

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

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In re : **Chapter 11 Case No.**
REPUBLIC AIRWAYS HOLDINGS INC., et al., : **16-10429 (shl)**
Debtors.¹ : **(Jointly Administered)**

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**DECLARATION AND DISCLOSURE STATEMENT OF STEVEN G. HALL,
ON BEHALF OF THE LAW FIRM OF
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, P.C.**

Steven G. Hall, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a an attorney of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, located at 3414 Peachtree Road NE, Suite 1600, Atlanta GA 30326 (the "Firm").
2. Republic Airways Holdings Inc. and certain of its wholly-owned direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, "Republic" or the "Debtors"), have requested that the Firm provide legal services to Republic, and the Firm has consented to provide such services (the "Services").
3. The Services have included, but are not limited to, the following:
Provision of assistance to Republic's general counsel in a non-bankruptcy litigation mater.

¹. The Debtors in these chapter 11 cases are the following entities: Republic Airways Services, Inc.; Shuttle America Corporation; Republic Airline Inc.; Republic Airways Holdings Inc.; Midwest Air Group, Inc.; Midwest Airlines, Inc.; and Skyway Airlines, Inc. The Debtors' employer tax identification numbers and addresses are set forth in their respective chapter 11 petitions.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in Republic's chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of Republic, or other parties in interest in these chapter 11 cases. The Firm currently represents Avis Budget Group, Inc., in connection with filing and pursuing recovery for an unsecured claim of \$132,539.60 against Republic in the instant case. Both parties have consented to a waiver of any potential conflict regarding representation of Avis Budget, Inc. in client Republic's bankruptcy case, case no. 16-10429. Parties agree that there will be an ethical division and internal agreement between practitioners working for Republic and Avis Budget, Inc., that no information will be shared about this case, or any related issues, between the practitioners or staff. Furthermore, the undersigned agrees not to represent Republic in any matters related to the claim of Avis Budget, Inc.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

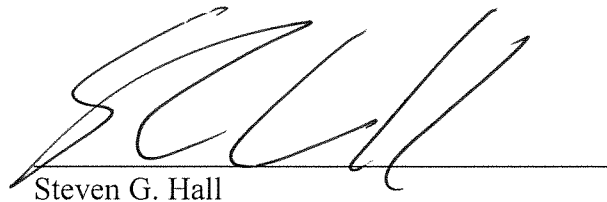
6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to Republic, absent the aforementioned approved representation of Avis, Budget, Inc., or its estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these chapter 11 cases, Republic owed the Firm zero dollars in respect of prepetition services rendered to Republic.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury [under the laws of the United States of America] that the foregoing is true and correct.

Executed on December 14, 2016.



Steven G. Hall

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SOUTHERN DISTRICT OF NEW YORK**

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Republic Airways Holdings Inc. ("RAH") and certain of its wholly-owned direct and indirect subsidiaries as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively with RAH, "Republic" or the "Debtors").

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY REPUBLIC TO:

Republic Airways Holdings Inc.
8909 Purdue Road
Suite 300
Indianapolis, Indiana 46268

Attn: Ethan J. Blank, Esq., General Counsel

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of Firm:
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
3414 Peachtree Road NE, Suite 1600, Atlanta GA 30326
2. Date of retention: October 15, 2015.
3. Type of legal services to be provided:
Representation as litigation counsel in non-bankruptcy matter.

¹ The Debtors in these chapter 11 cases are the following entities: Republic Airways Services, Inc.; Shuttle America Corporation; Republic Airline Inc.; Republic Airways Holdings Inc.; Midwest Air Group, Inc.; Midwest Airlines, Inc.; and Skyway Airlines, Inc. The Debtors' employer tax identification numbers and addresses are set forth in their respective chapter 11 petitions.

4. Brief description of services to be provided:
Provision of assistance and advice to Republic's general counsel in a non-bankruptcy litigation matter.

5. Arrangements for compensation (hourly, contingent, etc.):
Hourly.

(a) Average hourly rate (if applicable): \$465.00

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):
\$1,000.00 under the current status.

6. Prepetition claims against the Debtors held by the company:

Amount of claim: None. _____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: None _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

Baker Donelson represents Avis Budget, Inc., in connection with filing and pursuing recovery for a claim against Republic in the bankruptcy case. Both parties have consented to a waiver of any potential conflict regarding representation of Avis Budget, Inc.

9. Name and title of individual completing this form:
Steven G. Hall

Dated: August 2, 2016