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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-\_\_\_\_\_ (\_\_\_)**  
**Debtors.<sup>1</sup>** : **(Joint Administration Pending)**

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**DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105(a), 363(b), 507(a)(8) & 541 FOR  
ENTRY OF INTERIM AND FINAL ORDERS (i) AUTHORIZING, BUT NOT  
DIRECTING, DEBTORS TO PAY PREPETITION TAXES AND ASSESSMENTS AND  
(ii) AUTHORIZING AND DIRECTING FINANCIAL INSTITUTIONS TO HONOR AND  
PROCESS RELATED CHECKS AND TRANSFERS**

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1. The Debtors in these chapter 11 cases are the following entities: Republic Airways Services, Inc.; Shuttle America Corporation; Republic Airline Inc.; Republic Airways Holdings Inc.; Midwest Air Group, Inc.; Midwest Airlines, Inc.; and Skyway Airlines, Inc. The Debtors' employer tax identification numbers and addresses are set forth in their respective chapter 11 petitions.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Republic Airways Holdings Inc. (“RAH”), and certain of its wholly-owned direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively with RAH, “Republic” or the “Debtors”), respectfully represent:

**Background**

1. On the date hereof (the “Commencement Date”) each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of title 11, United States Code (the “Bankruptcy Code”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of unsecured creditors has been appointed in these cases.

2. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of their chapter 11 cases for procedural purposes only pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

**Republic’s Business**

3. RAH is a holding company whose common stock is traded on the NASDAQ under the symbol “RJET.” RAH provides scheduled regional passenger services through its wholly-owned operating air carrier subsidiaries, Shuttle America Corporation (“Shuttle America”) and Republic Airline Inc. (“Republic Airline”). Republic offers approximately 1,000 flights daily to 105 cities in 38 states, Canada, the Caribbean, and the Bahamas through Republic’s fixed-fee code-share agreements with United Continental Holdings, Inc. (“United”), Delta Air Lines, Inc. (“Delta”), and American Airlines Group, Inc. (“American,” and collectively with United and Delta, the “Codeshare Partners”), operating under the

designations of United Express, Delta Connection, and American Eagle, including service out of the Codeshare Partners' respective hubs and focus cities. Republic's operational fleet consists of approximately 230 aircraft.

4. As of January 31, 2016, on a consolidated basis, Republic had assets and liabilities of \$3,561,000,000 and \$2,971,000,000 (unaudited). For the year ended December 31, 2015, on a consolidated basis, Republic had operating revenue of \$1,343,900,000, operating expenses of \$1,259,200,000, and a net loss of \$27,117,000 (unaudited). In 2015, Republic carried 21,900,000 passengers an average of 479 miles per passenger, with a passenger load factor of 79.2%.

5. Detailed information regarding Republic's business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2, filed with the Court on the Commencement Date.

### **Jurisdiction**

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Prepetition Taxes and Assessments**

7. Prior to the commencement of these chapter 11 cases and in the ordinary course of business, Republic collected, withheld, or incurred various taxes, fees, and other charges (collectively, the "Prepetition Taxes and Assessments") for periodic remittance to federal, state, and local government and quasi-governmental authorities (collectively, the "Governmental Authorities").

8. The Prepetition Taxes and Assessments generally fall into the following categories: Sales and Use Taxes, State Fuel Taxes, Property Taxes, State and Local Income Taxes, Franchise Taxes and Fees, and Other Taxes (each as defined and described below).<sup>2</sup> Although Republic is generally current with respect to its tax obligations, Republic estimates that approximately \$4.3 million in Prepetition Taxes and Assessments collected, withheld, or incurred before the Commencement Date have not yet become due and payable, and therefore, have not yet been paid or remitted to the applicable Governmental Authorities. Republic proposes to pay \$399,000 with respect to Prepetition Taxes and Assessments in the first thirty days of these cases.

Sales and Use Taxes

9. Republic collects or incurs various general sales and use taxes (“Sales and Use Taxes”) which it is required to remit periodically to the applicable Governmental Authorities. Approximately \$800 in Sales and Use Taxes were incurred or collected by Republic prior to the Commencement Date, but have not yet been remitted to the relevant Governmental Authorities.

State Fuel Taxes

10. Certain states impose taxes on the purchase of diesel fuel, gasoline, and aviation fuels (collectively, the “State Fuel Taxes”). The Fuel Taxes must be remitted to each applicable Governmental Authority on a periodic basis. Republic estimates that, as of the Commencement Date, approximately \$10,600 is owed to the Governmental Authorities for Fuel Taxes.

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2. Republic believes that the list of Prepetition Taxes and Assessments is a comprehensive list of obligations. To the extent that any obligation was inadvertently omitted, the term “Prepetition Taxes and Assessments” includes such obligation.

### Property Taxes

11. Republic owns and leases real and personal property located in various states throughout the country that is subject to state and local real and personal property taxes (the "Property Taxes"). Republic pays approximately \$9.25 million each year in Property Taxes. It is critical that Republic be able to pay any Property Taxes where under applicable law the failure to pay may give rise to a statutory lien. For the years 2014 and 2015, Republic estimates that approximately \$2.8 million in Property Taxes have accrued but have not yet been paid. For the year 2016, Republic estimates that its prorated accrued Property Tax obligations as of the Commencement Date aggregate approximately \$1.54 million.

### State and Local Income Taxes

12. Under applicable laws, state or local Governmental Authorities levy taxes based on Republic's income, and in some states, would be entitled to statutory liens on Republic's property if these income taxes are not paid. Republic estimates that its annual obligation with respect to state and local income taxes is approximately \$14,000. Republic believes that it is current with respect to state and local income taxes have accrued or relate to the period before the Commencement Date (collectively, "State and Local Income Taxes").

### Franchise Taxes and Fees

13. Republic also is required to pay certain state and local franchise taxes, annual report fees, and privilege fees (the "Franchise Taxes and Fees"), which are taxes assessed by state and local Governmental Authorities for the privilege of doing business within a particular jurisdiction. Franchise Taxes and Fees are generally paid to the Governmental Authority annually. Republic estimates that approximately \$518,000 in Franchise Taxes and Fees have accrued or relate to the period before the Commencement Date but have not yet been paid.

Other Taxes

14. In addition to the foregoing taxes, charges, and fees, Republic collects, withholds, or incurs various other taxes, fees and charges, including but not limited to, liquor license fees, other license and permit fees, and other federal, state or local taxes, charges, and fees for which an officer, director, or employee of Republic could have personal liability (including, without limitation, any amounts required to be withheld or collected under applicable law) (collectively, “Other Taxes”). Republic is required to remit or pay Other Taxes to the applicable Governmental Authorities on a periodic basis. Republic estimates that approximately \$625 in Other Taxes have been collected or incurred by Republic with respect to the period before the Commencement Date and have not yet been remitted or paid to the applicable Governmental Authorities.

**Relief Requested**

15. By this motion, Republic seeks authority, pursuant to sections 105(a), 363(b), 507(a)(8), and 541 of the Bankruptcy Code, to pay in its sole discretion, or otherwise satisfy, Prepetition Taxes and Assessments, whether asserted prior to or after the Commencement Date, including all Prepetition Taxes and Assessments subsequently determined upon audit, or otherwise, to be owed.<sup>3</sup> A proposed form of order granting the relief requested on an interim basis is annexed hereto.

16. Republic also requests that the Court authorize and direct the banks and other financial institutions at which Republic maintains disbursement accounts, including without limitation, the banks and other financial institutions identified on Schedule 1 to the

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3. By this motion, Republic is not seeking authority to pay (i) employee withholding taxes, which are the subject of a separate motion seeking payment of employee wages and other benefits or (ii) taxes owed to foreign taxing authorities, which are the subject of a separate motion seeking payment of prepetition claims to foreign vendors, including payment of prepetition foreign taxes.

proposed order (collectively, the “Banks”) to receive, process, honor, and pay, at Republic’s direction, to the extent of funds on deposit or otherwise available, any and all checks drawn or electronic fund transfers requested or to be requested by Republic relating to Prepetition Taxes and Assessments. Republic also seeks authority to issue new postpetition checks, or effect new funds transfers, with respect to Prepetition Taxes and Assessments to replace any prepetition checks or electronic fund transfer requests that may be lost, dishonored, or rejected as a result of the commencement of the chapter 11 cases.

**The Relief Requested Is an Exercise of  
Sound Business Judgment and Necessary  
To Republic’s Effective Reorganization**

17. Section 363(b)(1) of the Bankruptcy Code provides, in pertinent part, that “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” And it is well-established that a court may authorize a debtor to pay certain prepetition obligations pursuant to section 363(b) when there is a sound business justification for doing so. *E.g.*, *Official Comm. of Unsecured Creditors v. Enron Corp. (In re Enron Corp.)*, 335 B.R. 22, 27-28 (S.D.N.Y. 2005) (quoting *In re Lionel Corp.*, 722 F.2d 1063, 1071 (2d Cir. 1983)); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989).

18. The business judgment rule is satisfied where “the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.” *Official Comm. of Subordinated Bondholders v. Integrated Res. Inc. (In re Integrated Res., Inc.)*, 147 B.R. 650, 656 (S.D.N.Y. 1992) (quoting *Smith v. Van Gorkom*, 488 A.2d 858, 872 (Del. 1985)), *appeal dismissed*, 3 F.3d 49 (2d Cir. 1993). “Where the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to

the debtor's conduct." *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986).

19. Moreover, section 1107(a) of the Bankruptcy Code "contains an implied duty of the debtor-in-possession" to act as a fiduciary to "protect and preserve the estate, including an operating business' going-concern value," on behalf of the debtor's creditors and other parties in interest. *In re CEI Roofing, Inc.*, 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (quoting *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002)). Consistent with these fiduciary duties, courts have authorized payment of prepetition obligations, *see Ionosphere*, 273 B.R. at 175, and recognize that in certain cases, a debtor's fiduciary duty can "only be fulfilled by the preplan satisfaction of a prepetition claim." *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002).

20. The Court also may rely upon its equitable powers under section 105(a) of the Bankruptcy Code, which empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of" the Bankruptcy Code. *See Schwartz v. Aquatic Dev. Group, Inc. (In re Aquatic Dev. Group, Inc.)*, 352 F.3d 671, 680 (2d Cir. 2003) ("it is axiomatic that bankruptcy courts are 'courts of equity, empowered to invoke equitable principles to achieve fairness and justice in the reorganization process'") (quoting *In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994)).

21. In a long line of well-established cases, courts consistently have permitted postpetition payment of prepetition obligations where necessary to preserve or enhance the value of a debtor's estate for the benefit of all creditors. *See, e.g., In re Fin. News Network, Inc.*, 134 B.R. 732, 735-36 (Bankr. S.D.N.Y. 1991) ("[A] bankruptcy court may allow pre-plan payments of prepetition obligations where such payments are critical to the debtor's reorganization");



*Ionosphere*, 98 B.R. at 175 (citing *Miltenberger v. Logansport, C&S W.R. Co.*, 106 U.S. 286, 312 (1882) (payment of pre-receivership claim before reorganization permitted to prevent stoppage of “indispensable business relations”)); *Mich. Bureau of Workers’ Disability Comp. v. Chateaugay Corp. (In re Chateaugay Corp.)*, 80 B.R. 279, 285-86 (S.D.N.Y. 1987) (approving lower court order authorizing payment of prepetition wages, salaries, expenses, and benefits).

