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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

HAWAIIAN AIRLINES, INC.,  
a Hawaii corporation,

Debtor.

**Case No. 03-**\_\_\_\_\_  
(Chapter 11)

**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; Exhibits A-C; Proposed Order.**

Date: March 21, 2003

Time:

Judge: Hon. Robert J. Faris

Hawaiian Airlines, Inc., as a debtor and debtor in possession (the “Debtor”) by and through its undersigned proposed co-counsel, files this 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 Business Forms (the “Motion”) and, in support thereof, respectfully states as follows:

**I. JURISDICTION**

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The relief requested is available pursuant to sections 105 and 364 of Chapter 11 of title 11 of the United States Code.

**II. BACKGROUND**

2. On March 21, 2003 (the “Petition Date”), the Debtor filed a petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy

Code”) in the United States Bankruptcy Court for the District of Hawaii (the “Bankruptcy Court”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor is operating its businesses and managing its properties as a debtor in possession. No trustee, examiner or committee of creditors has been appointed in the Debtor’s chapter 11 case.

3. The Debtor was incorporated in January of 1929 under the laws of the Territory of Hawaii and is currently a subsidiary of Hawaiian Holdings, Inc. (“Hawaiian Holdings”),<sup>1</sup> a Delaware corporation whose common stock is traded on the American Stock Exchange and Pacific Exchange under the ticker symbol “HA.” As part of the regular Securities and Exchange Commission filings of Hawaiian Holdings, Hawaiian Holdings reports its financial and operating results with those of the Debtor on a consolidated basis.

### **The Debtor’s Business**

4. The Debtor is engaged primarily in the scheduled transportation of passengers, cargo and mail. The Debtor’s passenger airline business is its chief source of revenue. Principally all of the Debtor’s flights either originate or end in the state of Hawaii. The Debtor provides passenger and cargo service from Hawaii, predominately Honolulu, to the cities of Los Angeles, Ontario, Sacramento, San Diego and San Francisco, California; Seattle, Washington;

Portland, Oregon; Phoenix, Arizona; and Las Vegas, Nevada (the “Transpacific Routes”). The Debtor also provides non-stop service between and among the six major islands of the state of Hawaii (the “Interisland Routes”) and weekly service to each of Pago Pago, American Samoa and Pepeeete, Tahiti in the South Pacific (the “South Pacific Routes”). Charter service is provided from Honolulu to Anchorage, Alaska (the “Charter Routes”). Based upon the Debtor’s operating revenues, the Debtor is the largest airline headquartered in Hawaii.

5. Based on its unaudited results, the Debtor had a net loss of approximately \$58 million for the twelve months ended December 31, 2002 (“Year 2002”) on operating revenue of approximately \$632 million for the same period. In comparison, for the twelve months ended December 31, 2001 (“Year 2001”), the Debtor reported net income of approximately \$5 million on operating revenue of approximately \$612 million for the same period. The Debtor’s assets and liabilities, as of December 31, 2002, were approximately \$256 million and \$399 million, respectively. The Debtor’s reported assets and liabilities, as of December 31, 2001, were approximately \$305 million and \$327 million, respectively.

6. The Debtor is party to a network of agreements among airlines. Because of the interdependent nature of airline operations, coordination among airlines, provision of airline services, and efficient service by the airline industry to

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<sup>1</sup> Hawaiian Holdings holds 49.1% of the outstanding common stock of the Debtor directly. The remaining 50.9% of

the traveling public, in general, would be virtually impossible without such agreements. Among other things, these agreements facilitate cooperation among airlines with respect to such critical activities as making reservations and transferring passengers, packages, baggage and mail among airlines.

### **The Debtor's Fleet**

7. Beginning in the fourth quarter of 1999, the Debtor initiated a plan to replace its entire fleet of McDonnell Douglas DC-9 aircraft used to service its Interisland Routes. This effort was completed in the first quarter of 2002, with the Debtor taking delivery of thirteen Boeing 717-200 aircraft (the "717 Aircraft").

