

IN THE UNITED STATES BANKRUPTCY COURT

U.S. BANKRUPTCY COURT
DISTRICT OF HAWAII
03 MAR 21 PM 3:19

DISTRICT OF HAWAII

In re

) Case No. 03 -0817

) (Chapter 11)

HAWAIIAN AIRLINES, INC.,

a Hawaii corporation,

) INTERIM ORDER, PURSUANT TO

) SECTIONS 327(a) AND 328(a) OF THE

Debtor.

) BANKRUPTCY CODE, AUTHORIZING

) THE RETENTION AND EMPLOYMENT

) OF WATSON WYATT & COMPANY AS

) ACTUARIES

)

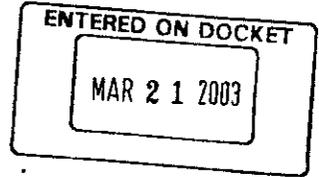
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) Date: March 21, 2003

) Time: 2:30 p.m.

) Judge: Hon. Robert J. Faris

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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 section 327(a) and section 328(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") authorizing and approving the retention and employment of Watson Wyatt & Company ("WWC") as actuaries 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 Declaration of Betty Berni, a managing consultant of the firm of WWC (the "Berni Declaration"); and the Court being satisfied, based on the representations made in the Application and the Berni Declaration that said

firm represents no interest adverse to the Debtor's estate with respect to the matters upon which it is to be engaged, that it is a "disinterested person," as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that the Debtor's employment of WWC 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 WWC. If no objection is filed and received by the Debtor and WWC 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 WWC'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 WWC'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

ORDERED that notice of the Application as provided therein shall be deemed good and sufficient notice of such Application; and it is further

ORDERED that, in accordance with section 327(a) and section 328(a) of the Bankruptcy Code, the Debtor is hereby authorized to employ and retain WWC as actuaries to the Debtor, effective as the commencement of this chapter 11 case in accordance with WWC's normal hourly rates and expense reimbursement policies as set forth in the Application upon the terms and conditions set forth in the Application; and it is further

ORDERED that WWC may apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and applicable Federal Rules of Bankruptcy Procedure, the Bankruptcy Rules, the Local Rules for the District of Hawaii, and further orders of this Court.

Dated: Honolulu, Hawaii, MAR 21 2003, 2003.



UNITED STATES BANKRUPTCY JUDGE

In re Hawaiian Airlines, Inc., Chapter 11, Case No. 03-00817;
INTERIM ORDER, PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE
BANKRUPTCY CODE, AUTHORIZING THE RETENTION AND
EMPLOYMENT OF WATSON WYATT & COMPANY AS ACTUARIES