

**MODIFICATION NO. 1 TO
2011 LEASE AND USE AGREEMENT
SAN FRANCISCO INTERNATIONAL AIRPORT**

HAWAIIAN AIRLINES, INC.

THIS MODIFICATION OF AGREEMENT (this "**Modification**"), dated as of _____, is entered into by and between the City and County of San Francisco, acting by and through its Airport Commission ("**City**"), and Hawaiian Airlines, Inc., a Delaware corporation ("**Airline**").

Recitals

A. The City and County of San Francisco owns San Francisco International Airport ("**Airport**") located in the County of San Mateo, State of California, which Airport is operated by and through the Airport Commission ("**Commission**"), the chief executive officer of which is the Airport Director.

B. The Commission has the legal responsibility for the management, supervision, operation, use, maintenance, extension, construction, and control of the Airport's terminals.

C. The Commission has the authority to enter into all contracts, permits, and agreements relating to matters within its jurisdiction and properties.

D. Pursuant to Airport Commission Resolution No. 11-0011 and Board of Supervisors Resolution No. 156-11, adopted on January 18, 2011 and April 15, 2011, respectively, Airline became a signatory to the 2011 Lease and Use Agreement under Lease No. L11-0111 whereby, effective July 1, 2011, Airline commenced a ten-year leasehold with the City for certain premises located at the Airport ("**Agreement**").

E. Pursuant to Airline Terminal Space Permit No. 4322, Airline occupies 538 square feet of exclusive use space in the International Terminal, Level 3, known as Room No. A.3.027D, for its administrative office.

F. Airline and City now desire to modify the terms of the Agreement to reflect the addition of the administrative office to the Lease Premises.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants set forth herein, and other good and valuable consideration, receipt of which is hereby acknowledged, the parties do mutually agree as follows:

1. Effective Date; Defined Terms.

- a. The effective date ("Effective Date") of this Modification shall be _____, 2014 conditioned upon the following conditions: (1) the Airport Commission and Board of Supervisors shall have approved this Modification; and (2) both parties have executed this Modification.
- b. Rent for the Airline Administrative Space, as further described in Articles 2 and 3 below, shall commence on _____, 2014.
- c. Capitalized terms not defined herein shall have the meanings given them in the Agreement.

2. From and after the Effective Date, Airline's Exclusive Use Space, as defined in the Agreement, including in Article 1 and in Exhibit D, is modified for the addition of 538 square feet of Category II Space located on the Third Floor of the International Terminal for Airline's administrative offices.
3. From and after the Effective Date, Exhibit D of the Agreement is amended to include Airport Drawing No. BAA3HA, dated August 5, 2013, incorporated herein and attached hereto.
4. From and after the Effective Date, Airline's Exclusive Use Space shall consist 538 square feet of Category II space.

Type	Terminal	Category	Square Feet
Other Enclosed Space Departure Level and above	International	II	538

5. Full Force and Effect. As modified hereby, each and every one of the terms, conditions, and covenants in the Agreement shall remain in full force and effect.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement in duplicate by their duly authorized officers the day and year first hereinabove written.

AIRLINE: HAWAIIAN AIRLINES, INC.,
a Delaware company

By: 
Name: Louis D. Saint-Cyr
Title: Vice President, Airport Customer Service

CITY: CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation,
acting by and through its Airport Commission

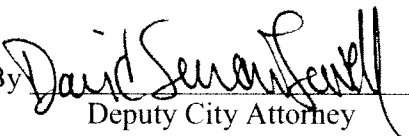
John L. Martin  
Airport Director

AUTHORIZED BY AIRPORT
COMMISSION

Resolution No. _____
Adopted: March 18, 2014

Attest: _____
Secretary
Airport Commission

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: 
Deputy City Attorney

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EXHIBIT D

DESCRIPTION OF DEMISED PREMISES AND SPACE DRAWINGS

Revised _____

The Demised Premises consist of the following:

EXCLUSIVE USE SPACE, as more particularly described on Airport Drawings Numbers specified on the List of Drawings attached hereto.

Type	Terminal	Category	Square Feet
Ticket Counters		I	
Other Category I		I	
Airline Ticket Office (ATO)		II	
VIP Clubs and Lounges		II	
Other Enclosed Space Departure Level and above	IT	II	538
Baggage Claim Lobbies		II	
Baggage Service Offices		II	
Curbside Check-in		II	
Other Enclosed Space, Arrivals Level and below		III	
Inbound/Outbound Baggage Handling Areas and Baggage Transfer Areas		IV	
Equipment Rooms		IV	
Unenclosed or Covered Area - Ramp Level		V	

JOINT USE SPACE, as more particularly described on Airport Drawings Numbers specified on the List of Drawings attached hereto.

Type	Terminal	Category* (J/U type)	Square Feet
Ticket Counter		I (e)	18,769
Holdroom		I (e)	119,598
Other Common Use, Level 1 & 3+		II (d)	544
Baggage Claim/FIS		II (d)	205,711
Domestic Baggage Claim		II (t)	8,052
Other Enclosed Common Use, Level 2 and below		III (t)	12,025
Outbound Baggage Makeup		IV (d)	138,826
Inbound Baggage Makeup		IV (e)	126,574
Other Unenclosed Space		V (t)	1,888

* The Category references are utilized in the Joint Use Formulas, as follows: (e): enplaned / (d): deplaned / (t): total.

