

**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., Debtors.¹	:	16-10429-shl (Jointly Administered)
	:	

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**DECLARATION AND DISCLOSURE STATEMENT OF ROBERT E. COHN,
ON BEHALF OF HOGAN LOVELLS US LLP**

Robert E. Cohn, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a Partner of Hogan Lovells US LLP 2/ located at 555 13th Street, NW, Washington DC, 20004 (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:
Advice and representation of Debtors on aviation regulatory matters, including with respect to matters with and before the U.S. Department of Transportation, Federal Aviation Administration, Department of Homeland Security (TSA, CBP), the Department of State, the Federal Communications Commission, U.S. Department of Justice and Congress, such as the following: DOT licensing, compliance and rulemaking matters, FAA certification, compliance and rulemaking matters, DSH (TSA, CBP) approvals and compliance matters; FAA airport slot

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.

2/ Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. Hogan Lovells refers to the international legal practice comprising Hogan Lovells US LLP, Hogan Lovells International LLP, and their affiliated businesses.

matters including slot transfer transactions, regulatory reviews and approvals in connection with M&A matters, and US DOJ competition matters.

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. **To the best of my knowledge, information and belief**, the Firm does not perform services for any such person in connection with these chapter 11 cases except as set forth herein. 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.

5. In preparing this disclosure, we used a set of procedures established by Hogan Lovells to determine its connections, if any, to parties that may have interests with respect to a debtor-client or its bankruptcy case. In that regard, Hogan Lovells requested and obtained from the Debtors and from their bankruptcy counsel a list of the names of certain parties in interest in these chapter 11 cases (the "Identified Parties").

6. Hogan Lovells maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of Hogan Lovells to make and maintain these records. The conflict check system maintained by Hogan Lovells is designed to include (i) every matter on which it is now or has been engaged, (ii) the entity by which it is now or has been engaged, (iii) the identity of related parties, (iv) the identity of adverse parties and (v) the attorneys in Hogan Lovells who are knowledgeable about the matter. It is the policy of Hogan Lovells that no new matter may be accepted or opened within Hogan Lovells without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, Hogan Lovells' conflict check system is intended to assure that the database is updated for every new matter undertaken by Hogan Lovells. However, the scope and effectiveness of the system

depend on the timeliness, completeness and accuracy of the information submitted by the attorneys opening new matters.

7. Hogan Lovells and Hogan Lovells International LLP have performed services in the past and may perform services in the future, in matters related and unrelated to these chapter 11 cases, for persons that are creditors or other parties in interest in the Debtors' chapter 11 cases including those among the Identified Parties. As part of its customary practice, each of Hogan Lovells and Hogan Lovells International LLP is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtor, or other parties in interest in this chapter 11 case. Neither Hogan Lovells nor Hogan Lovells International LLP holds, represents or has any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtor or its estate except as set forth below:

(a) Set forth on Schedule 7 attached hereto are those clients of Hogan Lovells and those of Hogan Lovells International LLP listed among the Identified Parties which are currently represented or whose affiliates are currently represented by Hogan Lovells or by Hogan Lovells International LLP, or which have been represented by Hogan Lovells or by Hogan Lovells International LLP in the past two years. The fees received by Hogan Lovells from any client identified on Schedule 7 do not represent 1% or more of the annual revenue of Hogan Lovells.

(b) Individual attorneys with Hogan Lovells may own equity and debt securities issued by the Debtors, their affiliates or other parties in interest.

8. To the best of my knowledge, formed after due inquiry, neither I, Hogan Lovells, nor any employee thereof has any connection with the Debtor or currently represents any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which Hogan Lovells is to be engaged, and Hogan Lovells, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, does not hold or represent any interest adverse to the Debtor, its estate or any class of creditors or equity interest holders, except: Hogan Lovells has represented Airlines Clearing House Inc. ("ACH") in working with the Debtors, as ACH

participants, to obtain appropriate orders of this Court to enable the Debtors to continue uninterrupted participation in ACH settlements of interline and other charges.

9. 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.

10. 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.

11. Prior to the commencement of these chapter 11 cases, Republic owed the Firm \$15,850 for pre-petition fees and expenses for the period Feb. 1, 2016-Feb 25, 2016. These amounts were covered and paid by a retainer we received on Feb. 16, 2016 in the amount of \$30,000. The balance of the retainer, \$14,150, will be held and not applied to post-petition fees and expenses until the Court approves the engagement and payment procedures described in the Debtors' *Motion Pursuant to 11 U.S.C. §§ 105(a), 327 & 330 for Authority to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (D.E. 28).