8. Similarly, in the fourth quarter of 2001, the Debtor initiated a plan to replace, by June 2003, its entire fleet of McDonnell Douglas DC-10 aircraft (the "DC-10 Aircraft") used to service the Transpacific Routes, South Pacific Routes and Charter Routes (the "Overseas Routes") with sixteen Boeing 767-300ER aircraft (the "767 Aircraft"). To date, the Debtor has taken delivery of ten new and four used Boeing 767-300ER aircraft and has returned eleven DC-10 Aircraft leased from Continental Airlines, Inc. and a subsidiary of American Airlines, Inc ("American"). The Overseas Routes are currently serviced by fourteen Boeing 767-300ER aircraft.

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the outstanding common stock of the Debtor is held by AIP, Inc. ("AIP"), a wholly-owned subsidiary of Hawaiian Holdings.

9. All of the Debtor's aircraft are leased from various lessors under either financing or operating leases. Three of the Debtor's 767 Aircraft are leased under fifteen-year operating leases with a subsidiary of Ansett Worldwide Aviation Services, Inc. ("Ansett") and were delivered to the Debtor in the fourth quarter of 2001. Four 767 Aircraft were delivered in 2002 under seven-year operating leases with International Lease Finance Corporation. Seven of the Debtor's 767 Aircraft are leased under eighteen-year operating leases from Ansett and a subsidiary of Boeing Capital Corporation ("Boeing"). Each of the 717 Aircraft is leased under an eighteen-year leveraged financing lease with Boeing. The Debtor's four remaining DC-10 Aircraft are leased under operating leases with American and B.C.I. Leasing.

### **Employees**

10. The Debtor has approximately 3,200 active employees, approximately 2,600 of which are employed on a full time basis. The majority of the Debtor's employees are covered by labor agreements with the International Association of Machinists and Aerospace Workers (AFL-CIO) ("IAM"); the Airline Pilots Association, International ("ALPA"); the Association of Flight Attendants ("AFA"); the Transport Workers Union ("TWU"); or the Employees of the Communications Section ("Communications Section"). Each of these labor agreements, other than the contract with the seven-member Communications

Section, was renegotiated in 2000 or 2001, and will be subject to renegotiation again in 2004 or 2005.

### **Previous Restructurings**

11. On September 21, 1993, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Bankruptcy Court (the “1993 Bankruptcy”).<sup>2</sup> Following confirmation of the Debtor’s plan of reorganization in the 1993 Bankruptcy on August 30, 1994, the Debtor successfully emerged from the 1993 Bankruptcy. Thereafter, on August 29, 2002, the Debtor was restructured from a public company into a wholly-owned subsidiary of Hawaiian Holdings and AIP (the “Restructuring”). As part of the Restructuring, the stockholders of the Debtor became stockholders of Hawaiian Holdings and Hawaiian Holdings assumed sponsorship of the Debtor’s existing stock agreements. Prior to the Restructuring, the common stock of the Debtor was publicly traded on the American Stock Exchange and Pacific Exchange under Hawaiian Holdings’ ticker symbol of “HA.”

### **The Debtor’s Current Financial Crisis**

12. The Debtor’s current financial crisis was precipitated by a confluence of factors relating, in large part, to the depressed economic conditions of both the United States and Japan. These factors include: (a) decreased fare revenue, (b)

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<sup>2</sup> United States Bankruptcy Court, District of Hawaii, Case No. 93-01074.

high aircraft lease costs, (c) high labor costs and (d) increased insurance, security and fuel costs. Although the terrorist attacks of September 11, 2001 are one of the most obvious and publicized reasons for the Debtor's current financial crisis, it is the significant, though related, decline in the economies of the United States and Japan that has most contributed to the necessity of the Debtor's chapter 11 filing.

13. Following the events of September 11, 2001, the Debtor has seen a marked and dramatic reduction in the demand for travel to and within the islands of Hawaii. This reduced demand has been exacerbated by the flagging economies of the United States and Japan since that time. The demand for vacation travel, which historically has been the Debtor's greatest source of income, has been most affected by the economic decline. In order to attract passengers, airlines, including the Debtor, have been forced to lower their fares. The introduction of "low cost carriers," such as Jet Blue, has led to a further reduction in fare structure, as national airlines have been forced to reduce ticket prices to remain competitive. The combination of fewer ticket sales made at reduced fares continues to impact the Debtor's revenue and earnings negatively.

