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U.S. BANKRUPTCY COURT
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Proposed Counsel for Debtor and Debtor in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF HAWAII

In re) Case No. 03-0817 (RJF)
) Chapter 11
HAWAIIAN AIRLINES, INC.,)
a Hawaii corporation,) **PROPOSED FIRST DAY AGENDA**
)
Debtor.) Date: March 21, 2003
) Time: 2:30 p.m.
) Judge: Hon. Robert J. Faris

ORIGINAL

**TO: THE HONORABLE ROBERT J. FARIS,
UNITED STATES BANKRUPTCY COURT JUDGE:**

Hawaiian Airlines, Inc. (the “Debtor”), a debtor and debtor in possession, by and through its undersigned proposed co-counsel, hereby respectfully submits the following Proposed First Day Agenda setting forth the first day pleadings to be considered in the above-captioned chapter 11 case:

PRO HAC VICE APPLICATIONS

1. Application and Order for Admission Pro Hac Vice (Lisa G. Beckerman).
2. Application and Order for Admission Pro Hac Vice (David P. Simonds).

DECLARATION IN SUPPORT OF FIRST DAY MOTIONS

3. Declaration of Christine R. Deister in Support of Chapter 11 Petition and First Day Motions.

EX PARTE MOTION FOR EXPEDITED HEARING

4. [“**Order Shortening Time Motion**”] Ex Parte Motion for Order Shortening the Time for Notice and for Expedited Hearing on Debtor’s First Day Motions Pursuant to Rule 9006(c) of the Bankruptcy Rules.

PROCEDURAL MOTIONS

5. [“**Schedules Extension Motion**”] Motion for Order Granting Extension of Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs Pursuant to Sections 105(a) and 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).
6. [“**Limited Notice/Matrix Motion**”] Motion for Order Authorizing the Debtor to Mail Certain Notices in Lieu of Providing a Mailing Matrix as Required

under Local Rules and Other Relief Pursuant to Sections 105(a) and 521 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 1007(a) and 2002(1) of the Bankruptcy Rules and Rule 1007-2 of the United States Bankruptcy Court for the District of Hawaii (the “Local Rules”); Proposed Order.

7. [**“Noticing Agent Application”**] Application for Order Pursuant to Section 156(c) of Title 28 of the United States Code (the “Judicial Code”) Approving the Employment of The Garden City Group, Inc. (“GCG”) as Claims and Noticing Agent for the Debtor; Declaration of Michael J. Sherin in Support of Order Approving the Employment of The Garden City Group, Inc. as Claims and Noticing Agent for the Debtor; Proposed Order.

PROFESSIONAL RETENTION APPLICATIONS AND RELATED MOTIONS

8. [**“Akin Gump Retention”**] Application of Debtor Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code for Authorization to Employ and Retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as Counsel for Debtor in Possession; Declaration of Lisa G. Beckerman in Support of Application for Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Akin Gump as Counsel for Debtor in Possession; Proposed Order.

9. [**“Cades Schutte Retention”**] Application of Debtor Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code for Authorization to Employ and Retain Cades Schutte, a Limited Liability Law Company (“Cades Schutte”) as Local Counsel for Debtor in Possession; Declaration of Nicholas C. Dreher in Support of Application for Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Cades Schutte as Local Counsel for Debtor in Possession; Proposed Order.

10. [**“Marr Hipp Jones & Pepper Retention”**] Application of Debtor Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules

for Order Authorizing the Retention and Employment of Marr Hipp Jones & Pepper as Special Counsel to the Debtor; Declaration of Barry W. Marr in Support of Application for Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Marr Hipp Jones & Pepper as Special Counsel for Debtor in Possession; Proposed Order.

11. [**“Paul, Weiss Retention”**] Application of Debtor Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Order Authorizing the Retention and Employment of Paul, Weiss, Rifkind, Wharton & Garrison, LLP as Special Counsel to the Debtor; Declaration of Judith R. Thoyer in Support of Application for Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Special Counsel; Proposed Order.

12. [**“Thompson & Chan Retention”**] Application of Debtor Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Order Authorizing the Retention and Employment of Thompson & Chan as Special Counsel to the Debtor; Declaration of Anthony S. Chan in Support of Application for Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Thompson & Chan as Special Counsel; Proposed Order.