12. If, at any time during the period of its employment, 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 18, 2016.



Declarant Name: Robert E. Cohn

SCHEDULE 7

Hogan Lovells currently represents, or has in the last 2 years represented, the following Conflict Search Parties or their affiliates in matters unrelated to the Debtors' cases:

AERMACCHI SPA (Top 100 Accounts Payable)
Agência Especial de Financiamento Industrial – Finame (Aircraft Financing Counterparty)
AIRCELLE and AIRCELLE EUROPE SERVICES (Top 100 Accounts Payable)
Akron-Canton Airport (CAK) PFC Enhancement Fund (Taxing Authority / Regulatory Agency)
ALLEGHENY COUNTY AIRPORT (Utility Company and Landlord / Payee on real estate lease)
Alliance & Leicester plc (Aircraft Financing Counterparty)
Allianz Global Risks US Insurance Company (Insurance Company)
Allianz, Mexico S.A. (Insurance Company)
Alvarez and Marsal (Affiliations of Current Officers and Directors)
America West Holdings (Affiliations of Former Officers and Directors (past 6 years))
Amlin Plc (AM 2001) (Insurance Company)
Anthem Insurance Companies, Inc. d/b/o Anthem Blue Cross and Blue Shield (Top 100 Accounts Payable)
AQUILA - UTILA CORP (Utility Company)
Argus Pros (Professionals)
ARINC INCORPORATED (Utility Company)
ARINC Industry Activities (Utility Company)
Arnold & Porter (Affiliations of Former Officers and Directors (past 6 years))
AT&T (Top 100 Accounts Payable)
AT&T Global Services, Inc. and AT&T Mobility (Utility Company)
AXIS Specialty Europe SE (Insurance Company)
Baker Tilly Virchow Krause LLP (Professionals)
BANK OF AMERICA (Banks)
Bank of America (Canada) (Banks)
Berkley Insurance Co. (Insurance Company)
Blackrock (Shareholders)
BMO RETIREMENT SERVICES (Top 100 Accounts Payable)
BNP Paribas (Aircraft Financing Counterparty)
Bombardier (Top 100 Accounts Payable)
BOMBARDIER AEROSPACE (Top 100 Accounts Payable)
Brazilian Development Bank (BNDES) (Aircraft Financing Counterparty)
C & D ZODIAC (Top 100 Accounts Payable)
CALYON (Aircraft Financing Counterparty)
CenturyLink (Utility Company)
CIC (CREDIT INDUSTRIEL ET COMMERCIAL) (Aircraft Financing Counterparty)
CIT Group/Corporate Aviation, Inc. (Aircraft Financing Counterparty)
CITIBANK, N.A. (Aircraft Financing Counterparty)
CITY & COUNTY OF DENVER, CO (Landlord / Payee on real estate lease)
COMFORT INN AND SUITES REVERE (Top 100 Accounts Payable)
COMFORT SUITES AIRPORT (Top 100 Accounts Payable)
COMMERZBANK (Aircraft Financing Counterparty)
Continental Airlines, Inc. (Affiliations of Former Officers and Directors (past 6 years))
CONTINENTAL BROADBAND LLC DBA EXPEDIENT (Top 100 Accounts Payable)
Credit Agricole CIB (Aircraft Financing Counterparty)
Credit Industriel et Commercial (Aircraft Financing Counterparty)
CROWNE PLAZA LOUISVILLE AIRPORT HOLIDAY INN – STL (Top 100 Accounts Payable)
DEFFENBAUGH DISPOSAL SERV. (Utility Company)
Deloitte Tax LLP (Professionals)
Deutsche Bank AG (Aircraft Financing Counterparty)

