

**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 DAVID A. ROSENZWEIG  
ON BEHALF OF NORTON ROSE FULBRIGHT US LLP**

David A. Rosenzweig, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a partner in the law firm of Norton Rose Fulbright US LLP ("NRF" or the "Firm"), with offices at 666 Fifth Avenue, New York, New York 10103, and am duly admitted to practice in the State of New York.

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 aircraft finance, leasing and other transactional services to Republic, and the Firm has consented to provide such services (the "Services"). I submit this Declaration in connection with the Firm's retention as an "ordinary course" professional.

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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.

3. The Services include, but are not limited to, the following: transactional services related to aircraft finance and leases and other transactions including, without limitation capacity and code share agreements.

4. Unless otherwise stated herein, all facts set forth in this Declaration are based on my personal knowledge or are derived from information available to me that I believe to be true and correct. I will supplement this Declaration, to the extent that any information disclosures herein require amendment or modification or as additional information becomes available concerning any relationship between NRF and parties in interest herein.

5. 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.

6. 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.

7. 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.

8. As of the commencement of these chapter 11 cases, Republic owed the Firm \$37,454.63 in respect of prepetition services rendered to Republic. NRF has agreed to waive such claim in conjunction with its retention under sections 327(a) and (e) of the Bankruptcy Code under a separate application. In that regard, we understand that the Debtors intend to retain the Firm for transactional services related to debtor in possession financing under sections 327(a) and (e) of the Bankruptcy Code, in which case we will provide a separate declaration in accordance with the those sections of the Bankruptcy Code and the applicable Federal Rules of Bankruptcy Procedure.

9. 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 22, 2016.

  
\_\_\_\_\_  
David A. Rosenzweig

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

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**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-10429 (SHL)**  
**Debtors.<sup>1</sup>** : **(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:  
Norton Rose Fulbright US LLP  
666 Fifth Avenue, New York NY 10103
2. Date of retention: As of February 25, 2016 (Petition Date) for post-petition services. The Firm has been counsel to the Debtors since approximately 2000.
3. Type of legal services to be provided:  
Aircraft finance, leasing and other transactional matters including without limitation capacity and code share agreements.

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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:  
As provided in the answer to Question 3.  
\_\_\_\_\_
5. Arrangements for compensation (hourly, contingent, etc.):  
Hourly rate  
\_\_\_\_\_
- (a) Average hourly rate (if applicable): \$554.21 (inclusive of 10% discount) in 2015
- (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition): Approx. \$40,000 in 2015  
\_\_\_\_\_
6. Prepetition claims against the Debtors held by the company:  
  
Amount of claim: \$37,454.63  
\_\_\_\_\_
- Date claim arose: At various times  
\_\_\_\_\_
- Nature of claim: Fees and expenses for legal services  
\_\_\_\_\_
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company: None upon information and belief.  
  
Name: \_\_\_\_\_  
  
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 upon information and belief.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
9. Name and title of individual completing this form:  
David A. Rosenzweig  
\_\_\_\_\_

Dated: March 24, 2016