14. Beginning in late 1999, as discussed above, the Debtor began a refueling process under which its aging fleet of McDonnell Douglas DC-9 aircraft and DC-10 Aircraft would be completely replaced by the end of 2003. By July of 2001, the Debtor had entered into the last of its agreements with lessors that would

provide the aircraft for this reflecting. Although the terms of these agreements were considered to be fair and at market rates when agreed to, the subsequent and unforeseen decline in economic conditions in the United States and abroad have caused the terms of such leases to be highly unfavorable. Because its aircraft lease costs are grounded in economic assumptions that have failed to materialize, the Debtor has been forced to shoulder the crippling costs of over-market leases. For the Year 2002, expenses associated with the Debtor's aircraft leases made up 12% of its total operating expenses.

15. Similarly, because the Debtor's union agreements were renegotiated in 2000 and 2001, the Debtor's labor costs have not been in line with current economic conditions. Based upon market assumptions made in 2000 and pre-September 11, 2001, the Debtor's labor costs have exceeded what the Debtor could realistically maintain based upon its revenues. This relative increase in labor costs, as compared to revenue, has negatively impacted the Debtor's ability to remain a viable enterprise. For the Year 2002, the Debtor's labor costs made up 30% of its total operating expenses.

16. As a direct result of the events of September 11, 2001 and the long-standing international crises in the Middle East, the Debtor has seen increases in several of its cost centers. For instance, insurance rates associated with airline operations have increased substantially as compared to pre-September 11, 2001

rates. Because of increased airline security requirements, the Debtor also has been faced with increased security expenditures. Moreover, fuel costs, which made up approximately 14% of the Debtor's operating expenses for Year 2002, also have steadily increased during this period. These increased costs, in the face of declining revenues, have further weakened the Debtor's ability to succeed as a going-concern.

### **Prepetition Activities**

17. The two largest controllable components of the Debtor's cost structure are labor and aircraft costs. These are, therefore, the two areas upon which the Debtor had focused prior to the Petition Date in trying to accomplish a successful out-of-court financial and operational restructuring. To that end, the Debtor has, particularly within the past year, been actively negotiating with both its aircraft lessors and labor unions to reduce its aircraft and labor costs, respectively. These negotiations have continued up until the Debtor's bankruptcy filing. On February 20, 2003, the Debtor's employees represented by IAM agreed to \$3.8 million in concessions. On March 6, 2003, the Debtor's employees represented by ALPA reached an agreement with the Debtor with respect to approximately \$8 million in concessions. Similarly, on March 11, 2003, the Debtor's employees represented by AFA agreed to approximately \$3.5 million in concessions. Although the Debtor and its labor unions have made great progress in these negotiations, it now

appears that the only practicable way for the Debtor to reorganize is under the protection afforded to it under the Bankruptcy Code, as the Debtor has not been successful in its attempts to negotiate significant concessions from its aircraft lessors.

### **III. CASH MANAGEMENT SYSTEM**

18. The Debtor has utilized a cash management system similar to its existing system for at least the last ten years. The principal components of the Debtor's current cash management system (the "Cash Management System") are as follows:

a. Concentration and Sweep Accounts

The Cash Management System is designed around a concentration account (the "Concentration Account") and a sweep account (the "Sweep Account"). Most of the Debtor's funds are swept nightly from its zero balance disbursement accounts and deposit accounts to the Concentration Account. Most of the Debtor's daily business expenses are funded from the Concentration Account. Excess funds are swept out of the Concentration Account to the Sweep Account for overnight or other short-term investment.

b. Disbursement Accounts

The Debtor maintains a number of special purpose disbursement accounts for funding certain disbursements (the "Disbursement Accounts"). Most of the Disbursement Accounts are zero balance accounts that are funded out of the Concentration Account only to pay checks drawn upon them.

