

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

-----X  
**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-10429 (SHL)**  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**  
-----X

**DECLARATION AND DISCLOSURE STATEMENT OF STEPHANIE A. SMITHEY,  
ON BEHALF OF OGLETREE, DEAKINS, NASH, SMOAK & STEWART, P.C**

Stephanie A. Smithey, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a shareholder of Ogletree, Deakins, Nash, Smoak & Stewart, P.C., located at 111 Monument Circle, Suite 4600, Indianapolis, Indiana 46204 (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 counsel relating to Republic's employee benefit plans and related 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

---

<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.

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.

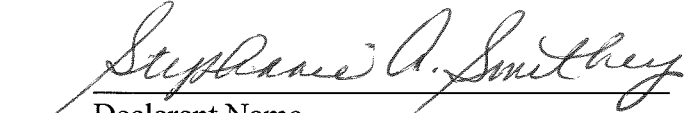
6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these chapter 11 cases, Republic owed the Firm \$0.00 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 April 22, 2016.

  
Declarant Name

24178268.1

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

-----x

**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-10429 (SHL)**  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**

-----x

**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: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.  
111 Monument Circle, Suite 4600  
Indianapolis, Indiana 46204
2. Date of retention: July 29, 2013
3. Type of legal services to be provided:  
employee benefits compliance and consulting

---

<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:  
advice and counsel regarding Republic's employee benefits plans and related issues
5. Arrangements for compensation (hourly, contingent, etc.):  
hourly
- (a) Average hourly rate (if applicable): \$410.00
- (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):  
\_\_\_\_\_
6. Prepetition claims against the Debtors held by the company:  
Amount of claim: \$0.00  
Date claim arose: \_\_\_\_\_  
Nature of claim: \_\_\_\_\_
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company: N/A  
Name: N/A  
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:  
Stephanie A. Smithey, Shareholder

**Dated:** April 22, 2016

24178306.1