

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF HAWAII

FILED
U.S. BANKRUPTCY COURT
DISTRICT OF HAWAII
03 MAR 21 PM 3:21

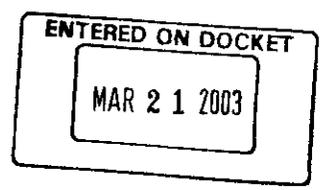
In re
HAWAIIAN AIRLINES, INC.,
a Hawaii corporation,

Debtor.

Case No. 03 - 00817
(Chapter 11)

**INTERIM ORDER, PURSUANT TO
SECTION 327(e) OF THE BANKRUPTCY
CODE, AUTHORIZING THE RETENTION
AND EMPLOYMENT OF PAUL, WEISS,
RIFKIND, WHARTON & GARRISON,
LLP, AS SPECIAL CORPORATE
COUNSEL TO THE DEBTOR**

Date: March 21, 2003
Time: *2:30 P.M.*
Judge: Hon. Robert J. Faris



Upon consideration of the application dated March 21, 2003 (the "Application") of Hawaiian Airlines, Inc., as debtor and debtor in possession (the "Debtor"), seeking an order pursuant to sections 327(e) and 328(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing and approving the retention and employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss") as special corporate counsel to the Debtor, effective as of the commencement of the Debtor's chapter 11 case, all as more fully set forth in the Application; and upon consideration of the Affidavit of Judith R. Thoyer (the "Thoyer Affidavit"), a member of Paul, Weiss in support of

the Application; and the Court being satisfied, based on the representations made in the Application and the Thoyer Affidavit that said attorneys represent no interest adverse to the Debtor's estate with respect to the matters upon which they are to be engaged, and that the Debtor's employment of Paul, Weiss is necessary and would be in the best interests of the Debtor and its estate; and it appearing that adequate and sufficient notice of the Application has been given; and sufficient cause appearing therefore, it is

ORDERED that the Application is approved upon the terms set forth herein; provided, however, that any party in interest shall have twenty (20) days from the date hereof to object to the Debtor's retention and employment of Paul, Weiss. If no objection is filed and received by the Debtor and Paul, Weiss in such time, this Order shall be deemed final on the twenty-first (21st) day after the date hereof. If a timely objection is received, the Court will set a hearing date and provide notice of such hearing to the appropriate parties; and it is further

ORDERED that if no objections to Paul, Weiss's retention and employment on a permanent basis are timely filed, served and received in accordance with this Order, this Court may enter a final order without further notice or hearing, and the Application shall be granted in its entirety, and Paul, Weiss's retention and employment on a permanent basis shall be made effective nunc pro tunc to the date of the commencement of this chapter 11 case; and it is further