c. Collection Account and Depository Accounts

In order to provide a local account into which the Debtor may deposit funds collected in the various cities in the mainland United States, Japan and the Pacific islands in which the Debtor operates, the Debtor has established depository accounts in each location that it operates (the “Depository Accounts”). The Depository Accounts are not intended to hold large amounts of cash, nor do they hold it for a long period of time. Funds are routinely transferred out of the Depository Accounts and into a central collection account at the Bank of Hawaii (the “Collection Account”). Funds in the Collection Account are automatically swept each night into the Concentration Account.

d. Imprest Accounts

In order to provide petty cash and small amounts of money for local operations, the Debtor maintains imprest accounts around the world (the “Imprest Accounts”). The Imprest Accounts maintain small balances usually not exceeding \$5,000 and allow local operations to pay minor expenses without requesting checks from the Debtor’s corporate headquarters.

e. Investment Accounts

Funds that are not required in the short-term to fund the Debtor’s operations are invested in various higher-yielding, yet safe investment accounts (the “Investment Accounts”). The Investment Accounts allow the Debtor to earn a slightly higher yield on its funds, while still providing it with limited liquidity and safety for its funds.<sup>3</sup>

f. Hedge Account

The Debtor, in the ordinary course of its business, has utilized heating oil forward contracts to manage market risks

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<sup>3</sup> The Debtor has a carefully considered investment strategy set-out and approved by the Board of Directors of the Debtor. The objectives of this strategy, in order of importance, are to: (i) maintain safety of principal, (ii) maximize after-tax returns, and (iii) preserve liquidity. A complete copy of the Investment Policy Guidelines is attached hereto as Exhibit C.

and hedge its financial exposure to fluctuations in its aircraft fuel costs. The Debtor deposits funds to support its obligations under such forward contracts in an account maintained at Morgan Stanley DW, Inc. The Debtor has limited access to the funds in this account while the forward contracts remain outstanding.

The flow of funds through the various accounts that make up the Debtor's Cash Management System is shown on Exhibit A, attached hereto. Specific account information for each of the accounts discussed above is provided on Exhibit B, attached hereto.

#### **IV. RELIEF REQUESTED**

19. The Office of the United States Trustee has established certain operating guidelines for debtors in possession in order to supervise the administration of chapter 11 cases. These guidelines require chapter 11 debtors to, among other things (a) close all existing bank accounts and open new debtor in possession bank accounts; (b) establish one debtor in possession bank account for all estate monies required for the payment of taxes including payroll taxes; (c) maintain a separate debtor in possession account for cash collateral; and (d) obtain checks for all debtor in possession accounts which bear the designation "Debtor in Possession," the bankruptcy case number and the type of accounts. The United States Trustee further requires that these debtor in possession accounts be maintained at certain pre-approved institutions. Finally, LBR 2015-2(a) requires

that bank accounts containing estate funds clearly indicate on their signature cards that the depositor is a debtor in possession.

20. By this Motion, the Debtor requests authorization to continue its pre-petition Cash Management System as shown on Exhibit A, attached hereto. The Debtor further seeks authorization to maintain and continue to utilize those bank accounts that it maintained prior to the Petition Date (the “Bank Accounts”) regardless of whether all of those accounts are at U.S. Trustee approved institutions and without modifying the signature cards pursuant to LBR 2015-2(a).<sup>4</sup> A complete list of the Bank Accounts is annexed hereto as Exhibit B.

21. By this Motion, the Debtor further requests that it be authorized to continue to use its correspondence and business forms, including, but not limited to, checks, customer contracts, letterhead, purchase orders, invoices and other business forms (collectively the “Business Forms”), substantially in the forms existing immediately prior to the Petition Date, without reference to its status as a debtor in possession.

**V. CONTINUED USE OF THE CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS FORMS IS IN THE BEST INTEREST OF THE DEBTOR AND ITS ESTATE**

22. The Debtor’s use of its Cash Management System, Bank Accounts and Business Forms constitutes an ordinary course business practice.