Deutsche Bank Securities Inc (Aircraft Financing Counterparty)
DOUBLETREE BY HILTON NEWARK AIRPORT HOTEL (Top 100 Accounts Payable)
DOUBLETREE BY HILTON PITTSBURGH GREENTREE (Top 100 Accounts Payable)
DOUBLETREE BY HILTON STERLING- DULLES AIRPORT (Top 100 Accounts Payable)
DTZ Debenham Tie Leung Limited (Professionals)
DTZ WORLDWIDE LIMITED (Professionals)
DVB Bank (Aircraft Financing Counterparty)
DVB Transport (US) LLC (Professionals)
EDC (EXPORTATION ET DEVELOPPEMENT CANADA) (Aircraft Financing Counterparty)
EMBRAER, S.A. (Top 100 Accounts Payable)
Endeavor Air (Major Competitors)
ExpressJet Airlines, INC. (Major Competitors)
FEDERAL EXPRESS - TN (Top 100 Accounts Payable)
Federal Insurance Company (Insurance Company)
FLIGHT SAFETY - FLUSHING - MX ACCT# 2786 (Top 100 Accounts Payable)
FMS WERTMANAGEMENT (Aircraft Financing Counterparty)
Gate Gourmet Group (Affiliations of Former Officers and Directors (past 6 years)) *
GE AVIATION SYSTEMS (Top 100 Accounts Payable) *
GE CAPITAL CORP (Top 100 Accounts Payable) *
GE Capital Sukuk Ltd. (Aircraft Financing Counterparty)` *
GE Commercial Aviation Services Limited (Aircraft Financing Counterparty) *
GE Commercial Aviation Services LLC (Aircraft Financing Counterparty) *
GE ENGINE SERVICE – STROTHER (Top 100 Accounts Payable) *
GE ENGINE SERVICE Inc. (Top 100 Accounts Payable) *
GE Engine Services, LLC (Aircraft Financing Counterparty) *
General Electric Capital Corporation (Top 100 Accounts Payable) *
General Electric Company, Aircraft Engines Component (Aircraft Financing Counterparty) *
General Electric Credit Corporation of Tennessee (Aircraft Financing Counterparty) *
GOODRICH CORP LANDING SYSTEMS SERVICES (Top 100 Accounts Payable)
GREAT LAKES AVIATION, LTD. (Major Competitors)
Halifax plc (Aircraft Financing Counterparty)
HAMPTON INN MIAMI AIRPORT WEST (Top 100 Accounts Payable)
HOLIDAY INN CHARLOTTE AIRPORT (Top 100 Accounts Payable)
HOLIDAY INN EXPRESS & SUITES PITTSBURGH AIRPORT (Top 100 Accounts Payable)
HOLIDAY INN EXPRESS (Top 100 Accounts Payable)
Holland & Hart LLP (Professionals)
HSH Nordbank AG (Aircraft Financing Counterparty)
Hughes Hubbard & Reed LLP (Professionals)
Hypo Public Finance (Aircraft Financing Counterparty)
Ice Miller LLP (Professionals)
ICF CONSULTING GROUP INC (Top 100 Accounts Payable)
ICF INTERNATIONAL, INC. (Professionals)
Illinois National Insurance Company (Insurance Company)
Indiana Power & Lighting (Utility Company)
International Insurance Company of Hannover (Insurance Company)
Ironshore Specialty Insurance Co. (Insurance Company)
ITF International Transport Finance Suisse AG (Aircraft Financing Counterparty).
J P MORGAN CHASE (Banks)
Jackson National Life Insurance (Insurance Company)
Jazz Aviation (Major Competitors)
JEPPESEN - ACCT# 00047670 (Top 100 Accounts Payable)
KANSAS CITY, MO (Taxing Authority / Regulatory Agency)
Key Bank National Association (Banks)

KPMG, LLP (Professionals)
LA QUINTA INN & SUITES (Top 100 Accounts Payable)
Lancashire Ins. Company (UK) Ltd. (Insurance Company)
Landesbank Baden-Württemberg (Aircraft Financing Counterparty)
Landesbank Hessen-Thüringen Girozentrale (Aircraft Financing Counterparty)
LG&E (Utility Company)
Liberty Property Trust (Affiliations of Current Officers and Directors)
Lloyd's of London Syndicate (Insurance Company)
Lloyd's Syndicate 1919 (Starr Underwriting Agents, Ltd. (Insurance Company)
Lloyd's Syndicate 4472 (Liberty) (Insurance Company)
Louisville Gas & Electric (Utility Company)
M&T BANK is the ultimate parent of M&T INVESTMENT GROUP (Top 100 Accounts Payable).
M1 Commercial Jets Ltd. (Aircraft Financing Counterparty) and M1 Group (Aircraft Lease)
Manufacturers and Traders Trust Company (Aircraft Financing Counterparty)
McCarran International Airport(LAS)
Mesa Airlines (Major Competitors)
Metropolitan Life Insurance Company (Aircraft Lease)
Metropolitan Washington Airports Authority (Landlord / Payee on real estate lease)
Metropolitan Washington Airports Authority (Landlord / Payee on real estate lease)
Morgan & Morgan (Professionals)
Morgan Stanley Bank, N.A. (Aircraft Financing Counterparty)
NAC Nordic Aviation Contractor A/S (Aircraft Financing Counterparty)
Natixis Transport Finance (Aircraft Financing Counterparty)
Natixis Transport Finance, BP 4 (Top Ten Secured Creditors)
New York Life Insurance and Annuity Corporation (Top Ten Secured Creditors)
New York Life Insurance Company (Aircraft Financing Counterparty)
Norddeutsche Landesbank Girozentrale (Aircraft Financing Counterparty)
Norton Rose Fulbright US LLP (Professionals)
O'Melveny & Myers LLP (Los Angeles) (Professionals)
Parker Hannifin (Top 100 Accounts Payable)
Parker Hannifin Corporation (Top 100 Accounts Payable)
PFC Enhancement Fund (Taxing Authority / Regulatory Agency).
Polaris Holding Company (Aircraft Financing Counterparty)
Port Authority of New York and New Jersey (Landlord / Payee on real estate lease)
PPG INDUSTRIES, INC. (Top 100 Accounts Payable)
Regional Airline Association (affiliations of current officers and directors)
RESIDENCE INN CINCINNATI AIRPORT (top 100 accounts payable)
Rockefeller Group Technology Solutions (Utility Company)
ROLLS-ROYCE CORP (Top 100 Accounts Payable)
Royal Bank of Scotland plc (Aircraft Financing Counterparty)
SALVATORES GARDEN PLACE HOTEL (Top 100 Accounts Payable)
Sheraton Detroit Metro Airport Hotel (Top 100 Accounts Payable)
Sheraton Norfolk Waterside Hotel (Top 100 Accounts Payable)
Sheraton Suites KeyWest (Top 100 Accounts Payable)
Sheraton Vermont Corp and Westin Detroit Airport Hotel (Top 100 Accounts Payable)
Sidley Austin LLP (Professionals)
SOLUTIA INC (Top 100 Accounts Payable)
Springhill Suites Hartford Airport (top 100 accounts payable)
Sprint Corporation (Utility Company)
Starnet Insurance Co. per Berkley Aviation LLC (Insurance Company)
The Travelers Indemnity Co. (Insurance Company)
TPG Capital (Affiliations of Former Officers and Directors (past 6 years))
TW Telecom (type not listed in the Oasis Doc)

