

**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 LARRY B. PASCAL,
ON BEHALF OF HAYNES AND BOONE, LLP**

Larry B. Pascal, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a partner of Haynes and Boone, LLP, located at 2323 Victory Avenue, Suite 700, Dallas, Texas (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 include, but are not limited to, the following:

International legal services related to Republic obtaining regulatory approval by the Cuban Civil Aviation Institute in order to operate to Camaguey, Cuba and Cienfuegos, Cuba, respectively, from Miami on behalf of American Airlines pursuant to the Capacity Purchase Agreement currently in effect with the parties, and as described in the Haynes and Boone, LLP engagement letter.

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. Except with respect to American Airlines, Inc. (for which a waiver is being sought for this joint representation because the parties agree that their interests are aligned), the Firm does not currently perform services for any such person in connection with these chapter 11 cases. In addition, other than American Airlines, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

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. Moreover, American Airlines has agreed to be responsible for the legal fees related to this joint representation.

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 or its estates with respect to the matters on which the Firm is to be retained. Specifically, as referenced above, American Airlines and Republic agree that their interests are aligned with respect to the matter at issue in Cuba. Republic has also agreed that Haynes and Boone, LLP may represent American Airlines with respect to the Capacity Purchase Agreement

or other issues affecting American Airlines in the case and Republic agrees to not move to disqualify American Airlines from such unrelated work.

7. As of the commencement of these chapter 11 cases, Republic owed the Firm \$ 0 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 January 24, 2017.



Larry B. Pascal

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

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In re : **Chapter 11 Case No.**
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Debtors.¹ : **(Jointly Administered)**

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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:
Haynes and Boone, LLP
2. Date of retention: January 19, 2017
3. Type of legal services to be provided:
International legal work as described in #4 below.

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:
Cross-border services related to the obtaining of regulatory approval by the Cuban Civil Aviation Institute for Republic Airline Inc. to operate regional jet air service on behalf of American for the routes Miami – Cienfuegos and Miami – Camaguey, respectively.

5. Arrangements for compensation (hourly, contingent, etc.):
N/A (American Airlines, Inc. shall be responsible for all joint legal work within the scope of work described above)
 - (a) Average hourly rate (if applicable): N/A
 - (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):
N/A

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

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

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

Name: N/A

Status: N/A

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

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:
Haynes and Boone, LLP is representing American Airlines in connection with the Capacity Purchase Agreement and Republic agrees to waive any conflict of interest rights against Haynes and Boone. Haynes and Boone previously advised another creditor in the Republic bankruptcy, Sound Point Capital Management, L.P, but such file has been closed.

9. Name and title of individual completing this form:
Larry B. Pascal, Haynes and Boone, LLP

Dated: January 19, 2017