22. This “doctrine of necessity” functions in a chapter 11 reorganization as a mechanism by which the Court can exercise its equitable power to allow payment of critical prepetition claims not explicitly authorized by the Bankruptcy Code. See *In re Lehigh & New England Ry. Co.*, 657 F.2d 570, 581 (3d Cir. 1981) (quoting *In re Penn Cent. Transp. Co.*, 467 F.2d 100, 102 n.1 (3d Cir. 1972) (“[T]he ‘necessity of payment’ doctrine [permits] immediate payment of claims of creditors where those creditors will not supply services or material essential to the conduct of the business until their pre-reorganization claims shall have been paid.”); *In re Boston & Me. Corp.*, 634 F.2d 1359, 1382 (1st Cir. 1980) (recognizing “existence of a judicial power to authorize trustees in reorganization to pay claims [for] goods and services indispensably necessary” to debtors’ continued operation); *In re Quality Interiors, Inc.*, 127 B.R. 391, 396 (Bankr. N.D. Ohio 1991) (“A general practice has developed...where bankruptcy courts permit the payment of certain pre-petition claims, pursuant to 11 U.S.C. § 105, where the debtor will be unable to reorganize without such payment.”); *In re Structurelite Plastics Corp.*, 86 B.R. 922, 931 (Bankr. S.D. Ohio 1988) (“[A] *per se* rule proscribing the payment of pre-petition indebtedness may well be too inflexible to permit the effectuation of the rehabilitative purposes of the Code”). The rationale for the doctrine of necessity is consistent with the paramount goal of chapter 11— “facilitating the continued operation and rehabilitation of the debtor.” *Ionosphere*, 98 B.R. at 176.

23. The relief requested by Republic satisfies the foregoing standards.

Payment of the Prepetition Taxes and Assessments is critical to Republic's uninterrupted operations and successful administration of these chapter 11 cases. Nonpayment of these obligations may cause certain Governmental Authorities to take precipitous action, including, but not limited to, preventing Republic from conducting business in applicable jurisdictions, seeking to modify the automatic stay, subjecting Republic's directors and officers to personal liability for nonpayment of taxes, and asserting liens against Republic's real and personal property, all of which would disrupt the company's day-to-day operations, hinder the efficient and effective administration of these chapter 11 cases, and burden the estates with unnecessary expenses. Further, payment of the Prepetition Taxes and Assessments may actually reduce the amounts ultimately paid to the Governmental Authorities, and thus expand Republic's estates, because penalties and interest will be avoided by prompt payment. Accordingly, payment of the Prepetition Taxes and Assessments is an exercise of sound business judgment and necessary to Republic's effective reorganization.

Many of the Prepetition Taxes and Assessments Are Priority Claims

24. Many, if not all, of the Prepetition Taxes and Assessments are entitled to priority status under section 507(a)(8) of the Bankruptcy Code. For example, priority status is afforded to unsecured claims of governmental units for a tax on or measured by income or gross receipts for a taxable year ending on or before the Commencement Date (11 U.S.C. § 507(a)(8)(A)), property taxes incurred before the Commencement Date and last payable without penalty after one year before the Commencement Date (*Id.* § 507(a)(8)(B)), and taxes required to be collected or withheld and for which the debtor is liable in whatever capacity (*Id.* § 507(a)(8)(C)).

25. As priority claims, such Prepetition Taxes and Assessments must be paid in full before any general unsecured obligations of the Debtors may be satisfied. Accordingly, the relief requested herein will only affect the timing of the payment of the Prepetition Taxes and Assessments and will not prejudice the rights of general unsecured creditors or other parties in interest.

Interest and Penalties May Accrue on Certain Unpaid Property Taxes

26. Pursuant to applicable state law, the obligation to pay real property taxes and, depending on the jurisdiction, personal property taxes, generally is secured by a lien on the property for which these taxes are incurred. *See, e.g., Van Prooyen Builders, Inc. v. Lambert*, 907 N.E.2d 1032, 1035 (Ind. Ct. App. 2009) (explaining that the State acquires a lien on property for property taxes levied against it); *Conseco Fin. Servicing Corp. v. J&J Mobile Homes, Inc.*, 120 S.W.3d 878, 881 (Tex. App. 2003) (“on January 1 of each year, a tax lien attaches to property to secure the payment of all taxes imposed for the year”); *Whayne Supply Co., Inc. v. Com. Revenue Cabinet*, 925 S.W.2d 185, 187 (Ky. 1996) (noting that “the tax lien attaches to all property owned or subsequently acquired by the taxpayer”); *Phelps County v. Anderson*, 508 N.W.2d 314,315 (Neb. Ct. App. 1993) (state statute providing that “unpaid real estate taxes are a first lien ‘on the real estate taxed’”); *In re Helms*, 284 S.E.2d 553, 554 (N.C. Ct. App. 1981) (noting that liens attached to real property where real property taxes were past due). And, pursuant to section 506(b) of the Bankruptcy Code, postpetition interest and charges may accrue on such secured claims:

To the extent that an allowed secured claim is secured by property the value of which, after any recovery under subsection (c) of this section, is greater than the amount of such claim, there shall be allowed to the holder of such claim, interest on such claim, and any reasonable fees, costs, or charges provided for under the agreement or State statute under which such claim arose.