U.S. BANCORP (Banks)
U.S. Cellular Corporation(Utility Company)
United Continental Holdings, Inc (Code Share Partners)
US Airways (Affiliations of Former Officers and Directors (past 6 years))
Veolia Es Technical Solutions LLC (Utility Company)
Verizon Communications Inc. (Utility Company)
Washington Dulles International Airport (IAD) PFC Enhancement Fund (Taxing Authority / Regulatory Agency)
Waste Connections Of NC (Utility Company)
Waste Management - 169-0075002-0481-8 (Utility Company)
Waste Management - 169-0076312-0481-0 (Utility Company)
Waste Management - 169-0076312-0481-6 (Utility Company)
Waste Management – PHL (Utility Company)
Waste Management Of Wisconsin (Utility Company)
Wells Fargo Bank (Top 100 Accounts Payable)
Wells Fargo Bank Northwest, N.A. (Aircraft Financing Counterparty)
Wells Fargo Delaware Trust Company (Aircraft Lease)
WestLB AG (Aircraft Financing Counterparty)
WHITE & CASE LLP (Top 100 Accounts Payable)
Wilmington Trust Company (Aircraft Financing Counterparty)
Winslett Studnicky McCormick & Bomser LLP (Professionals)
XL Speciality Insurance Company (Insurance Company)
Zodiac Seats California LLC (Top 100 Accounts Payable)

* Fees of this client and its affiliates represent 1% or more of the Firm's revenue in the last calendar year for which figures are available.

**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-_____ (___)**
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:
Hogan Lovells US LLP
555 13th Street, NW Washington DC 20004
2. Date of retention:
March 1, 2005. The most recent engagement letter was dated February 12, 2016.
3. Type of legal services to be provided:
Aviation regulatory advice and representation, including with respect to matters with and

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.

before the U.S. Department of Transportation, Federal Aviation Administration, Department of Homeland Security (TSA, CBP), the Department of State, the Federal Communications Commission, U.S. Department of Justice and Congress,

4. Brief description of services to be provided:
Advise and representation of Debtors in the following: DOT licensing, compliance and rulemaking matters, FAA certification, compliance and rulemaking matters, DSH (TSA, CBP) approvals and compliance matters; FAA airport slot matters including slot transfer transactions, regulatory reviews and approvals in connection with M&A matters, and US DOJ competition matters.
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5. Arrangements for compensation (hourly, contingent, etc.):
Hourly with monthly advanced retainer, subject to replenishment.
- (a) Average hourly rate (if applicable): Partners- \$850-\$900, Counsel-\$700-\$750; Associates-\$610-\$675; Transportation Specialist- \$390-\$425
- (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):
\$30,000-\$45,000
6. Prepetition claims against the Debtors held by the company:
Amount of claim: \$15,850 in pre-petition fees and expenses for the period Feb. 1, 2016-Feb 25, 2016) are covered and paid by a retainer we received on Feb. 16, 2016 in the amount of \$30,000. The balance of the retainer, \$14,150, will be held and not applied to post-petition fees and expenses until the Court approves the engagement and payment procedures described in the Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 327 & 330 for Authority to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date (D.E. 28).
- Date claim arose: Feb. 1, 2016-Feb 25 2016
- Nature of claim: Legal services in the ordinary course
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: None to the knowledge of Robert E. Cohn or Hogan Lovells US LLP.

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:

None

9. Name and title of individual completing this form:

Robert E. Cohn, Partner

Dated: March 18, 2016