23. The Debtor believes that its transition to chapter 11 would be smoother and more orderly, with a minimum of harm to operations, if its Cash Management System and all of the corresponding Bank Accounts are continued following the commencement of this chapter 11 case in the same manner as before commencement; provided, however, that checks issued or dated prior to the Petition Date will not be honored, absent a prior order of the Court. By preserving business continuity and avoiding the disruption and delay to the Debtor's payroll activities and business that would necessarily result from closing the Bank Accounts and opening new accounts, all parties in interest, including employees, vendors and customers, would be best served. The benefit to the Debtor, its business operations and all parties in interest would be considerable, in view of the fact that the Debtor maintains modifying the Cash Management System and/or more than 40 bank accounts. The confusion that would otherwise result, absent the relief requested herein, would ill-serve the Debtor's rehabilitative efforts.

24. Moreover, parties doing business with the Debtor undoubtedly will be aware of the Debtor's status as a chapter 11 debtor in possession. Changing the Business Forms would be expensive and burdensome to the Debtor's estate and disruptive to the Debtor's business operations, and would provide little real benefit to the parties with whom the Debtor does business. For these reasons, the Debtor

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<sup>4</sup> Although, most of the Debtor's accounts are at institutions approved by the United States Trustee (principally the

requests that it be authorized to use the Business Forms without being required to place the label “debtor in possession” on each.

25. Bankruptcy Courts regularly recognize that the strict enforcement of bank account and business form requirements set forth in the United States Trustee operating guidelines does not necessarily serve the purposes of chapter 11. Bankruptcy courts in the Ninth Circuit have recognized the rationale behind, and have routinely granted authority for, a debtor’s continued use of its existing bank accounts and business forms. *See, e.g. In re Liberty House, Inc.*, Case No. 98-01039 (Bankr. D. Haw. March 20, 1998); *In re Washington Group International, Inc.*, Case No. BK-N-01-31627 (Bankr. Nev. May 15, 2001); *In re Pacific Gas and Electric Company*, Case No. 01-30923 DM (N.D. Cal. April 6, 2001).

26. The relief requested herein is also commonly granted in other jurisdictions. *See, e.g., In re Diamond Brands Operating Corp.*, Case No. 01-01825 (D. Del. May 23, 2001) (authorizing debtors to maintain pre-petition cash management system, bank accounts and business forms); *In re Highland Health Services, Inc.*, Case No. 01-35491 (Bankr. S.D. Tex. June 19, 2001); *In re Consolidated Equipment Companies, Inc.*, Case No. 01-36493 (Bankr. S.D. Tex. June 18, 2001); *In re ICG Communications, Inc.*, Case No. 00-04238 (D. Del. Nov. 16, 2000); *In re Stone & Webster, Inc.*, Case No. 00-02142 (D. Del. June 14,

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Bank of Hawaii), a few accounts, especially those outside of the United States, are not.

2000); *In re The Singer Company N.V.*, Case No. 99-10578 (Bankr. S.D.N.Y. Sept. 15, 1999); *In re ATC Group Services Inc.*, Case No. 99-10437 (Bankr. S.D.N.Y. July 29, 1999); *see also In re Gold Standard Baking, Inc.*, 179 B.R. 98, 105-06 (Bankr. N.D. Ill. 1995) (holding United States Trustee's requirement prohibiting issuance of checks without debtor in possession designation to be unenforceable).

27. In sum, continued use of the existing Cash Management System, waiver of the bank account closing requirements and the continued use of Business Forms would preserve business continuity and lessen the confusion among employees, vendors, and customers that ensues upon a chapter 11 filing. For the foregoing reasons, the Debtor believes that granting the relief requested herein is necessary, appropriate and in the best interests of the Debtor, its estate and creditors.

## **VI. NOTICE**

28. Notice of this Motion has been provided to: (i) the Office of the United States Trustee for District of Hawaii; (ii) parties appearing on the Debtor's list of creditors holding the twenty largest unsecured claims; (iii) the Securities and Exchange Commission; and (iv) the Internal Revenue Service. Given the circumstances, the Debtor submits that no other or further notice need be given.