PREFERENTIAL USE GATES, as more particularly described on Airport Drawing Numbers specified on the List of Drawings attached hereto.

The Gates are allocated to Airline on a Preferential Use basis as of the Effective Date, subject to annual reallocation as provided in Article 3.

LIST OF DRAWINGS

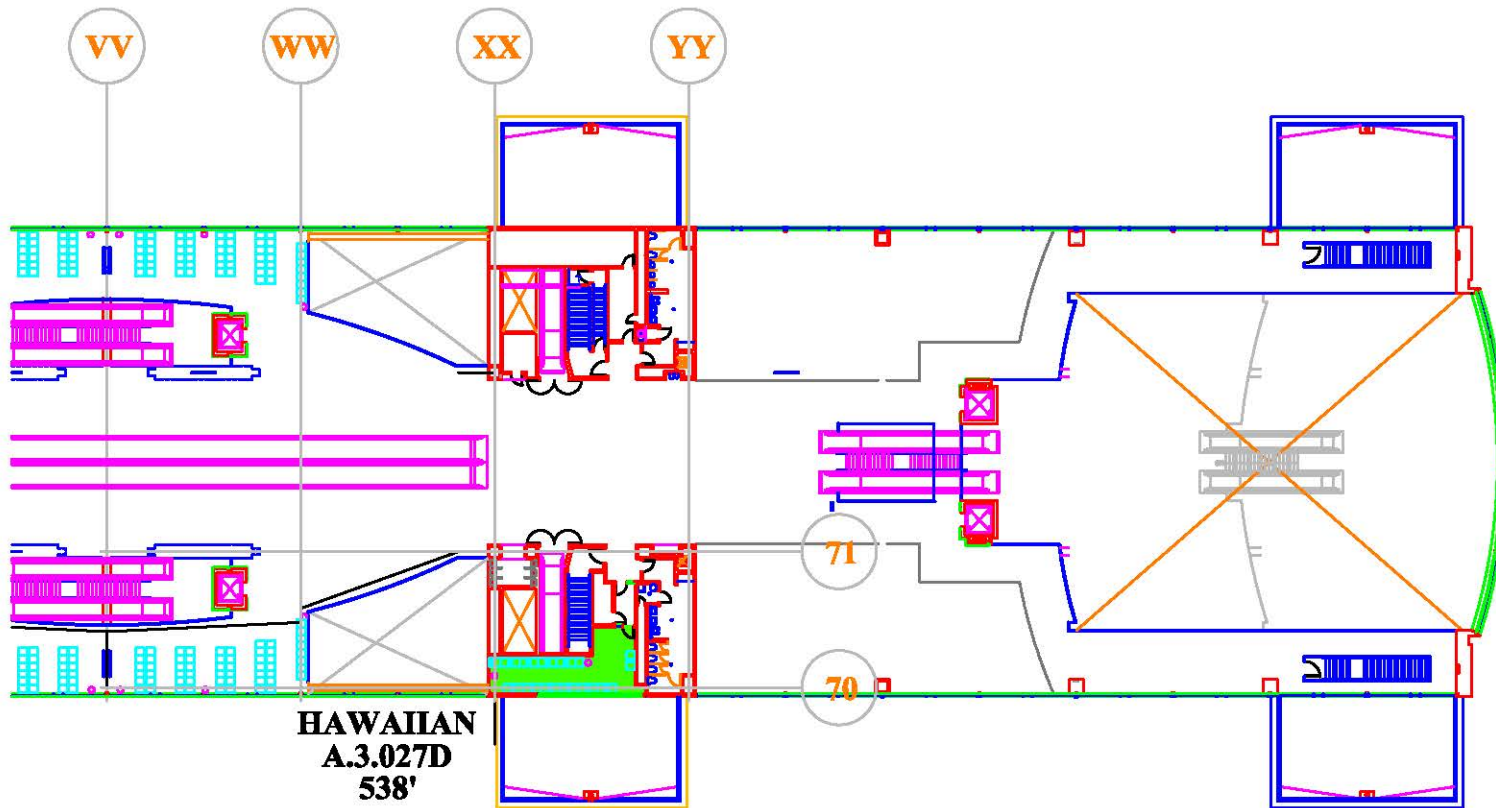
<u>EXCLUSIVE USE SPACE</u>	<u>Drawing No.</u>	<u>Dated</u>
ITB, 3 rd Floor	BAA3HA	

<u>JOINT USE SPACE</u>	<u>Drawing No.</u>	<u>Dated</u>
Not applicable		

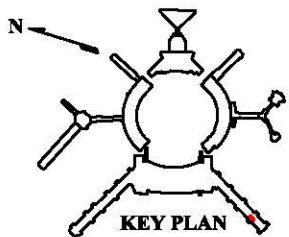
PREFERENTIAL USE SPACE

Not applicable.

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**HAWAIIAN
A.3.027D
538'**



TENANT LOCATION LEASE DRAWING

		LOCATION	TENANT	CAT	AREA	CONTRACT	EFF DATE
		A.3.027D	HA	2	538'	L11-0011	06/01/2014
LOCATION: INTERNATIONAL TERMINAL, BOARDING AREA A - LEVEL 3							
HAWAIIAN							
CITY & COUNTY OF SAN FRANCISCO		DWG: BAAHA3					
AIRPORTS COMMISSION		SCALE: 1"=10'-0"					
SAN FRANCISCO INTERNATIONAL AIRPORT		DATE: 03/20/2014					