13. [**“Ernst & Young Retention”**] Application of Debtor for Order for Order Authorizing the Retention and Employment of Ernst & Young as Independent Auditors, Accountants and Tax Service Providers to the Debtor Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules; Declaration of Lawrence D. Rodriguez in Support of Application for Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Ernst & Young as Independent Auditors, Accountants and Tax Service Providers to the Debtor; Proposed Order.

14. [**“Watson Wyatt Retention”**] Application of Debtor Pursuant to Section 327 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Order Authorizing the Retention and Employment of Watson Wyatt & Company as Actuarial Consultants to the Debtor; Declaration of Betty Berni in Support of Application for Order Pursuant to Section 327 of the Bankruptcy Code Authorizing Employment and Retention of Watson Wyatt & Company as Actuarial Consultants; Proposed Order.

15. [**“Dow Lohnes Retention”**] Application of Debtor Pursuant to Section 327 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Order Authorizing the Retention and Employment of Dow Lohnes & Albertson, PLLC as Special Counsel to the Debtor; Declaration of Jonathan B. Hill in Support of Application for Order Pursuant to Section 327 of the Bankruptcy Code Authorizing Employment and Retention of Dow Lohnes & Albertson, PLLC as Special Counsel; Proposed Order.

16. [**“AVITAS Retention”**] Application of Debtor Pursuant to Section 327 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Order Authorizing the Retention and Employment of AVITAS as Aircraft Financing Consultants to the Debtor; Declaration of John Vitale in Support of Application for Order Pursuant to Section 327 of the Bankruptcy Code Authorizing Employment and Retention of AVITAS as Aircraft Financing Consultants; Proposed Order.

17. [**“Ordinary Course Professionals Motion”**] Motion for Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing Debtor to Employ Professionals Utilized in the Ordinary Course of Business; Proposed Order.

18. [**“Procedures for Interim Compensation of Professionals Motion”**] Motion for an Order Establishing Procedures for Interim Compensation and

Reimbursement of Chapter 11 Professionals and Committee Members Pursuant to Section 157(b)(2) of the Bankruptcy Code; Proposed Order.

MOTIONS PERTAINING TO BUSINESS OPERATIONS

19. [**“Investment Motion”**] Motion for Order to Continue Current Investment Policies Pursuant to Section 345(b) of the Bankruptcy Code; Proposed Order.
20. [**“Cash Management Motion”**] Motion Pursuant to Sections 105(a) and 364 of the Bankruptcy Code for Order Authorizing Continued Use of Cash Management System, Maintenance of Bank Accounts, and Use of Existing Business Forms; Proposed Order.
21. [**“Utility Motion”**] Motion for Order Pursuant to Section 366 of the Bankruptcy Code Prohibiting Utilities from Altering, Refusing or Discontinuing Services and Determining that Adequate Assurance has been Provided to Utilities; Proposed Order.
22. [**“Employee Benefits Motion”**] Motion for an Order Pursuant to Sections 105(a), 363(b) and 507 of the Bankruptcy Code Authorizing (I) Payment of Pre-Petition Wages, Salaries, Reimbursable Employee Expenses, Payment of Pre-Petition Deductions, Payment Pursuant to Certain Employee Benefits Programs, (II) Directing Banks to Honor Pre-Petition Checks and (III) Confirming Right of Debtor to Continue Employee Programs; Proposed Order.
23. [**“Workers Compensation Motion”**] Motion Pursuant to Sections 105(a) and 363 (b) of the Bankruptcy Code for Authorization to (i) Continue the Debtors’ Workers’ Compensation Programs, Insurance Policies, and Agreements Relating Thereto, and (ii) Pay All Obligations in Respect Thereof; Proposed Order.
24. [**“Customer Programs Motion”**] Motion for Entry of Order Authorizing Debtor to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs and Practices in Ordinary Course of Business Pursuant to

Sections 105(a), 363(c), 1107(a) and 1108 of the Bankruptcy Code; Proposed Order.

25. [**“Sales and Use Tax Motion”**] Motion for Entry of Order Authorizing Debtor to Pay Prepetition Sales and Use Taxes, Transportation Taxes, Fees, Passenger Facility Charges and Other Similar Government and Airport Charges Pursuant to Sections 105(a), 507(a)(8) and 541 of the Bankruptcy Code and for Other Relief; Proposed Order.