## **VII. NO PRIOR REQUEST**

29. No prior motion for the relief requested herein has been made to this Court or any other Court.

WHEREFORE, the Debtor respectfully requests that the Court enter an Order granting the relief requested herein and such other and further relief as is just.

Dated: Honolulu, Hawaii, March 21, 2003

By: Nicholas C. Dreher  
NICHOLAS C. DREHER, ESQ.  
THEODORE D.C. YOUNG, ESQ.  
CADES SCHUTTE LLC

and

LISA G. BECKERMAN, ESQ.  
DAVID SIMONDS, ESQ.  
AKIN GUMP STRAUSS HAUER & FELD LLP

Proposed Counsel for Debtor and Debtor in  
Possession

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) AND 364 OF THE**  
Debtor. ) **BANKRUPTCY CODE AUTHORIZING**  
 ) **DEBTOR TO CONTINUE TO USE**  
 ) **CASH MANAGEMENT SYSTEM,**  
 ) **MAINTAIN EXISTING BANK**  
 ) **ACCOUNTS AND BUSINESS FORMS**  
 )  
 ) Date: March 21, 2003  
 ) Time:  
 ) Judge: Hon. Robert J. Faris  
 )  
\_\_\_\_\_ )

On March 21, 2003, the debtor and debtor in possession in the above-captioned case (the “Debtor”) filed its Motion for Order Pursuant to Sections 105(a) and 364 of the Bankruptcy Code Authorizing Continued Use of Cash Management System, Maintenance of Bank Accounts and Use of Existing Business Forms (the “Motion”), requesting an order authorizing the Debtor to continue to use its existing system of transferring funds between its bank accounts (the “Cash Management System”) and to maintain its existing bank accounts (the “Bank Accounts”) and business forms (the “Business Forms”), all as more fully set forth in the Motion. Upon consideration of the Motion, the evidence presented before the Court and the argument of counsel, the Court finds that (i) it has

jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (ii) consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) due and proper notice of the Motion has been provided and no further or other notice need be provided except as provided herein; (v) the relief requested is in the best interest of the Debtor and its estate, creditors and other parties in interest; and (vi) the legal and factual bases set forth in the Motion and at the hearing on the Motion establish just cause for the relief granted herein.

**IT IS THEREFORE ORDERED, ADJUDGE AND DECREED AS  
FOLLOWS:**

1. The Motion is granted in its entirety.
2. The Debtor is authorized to: (i) maintain and continue to use its Cash Management System as detailed in Exhibit A to the Motion (ii) designate, maintain and continue to use any or all of its existing Bank Accounts, listed on Exhibit B to the Motion, in the names and with the account numbers existing immediately prior to the commencement of this chapter 11 case, (iii) deposit funds in and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated transfers and other debits and (iv) treat its pre-petition Bank Accounts for all purposes as debtor in possession accounts.

3. The banks with which the Debtor maintains Bank Accounts as of the commencement of this chapter 11 case, listed on Exhibit B to the Motion, are authorized to continue to maintain, service and administer such bank accounts; provided, however, that nothing contained herein shall authorize any such bank to honor any check issued or dated prior to the date of the commencement of the Debtor's chapter 11 case, except as otherwise provided by further order of this Court; provided further that any such bank may rely on the representations of the Debtor with respect to which any check drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to an Order of this Court and that such bank shall have no liability to any party for relying on the representations of the Debtor as provided for herein.

4. The Debtor is authorized to use its existing check stock, and business form stock, rather than obtain new stock reflecting its status as a debtor in possession and listing the chapter 11 case number.

Dated: Honolulu, Hawaii, \_\_\_\_\_, 2003.

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UNITED STATES BANKRUPTCY JUDGE

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In re Hawaiian Airlines, Inc., Chapter 11, Case No. 03-\_\_\_\_\_;  
ORDER PURSUANT TO SECTIONS 105(a) AND 364 OF THE BANKRUPTCY CODE  
AUTHORIZING DEBTOR TO CONTINUE TO USE CASH MANAGEMENT SYSTEM,  
MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS