

**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.<sup>1</sup>** : **(Jointly Administered)**

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**DECLARATION AND DISCLOSURE STATEMENT OF ROBERT M. PEREGRIN,  
ON BEHALF OF DAUGHERTY FOWLER PEREGRIN HAUGHT & JENSON**

Robert M. Peregrin, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am President of Daugherty, Fowler, Peregrin, Haught & Jenson, located at 100 North Broadway, Suite 2000, Oklahoma City, Oklahoma, 73102, (405) 232-0856 (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 Federal Aviation Administration and International Registry 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:

- review and examination of Federal Aviation Administration and International Registry Records;
- preparation of Federal Aviation Administration/International Registry memo;
- review documents to be filed at the Federal Aviation Administration;
- assembly of original documents to be filed at the Federal Aviation Administration;

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<sup>1</sup>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.

- conduct closings at the Federal Aviation Administration and the International Registry; and,
- issue legal opinions with respect to the Federal Aviation Administration and International Registry.

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 does not perform services for any such person in connection with these chapter 11 cases except as hereinafter disclosed. In addition, 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. The Firm is routinely engaged by parties in interest to Republic's chapter 11 cases to request Federal Aviation Administration and International Registry searches. This is customary for FAA/IR law firms in Oklahoma City, Oklahoma in the context of airline bankruptcies. These searches and the associated memoranda are based upon a search of public records and are in no way adverse to the Republic chapter 11 cases.

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 or its estates with respect to the matters on which the Firm is to be retained.

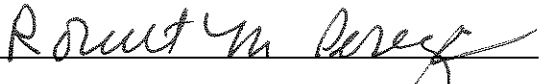
7. As of the commencement of these chapter 11 cases, Republic owed the Firm \$56,436.57 in respect of prepetition services rendered to Republic.

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 March 14, 2016.

DAUGHERTY, FOWLER, PEREGRIN,  
HAUGHT & JENSON

  
By: Robert M. Peregrin, President

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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:  
Daugherty, Fowler, Peregrin, Haught & Jenson, 100 North Broadway, Suite 2000,  
Oklahoma City, Oklahoma, 73102, (405) 232-0856
2. Date of retention: May 1, 1998
3. Type of legal services to be provided:  
Federal Aviation Administration and International Registry services

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<sup>1</sup>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:
  - review and examination of Federal Aviation Administration and International Registry Records;
  - preparation of Federal Aviation Administration/International Registry memo;
  - review documents to be filed at the Federal Aviation Administration;
  - assembly of original documents to be filed at the Federal Aviation Administration;
  - conduct closings at the Federal Aviation Administration and the International Registry; and,
  - issue legal opinions with respect to the Federal Aviation Administration and International Registry.
  
5. Arrangements for compensation (hourly, contingent, etc.):  
Hourly rates
  - (a) Average hourly rate (if applicable):  
the average hourly rate for attorneys is \$350.00;  
the average hourly rate for paralegals is \$175.00
  - (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):  
This section is not applicable as every month was different based upon the level of business and closings for the company during that month.
  
6. Prepetition claims against the Debtors held by the company:  
Amount of claim: \$56,436.57  
Date claim arose: the amount of the claim arises from a number of transactions involving prepetition aircraft searches and closings  
Nature of claim: legal fees and funds advanced to the Federal Aviation Administration and the International Registry

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

Name: Not Applicable

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:

The Firm routinely acts as Federal Aviation Administration and International Registry counsel for a number of parties to perform Federal Aviation Administration and International Registry searches, file documents at the Federal Aviation Administration and register interests on the International Registry. This representation will not be adverse to Republic.

9. Name and title of individual completing this form:

Robert M. Peregrin, President

**Dated: March 14, 2016**