial Ballot that is illegible or contains insufficient information to permit the identification of the claimant; (ii) any Master Ballot or Beneficial Ballot cast by a person or entity that does not hold a Voting Class Claim; (iii) any Master Ballot or Beneficial Ballot sent to the Solicitation Agent by facsimile or other electronic means; (iv) any Master Ballot or Beneficial Ballot that is properly completed and executed and timely returned to the Solicitation Agent, but does not indicate an acceptance or rejection of the Plan or any Beneficial Ballot that indicates both an acceptance and a rejection of the Plan; (v) any unsigned or non-originally signed Master Ballot or Beneficial Ballot; (vi) any Master Ballot or Beneficial Ballot sent directly to any of the Debtors, their agents (other than the Solicitation Agent), any indenture trustee (unless specifically instructed to do so) or the Debtors' financial or legal advisors or to any other party other than the Solicitation Agent; (vii) any Master Ballot or Beneficial Ballot cast for a claim that has been disallowed (for voting purposes or otherwise); and (viii) any Master Ballot or Beneficial Ballot actually received by the Solicitation Agent after the Voting Deadline, unless the Debtors shall have granted in writing (including by email or other informal means) an extension of the Voting Deadline for such Master Ballot or Beneficial Ballot.

10. A claimant with multiple Voting Class Claims must vote all of its claims either to accept or reject the Plan and may not split its vote. Accordingly, no Beneficial Ballot that partially rejects and partially accepts the Plan and no Beneficial Ballot filed by a claimant with multiple Voting Class Claims that votes inconsistently will be counted.

11. Unless otherwise directed by the Bankruptcy Court, delivery of a defective or irregular Master Ballot will not be deemed to have been made until such defect or irregularity has been cured or waived by the Debtors. Any waiver by the Debtors of defects or irregularities in any Master Ballot will be detailed in the Voting Report filed with the Bankruptcy Court by the Solicitation Agent. Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities in delivered Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.

12. If you believe you have received the wrong Beneficial Ballots or Master Ballot, please contact the Solicitation Agent immediately.

13. We will, upon request, reimburse you for reasonable, customary and documented out-of-pocket expenses incurred by you in forwarding the Beneficial Ballots and other enclosed materials to the Beneficial Holders for whom you are the Voting Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Beneficial Ballots related to the Plan.

PLEASE DELIVER THIS MASTER BALLOT PROMPTLY.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF ANY OF THE DEBTORS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM RELATED TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL BALLOTS, PLAN, DISCLOSURE STATEMENT OR OTHER RELATED MATERIALS, PLEASE CALL THE DEBTORS' SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**

**Exhibit B**

Confirmation Hearing Notice

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**NOTICE OF ENTRY OF ORDER (I) APPROVING DISCLOSURE STATEMENT;  
(II) APPROVING SOLICITATION AND NOTICE MATERIALS; (III) APPROVING FORMS OF  
BALLOTS; (IV) ESTABLISHING SOLICITATION AND VOTING PROCEDURES;  
(V) ESTABLISHING PROCEDURES FOR ALLOWING AND ESTIMATING CERTAIN CLAIMS  
FOR VOTING PURPOSES; (VI) SCHEDULING A CONFIRMATION HEARING AND  
(VII) ESTABLISHING NOTICE AND OBJECTION PROCEDURES**

PLEASE TAKE NOTICE that:

1. By order entered on March 7, 2013 (the “**Approval Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) approved the Disclosure Statement filed by Pinnacle Airlines Corp. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) and directed the Debtors to solicit votes to accept or reject the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, the “**Plan**”),<sup>2</sup> annexed as Exhibit A thereto.

2. The Approval Order establishes March 1, 2013 as the Record Date for determining the holders of pre-chapter 11 claims entitled to vote on the Plan and establishes **4:00 p.m. (prevailing Eastern Time) on April 10, 2013** as the Voting Deadline for the submission of ballots to accept or reject the Plan (the “**Ballots**”).

3. Holders of claims entitled to vote on the Plan will receive electronic copies on CD-ROM of (i) the Approval Order, the Disclosure Statement, the Plan and certain exhibits thereto, (ii) this notice, (iii) if applicable, a letter from the statutory committee of unsecured creditors (the “**Creditors’ Committee**”) regarding acceptance of the Plan and (iv) a Ballot or Beneficial Ballot, as appropriate, together with a pre-addressed postage pre-paid envelope to be used by you in voting to accept or to reject the Plan. Failure to follow the instructions set forth on the Ballot or Beneficial Ballot, as applicable, may disqualify that Ballot or Beneficial Ballot and the vote represented thereby.

4. If you received electronic copies of the Disclosure Statement and the Plan and would like to receive paper copies, please visit the Debtors’ case information website (located at <http://dm.epiq11.com/Pinnacle>), or contact the Debtors’ Solicitation Agent, Epiq Bankruptcy Solutions, LLC, at (646) 282-2400.

