

**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 ANDREW D. MCCLINTOCK,
ON BEHALF OF FORD & HARRISON, LLP**

Andrew D. McClintock, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a partner of Ford & Harrison, LLP, located at 271 17th Street, NW, Suite 1900, Atlanta GA 30363 (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 labor and employee relations 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:

Consultation and advice regarding labor and employment matters; representation in litigation, administrative and arbitration proceedings; representation in negotiations and other processes

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.

and proceedings with labor unions that represent the employees of RAH's affiliate airlines;
representation before administrative agencies.

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. 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. 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.

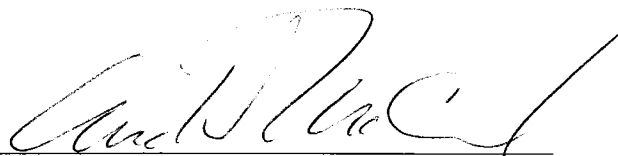
6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these chapter 11 cases, Republic owed the Firm \$2548.50 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 that the foregoing is true and correct.

Executed on March 21, 2016.

A handwritten signature in black ink, appearing to read "Andrew D. McClintock", written over a horizontal line.

Andrew D. McClintock

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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: Ford & Harrison LLP; 271 17th Street NW, Suite 1900, Atlanta GA 30363
2. Date of retention: At least as early as February 1982 (first records for billings to Chautauqua Airlines).
3. Type of legal services to be provided: Labor and employee relations (litigation/arbitration/negotiations/advice/immigration).

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:
Labor and employee relations advice; representation in litigation, administrative proceedings, arbitration, mediation, and negotiations.

5. Arrangements for compensation (hourly, contingent, etc.): Hourly
 - (a) Average hourly rate (if applicable): \$418.75 over the 12 months preceding the bankruptcy filing.
 - (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):
Average of \$13,302 per month over the 12 months preceding the bankruptcy filing.

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

Amount of claim: \$2548.50

Date claim arose: Various dates in January and February 2016 preceding the bankruptcy filing when legal work was performed on behalf of Debtors.

Nature of claim: Unsecured claim for legal services rendered, and miscellaneous expenses.

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

Name: Not applicable

Status: Not applicable

Amount of claim: \$0.00

Date claim arose: Not applicable

Nature of claim: Not applicable

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:

There are no adverse interests for matters on which Ford & Harrison is to be employed; Ford & Harrison performs labor and employee relations work for other airlines with which RAH's subsidiary airlines compete (e.g., ExpressJet Airlines, Air Wisconsin, Envoy Airlines), and for which they perform services (e.g., Delta Air Lines, Continental

United, American Airlines), and similar work for other entities that also are “interested parties” in the bankruptcy proceedings. The Firm would not ordinarily represent its clients in proceedings in bankruptcy court when the client is a creditor, or in other legal or administrative proceedings in which another corporate entity is involved in an adversarial posture except in circumstances, such as trade secrets or executive compensation, that are tied to an employment relationship. After investigation we have concluded that the Firm is not representing any client in any matter in which the interests of that client, and the interests of the Debtors, are adverse.

9. Name and title of individual completing this form:

Andrew D. McClintock, Partner

Dated: March 21, 2016

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