26. [**“Reclamation Motion”**] Motion for Entry of an Order (A) Establishing a Procedure for Treatment of Reclamation Claims and (B) Prohibiting Third Parties from Interfering with Delivery of the Debtors’ Goods; Proposed Order.

27. [**“Foreign Vendors Motion”**] Motion for Entry of an Order Pursuant to Sections 105 and 363 of the Bankruptcy Code Authorizing Debtor to Pay or Honor Prepetition Obligations to Certain Foreign Vendors, Service Providers and Governments in the Ordinary Course of Business Pursuant to Sections 105(a) and 363 of the Bankruptcy Code; Proposed Order.

28. [**“Maintenance Providers/Shippers/Contractors Liens Motion”**] Motion for Entry of an Order Pursuant to Section 105(a) of the Bankruptcy Code Authorizing the Debtor to Pay Certain Outside Maintenance Providers, Shippers, and Contractors in Satisfaction of Perfected or Potential Mechanics,’ Materialmen’s or Similar Liens or Interests in the Ordinary Course of Business; Proposed Order.

29. [**“Fuel Supply and Pipeline Agreements Payment Motion”**] Motion for Entry of an Order Pursuant to Sections 105(a), 362 and 553 of the Bankruptcy Code Authorizing (A) Application of Prepetition Payments to Post-petition Fuel Supply Contracts and Storage Agreements; (B) Honoring of Other Fuel Supply, Storage, Into-Plane Fuel Contracts and Other Fuel Service Arrangements; and (C)

Continued Participation in Fuel Consortia; Proposed Order.

EXECUTORY CONTRACTS AND RELATED MOTIONS

30. [**"Itochu Fuel Agreement Motion"**] Motion for Entry of Order Authorizing Debtor to Assume Jet Fuel Sale and Purchase Agreement Pursuant to Section 365 of the Bankruptcy Code; Proposed Order.

31. [**"Fuel Acquisition and Management Motion"**] Motion for Entry of Order Authorizing Debtor to Assume Contracts Relating to the Debtor's Fuel Acquisition and Management Pursuant to Section 365 of the Bankruptcy Code; Proposed Order.

32. [**"Interline/Codeshare Agreements Motion"**] Motion for Entry of an Order Pursuant to Sections 105 and 365 of the Bankruptcy Code (A) Authorizing the Debtor to Assumed Executory Contracts Relating to Interline Agreements, Clearinghouse Agreements, the ARC agreements, the BSP Agreements, the UATP Agreement, the Code Share Agreements and the Frequent Flyer Agreements and (B) Authorizing, But Not Requiring, the Debtor to Honor Prepetition Obligations Related to Code Share Agreements, the Express Carrier Agreements, Global Distribution Systems, Agreements, Network Agreements, Travel Agency Agreements, Cargo Agency Agreements, Into-Plane Service Company Claims, and the ATPCO Agreement, in the Ordinary Course of Business; Proposed Order.

33. [**"Aircraft Lease Rejection Motion"**] Motion for Entry of an Order Authorizing the Debtor to Reject (I) Miscellaneous Aircraft Leases, (II) Contracts to Enter into Leases of Engines, and (III) Contract for Maintenance of Aircraft Pursuant to Section 365 of the Bankruptcy Code; Proposed Order.

34. [**"Executory Credit Card Agreements Motion"**] Motion for Entry of an Order Authorizing the Debtor to (A) Assume Certain Executory Credit Card Agreements and (B) Utilize Certain Notice Procedures Relating Thereto, Pursuant

to Section 365 of the Bankruptcy Code; Proposed Order.

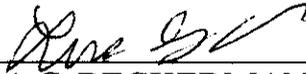
35. [“**Executory Credit Card Agreements Relating to the HawaiianMiles Program Motion**”] Motion for Entry of Order authorizing the Debtor to Assume Certain Executory Credit Card Agreements Relating to the Debtor’s HawaiianMiles Program Pursuant to Sections 365, 1107 and 1108 of Title 11 of the Bankruptcy Code; Proposed Order.

Dated: Honolulu, Hawaii, March 21, 2003



NICHOLAS C. DREHER, ESQ.
THEODORE D.C. YOUNG, ESQ.
CADES SCHUTTE A Limited Liability Law Company

and



LISA G. BECKERMAN, ESQ.
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