5. Holders of (i) unimpaired claims and (ii) claims or interests that will receive no distribution under the Plan are not entitled to vote on the Plan and, therefore, will receive a notice of non-voting status rather than a Ballot. If you have not received a Ballot (or you have received a Ballot in an

<sup>1</sup> The Debtors are the following entities: Colgan Air, Inc.; Mesaba Aviation, Inc.; Pinnacle Airlines Corp.; Pinnacle Airlines, Inc. and Pinnacle East Coast Operations Inc. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

<sup>2</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

amount you believe to be incorrect) but believe that you should be entitled to vote on the Plan (or vote in an amount different than the amount listed on your Ballot), then you must serve on the Debtors and the Creditors' Committee and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "**Rule 3018(a) Motion**") temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before the fourteenth (14th) day after the later of (i) the date that the Debtors complete distribution of the Solicitation Packages and (ii) the date of service of an objection, if any, to such claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes after notice and a hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above may not be considered.

6. THE PLAN CONTAINS AN INJUNCTION THAT PREVENTS, AMONG OTHER THINGS, ALL ENTITIES WHO HAVE HELD, HOLD OR MAY HOLD ANY CLAIMS, INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT HAVE BEEN RELEASED OR ARE SUBJECT TO EXCULPATION UNDER THE PLAN (THE "**ENJOINED CAUSES OF ACTION**"), FROM AND AFTER THE EFFECTIVE DATE, FROM COMMENCING OR CONTINUING, IN ANY MANNER, ANY ENJOINED CAUSES OF ACTION AGAINST, AS APPLICABLE, ANY RELEASED PARTY OR EXCULPATED PARTY.

7. A hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge at the United States Bankruptcy Court, Courtroom 523, One Bowling Green, New York, New York, on April 17, 2013 at 9:45 a.m. (prevailing Eastern Time) or as soon thereafter as counsel may be heard (the "**Confirmation Hearing**") to consider the entry of an order confirming the Plan. The Confirmation Hearing may be continued from time to time without further notice other than a notice filed on the Court's docket or an announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to section 1127 of the Bankruptcy Code, before, during or as a result of the Confirmation Hearing, without further notice to interested parties.

8. Objections, if any, to the Plan must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court and shall be filed with the Bankruptcy Court electronically in accordance with the Bankruptcy Court's *Order Establishing Certain Notice, Case Management and Administrative Procedures* [ECF No. 42] entered April 3, 2012 (the "**Case Management Order**") and served **so as to be actually received on or before 4:00 p.m. (prevailing Eastern Time) on April 10, 2013**, by (i) the United States Bankruptcy Court for the Southern District of New York, Courtroom 523, One Bowling Green, New York, New York 10004-1408, Attn: Honorable Robert E. Gerber; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Damian S. Schaible; (iii) conflicts counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Lisa G. Beckerman; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Attn: Richard Morrissey and Susan D. Golden; (v) counsel to the official committee of unsecured creditors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104, Attn: Brett H. Miller, Lorenzo Marinuzzi and Todd M. Goren; (vi) the Debtors' authorized claims and noticing agent, Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, Third Floor, New York, New York 10017, Attn: Pinnacle Team and (vii) attorneys for Delta Air Lines, Inc., Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: James H.M. Sprayregen and David R. Seligman.

**UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

Dated: March 7, 2013  
New York, New York

DAVIS POLK & WARDWELL LLP  
Counsel to Debtors  
and Debtors in Possession  
450 Lexington Avenue  
New York, New York 10017



**Exhibit C**

Disclosure Statement Hearing Notice

Objection Deadline: March 1, 2013 at 4:00 p.m. (prevailing Eastern Time)  
Hearing Date: March 7, 2013 at 9:45 a.m. (prevailing Eastern Time)

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**NOTICE OF HEARING TO CONSIDER APPROVAL OF  
DEBTORS' PROPOSED DISCLOSURE STATEMENT REGARDING  
JOINT CHAPTER 11 PLAN OF REORGANIZATION AND RELATED MATTERS**

**PLEASE TAKE NOTICE** that:

1. On February 1, 2013, Pinnacle Airlines Corp. and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the "**Debtors**") filed (a) a proposed disclosure statement (the "**Disclosure Statement**") relating to the Debtors' proposed joint chapter 11 plan of reorganization (the "**Plan**") and (b) a motion seeking approval of, among other things, the Disclosure Statement (the "**Motion**").

2. A hearing to consider the Motion (the "**Disclosure Statement Hearing**") will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, Courtroom 523, One Bowling Green, New York, New York 10004 (the "**Bankruptcy Court**") on **March 7, 2013 at 9:45 a.m. (prevailing Eastern Time)** or as soon thereafter as counsel may be heard.