27. Thus, during the chapter 11 cases, interest or penalties may accrue on unpaid Property Taxes that have become secured by a statutory lien. *See United States v. Ron Pair Enters., Inc.*, 489 U.S. 235, 238–49 (1989) (holding that section 506(b) entitles a creditor to receive postpetition interest on a nonconsensual oversecured claim allowed in a bankruptcy case). Timely payment of the Property Taxes, however, will enable Republic to avoid such interest and penalties and conserve resources.

Certain Prepetition Taxes and Assessment May Not Be Property of the Estates

28. Certain of the Prepetition Taxes and Assessments may constitute “trust fund” taxes, which are collected or withheld by Republic on behalf of the applicable Governmental Authority, and thus, are held in trust by Republic. *See, e.g.*, I.R.C. § 7501 (certain federal sales and other excise taxes are held in trust). As such, those Prepetition Taxes and Assessments are not property of Republic’s estates under section 541 of the Bankruptcy Code. *See, e.g., Begier v. IRS*, 496 U.S. 53, 59–61 (1990) (withholding taxes are property held by the debtor in trust for another, and therefore, are not property of the debtors’ estates); *see generally In re Columbia Gas Sys., Inc.*, 997 F.2d 1039, 1059–61 (3d Cir. 1993) (even if a statute does not establish an express trust, a constructive trust may be found).

29. Traditional “trust fund” taxes include sales taxes which are collected by sellers from their customers and then remitted to the relevant Governmental Authorities. *See, e.g., DeChiaro v. N. Y. State Tax Comm’n*, 760 F.2d 432, 433 (2d Cir. 1985) (sales taxes are “trust fund” taxes). In certain situations, however, courts have extended the definition of “trust fund” taxes to include taxes that would not traditionally fall into the definition of “trust fund” taxes, such as use taxes. *See Illinois Dept. of Revenue v. Hayslett/Judy Oil, Inc.*, 426 F.3d 899, 902 (7th Cir. 2005) (noting that a use tax is similar to traditional “trust fund” taxes and can never be discharged in bankruptcy).

30. Accordingly, here, certain of the Prepetition Taxes and Assessments, including the Sales and Use Taxes, may be considered “trust fund” taxes. Such Prepetition Taxes and Assessments may not be property of Republic’s estates, and thus, would not be available for the satisfaction of creditors’ claims. Further, any Prepetition Taxes and Assessments that may be considered “trust fund” taxes for purposes of the Bankruptcy Code would likely be afforded priority status under section 507(a)(8)(A) of the Bankruptcy Code in any event.

Officers and Directors Should Not Be Subjected to Assertions of Personal Liability

31. Many federal, state, and local statutes hold officers and directors of collecting entities personally liable or criminally responsible for certain taxes owed by those entities. To the extent that certain Prepetition Taxes and Assessments remain unpaid, Republic and Republic’s officers, directors, and other employees may be subject to lawsuits or criminal prosecution during the pendency of these chapter 11 cases. *United States v. Energy Res. Co.*, 495 U.S. 545, 546–47 (1990) (to the extent that an employer fails to pay income taxes or social security taxes, 26 U.S.C. § 6672 authorized the government to collect an equivalent sum directly from the employer’s officers or employees who are responsible for collecting the tax); *IRS v. Kaplan (In re Kaplan)*, 104 F.3d 589, 591 n.1 (3d Cir. 1997) (the Internal Revenue Code authorizes the government to collect certain taxes directly from the corporation’s officers or employees who are responsible for collecting these taxes). Any such lawsuit or criminal prosecution, and any ensuing liability, would distract Republic and its personnel from important tasks related to the chapter 11 cases. The active participation of Republic’s officers, directors, and other employees is integral to the company’s continued operations to ensure the orderly administration of these cases and to maximize value for all parties in interest.

