

IN THE UNITED STATES BANKRUPTCY COURT

DISTRICT OF HAWAII

In re) **Case No. 03 - 00817**
) (Chapter 11)
HAWAIIAN AIRLINES, INC.,)
a Hawaii corporation,) **ORDER PURSUANT TO SECTIONS 105(A),**
) **327, 328 AND 330 OF THE BANKRUPTCY**
Debtor.) **CODE AUTHORIZING DEBTOR TO**
) **EMPLOY PROFESSIONALS UTILIZED IN**
) **THE ORDINARY COURSE OF BUSINESS**
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)
) **Date: March 21, 2003**
) **Time: 2:30 P.M.**
) **Judge: Hon. Robert J. Faris**
)

ENTERED ON DOCKET
MAR 21 2003

Upon consideration of the Expedited Motion of the Debtor 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 (the "Motion"), filed by Hawaiian Airlines, Inc., the debtor and debtor in possession in the above-captioned chapter 11 case (the "Debtor"), by and through its proposed co-counsel; and it appearing that notice of the Motion was appropriate and no further notice of the relief requested in the Motion is required; and upon consideration of the evidence presented to the Court in support of the Motion; and after due deliberation; and sufficient cause appearing therefor; the Court is of the opinion that the Motion is well-founded and should be granted in all respects.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.
2. The Debtor is authorized to employ the Ordinary Course Professionals listed on Exhibit A attached to the Motion in the ordinary course of business, without the need to file individual retention or fee applications for each such professional, as provided herein.
3. The Debtor is authorized to supplement the list of Ordinary Course Professionals as needed as additional Ordinary Course Professionals are to be used, and the Debtor shall file each such supplemental list with the Court and serve it, by first class mail, on the Office of the United States Trustee, counsel to any committee appointed in this chapter 11 case pursuant to section 1102 of the Bankruptcy Code and those parties who request notice pursuant to Rule 2002(g) of the Federal Rules of Bankruptcy Procedure. If no objections to any such supplemental list are filed, and served upon counsel for the Debtor so as to be received, within ten days after service thereof, the same shall be deemed approved by this Court and all professionals listed thereon shall be deemed to be Ordinary Course Professionals within the purview of this Order without the necessity of a hearing or further notice.
4. Each Ordinary Course Professional shall file with the Court (i) a declaration substantially in the form of Exhibit B to the Motion (a "Declaration of

Disinterestedness”) and (ii) a retention questionnaire in the form of Exhibit C to the Motion (a “Retention Questionnaire”), and serve copies thereof on the Debtor, the Office of the United States Trustee, counsel to any committee appointed in this chapter 11 case appointed pursuant to section 1102 of the Bankruptcy Code and those parties who request notice pursuant to Bankruptcy Rule 2002(g), prior to or contemporaneous with the submission to the Debtor of invoices accompanying a request for compensation. *within thirty days of the party beginning to render services to the Debtor. If any party in interest objects to such professional's retention within fifteen days,*

5. The Debtor shall not make any payment to any Ordinary Course Professional who has failed to file a Declaration of Disinterestedness *and a hearing will be scheduled on the proposed retention* or a Retention Questionnaire.

6. The Debtor is authorized and empowered to make monthly payments for postpetition compensation and reimbursement of postpetition expenses to each of the Ordinary Course Professionals in the manner customarily made by the Debtor prior to the commencement of this chapter 11 case, in the full amount billed by any such Ordinary Course Professionals, upon receipt therefrom of a Declaration of Disinterestedness and a Retention Questionnaire, and reasonably detailed invoices indicating the nature of the professional services rendered and calculated in accordance with such professional’s standard billing practices (without prejudice to the Debtor’s rights to dispute any such invoices); provided, however, that subject to further Order of the Court after notice to interested parties,

the Debtor shall not pay any individual Ordinary Course Professional in excess of \$10,000 for postpetition compensation and reimbursement of postpetition expenses in a single month, nor in excess of \$150,000 during the pendency of this chapter 11 case. In the event an Ordinary Course Professional seeks more than \$10,000 in a single month or \$150,000 in the aggregate in this chapter 11 case, that professional shall file a fee application for the full amount of its fees in accordance with sections 330 and 331 of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules and any other order of this Court in respect of compensation.

7. The Debtor shall file a statement with the Court and serve such statement on the United States Trustee on March 31, June 30, September 30, and December 31 of every year (except March 31, 2003) that this chapter 11 case is pending. This statement will include the following information for each Ordinary Course Professional: (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the previous 90 days; and (c) a general description of the services rendered by each Ordinary Course Professional.

8. This Order shall not apply to any professional retained by the Debtor pursuant to a separate order of this Court.

9. Any payment pursuant to this Order is not, and shall not be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtor may have to subsequently dispute any obligation.

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



UNITED STATES BANKRUPTCY JUDGE

APPROVED AS TO FORM

OFFICE OF THE UNITED STATES TRUSTEE

In re Hawaiian Airlines, Inc., Chapter 11, Case No. 03-00817 ;
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