3. The Motion, the Disclosure Statement and the Plan are on file with the Clerk of the Bankruptcy Court and may be examined by interested parties at the Office of the Clerk between the hours of 8:30 a.m. and 5:00 p.m., Monday through Friday. These materials may also be downloaded by accessing the Bankruptcy Court's Electronic Case Filing System, which can be found on the Bankruptcy Court's official website (located at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)). A login and password are required to download materials from this website and can be obtained through the PACER Service Center (located at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)). The Motion, the Disclosure Statement and the Plan can also be downloaded free of charge from the Debtors' case information website (located at <http://dm.epiq11.com/Pinnacle>). Copies of the Disclosure Statement and the Plan may also be obtained from the Debtors' claims agent, Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, (646) 282-2400.

4. Responses, objections and proposed modifications to the Disclosure Statement and/or the Motion must (a) be in writing, (b) state the name and address of the objecting or responding party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response and (d) be filed, together with proof of

service, with the Bankruptcy Court in accordance with the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [ECF No. 42] entered by this Court on April 3, 2012 and served **so as to be actually received on or before 4:00 p.m. (prevailing Eastern Time) on March 1, 2013** by (i) the United States Bankruptcy Court for the Southern District of New York, Courtroom 523, One Bowling Green, New York, New York 10004-1408, Attn: Honorable Robert E. Gerber; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Damian S. Schaible; (iii) conflicts counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Lisa G. Beckerman; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Attn: Richard Morrissey and Susan D. Golden; (v) counsel to the official committee of unsecured creditors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104, Attn: Brett H. Miller, Lorenzo Marinuzzi and Todd M. Goren; (vi) the Debtors' authorized claims and noticing agent, Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, Third Floor, New York, New York 10017, Attn: Pinnacle Team and (vii) attorneys for Delta Air Lines, Inc., Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: James H.M. Sprayregen and David R. Seligman.

**5. IF ANY OBJECTION TO THE DISCLOSURE STATEMENT AND/OR THE MOTION IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.**

6. The Disclosure Statement Hearing may be adjourned or continued from time to time by the Debtors or the Bankruptcy Court without further notice to creditors or parties in interest other than an announcement of such adjournment at the Disclosure Statement Hearing or at a later hearing or by filing a notice on the Bankruptcy Court's docket.

Dated: February 1, 2013  
New York, New York

DAVIS POLK & WARDWELL LLP  
Counsel to the Debtors  
and Debtors in Possession  
450 Lexington Avenue  
New York, New York 10017

**Exhibit D-1**

Unimpaired Class Non-Voting Notice

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

**NOTICE OF NON-VOTING STATUS FOR  
UNIMPAIRED CLASSES CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT by the order entered on March 7, 2013 (the “**Approval Order**”), the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement filed by Pinnacle Airlines Corp. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) and directed the Debtors to solicit votes to accept or reject the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, the “**Plan**”)<sup>1</sup> annexed as Exhibit A thereto.

**UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF THE BANKRUPTCY CODE, YOU ARE (1) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN AND (2) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.**

**IF YOU WANT TO REQUEST A COPY OF THE APPROVAL ORDER, THE PLAN OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE DEBTORS’ CASE INFORMATION WEBSITE (LOCATED AT <http://dm.epiq11.com/Pinnacle>) OR CONTACT THE DEBTORS’ SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT (646) 282-2400.**

Dated: March 7, 2013  
New York, New York

DAVIS POLK & WARDWELL LLP  
Counsel to the Debtors  
and Debtors in Possession  
450 Lexington Avenue  
New York, New York 10017

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<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

**Exhibit D-2**

Impaired Class Non-Voting Notice

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

**In re:**

**PINNACLE AIRLINES CORP., et al.,**

**Debtors.**

**Chapter 11**

**Case No. 12-11343 (REG)**

**(Jointly Administered)**

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

PLEASE TAKE NOTICE THAT by the order entered on March 7, 2013 (the “**Approval Order**”), the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement filed by Pinnacle Airlines Corp. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) and directed the Debtors to solicit votes to accept or reject the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, the “**Plan**”)<sup>1</sup> annexed as Exhibit A thereto.

**UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, THE DEBTORS AND, THEREFORE, PURSUANT TO SECTION 1126(G) OF THE BANKRUPTCY CODE, YOU ARE (1) DEEMED TO HAVE REJECTED THE PLAN AND (2) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.**

**IF YOU WANT TO REQUEST A COPY OF THE APPROVAL ORDER, THE PLAN OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE DEBTORS’ CASE INFORMATION WEBSITE (LOCATED AT <http://dm.epiq11.com/Pinnacle>) OR CONTACT THE DEBTORS’ SOLICITATION AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, AT(646) 282-2400.**

Dated: March 7, 2013  
New York, New York

DAVIS POLK & WARDWELL LLP  
Counsel to the Debtors  
and Debtors in Possession  
450 Lexington Avenue  
New York, New York 10017

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<sup>1</sup> Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