**The Court Should Authorize and Direct Banks and Other  
Financial Institutions to Honor and Pay Checks Issued and Make  
Other Transfers to Pay Prepetition Taxes and Assessments**

32. Republic requests that the Court authorize and direct the Banks to receive, process, honor, and pay, at Republic's direction, to the extent of funds on deposit or otherwise available, any and all checks drawn or electronic fund transfers requested or to be requested by Republic relating to the payment of Prepetition Taxes and Assessments. Republic also seeks authority to issue new postpetition checks, or effect new electronic fund transfers, with respect to Prepetition Taxes and Assessments to replace any prepetition checks or transfer requests that may be lost, dishonored, or rejected as a result of the commencement of the chapter 11 cases.

**Reservation of Rights**

33. Nothing contained herein is intended to be or shall be construed as (a) an admission as to the validity or priority of any claim against Republic, (b) a waiver of Republic's or any appropriate party in interest's rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission of the validity or priority of any claim or a waiver of Republic's rights to dispute such claim subsequently.

**Fed. R. Bankr. P. 6003 Is Satisfied**

34. Fed. R. Bankr. P. 6003 provides that to the extent "relief is necessary to avoid immediate and irreparable harm," a Bankruptcy Court may approve a motion to "pay all or part of a claim that arose before the filing of the petition" prior to twenty-one days after the Commencement Date. As described herein above, Republic's ability to pay Prepetition Taxes and Assessments in its discretion is critical to its successful reorganization and the preservation

of its estates. Failure to pay any of the Prepetition Taxes and Assessments may result in Governmental Authorities taking actions that may interfere with Republic's reorganization efforts, including asserting liens on Republic's property, asserting penalties or significant interest on past-due taxes, and possibly bringing personal liability actions against the Debtors' directors, officers, and other employees. Republic submits that the relief requested herein is necessary to avoid immediate and irreparable harm, and therefore, rule 6003 is satisfied.

**Waiver of Fed. R. Bankr. P. 6004(a) and 6004(h)**

35. To implement the foregoing immediately, Republic seeks a waiver of the notice requirements under Fed. R. Bankr. P. 6004(a) and the fourteen-day stay of an order authorizing the use, sale, or lease of property under rule 6004(h).

**Notice**

36. Notice of this motion is being provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the ten largest secured claims against Republic (on a consolidated basis), (iii) the holders of the forty largest unsecured claims against Republic (on a consolidated basis), (iv) the attorneys for the agents under Republic's prepetition revolving credit facilities, (v) the attorneys for Republic's Codeshare Partners, (vi) the International Brotherhood of Teamsters, (vii) the Securities and Exchange Commission, (viii) the Internal Revenue Service, (ix) the Office of the United States Attorney for the Southern District of New York, and (x) the Banks. Republic submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be given.

37. No previous request for the relief sought herein has been made by Republic to this or any other Court.

WHEREFORE Republic respectfully requests (i) entry of an order substantially in the form annexed hereto granting the relief requested herein on an interim basis, (ii) entry of an order granting the relief requested herein on a final basis, and (iii) such other and further relief as is just.

Dated: New York, New York  
February 25, 2016

/s/ Bruce R. Zirinsky

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*Proposed Attorneys for the Debtors and  
Debtors in Possession*



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-\_\_\_\_\_ (\_\_\_)**  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**

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**INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 363(b),  
507(a)(8) & 541 (i) AUTHORIZING, BUT NOT DIRECTING, DEBTORS  
TO PAY PREPETITION TAXES AND ASSESSMENTS AND (ii) AUTHORIZING  
AND DIRECTING FINANCIAL INSTITUTIONS TO HONOR AND  
PROCESS RELATED CHECKS AND TRANSFERS**

A hearing having been held on \_\_\_\_\_, 2016 (the "Hearing"), to consider the motion, dated February 25, 2016 (the "Motion"),<sup>2</sup> of Republic Airways Holdings Inc. ("RAH"), and certain of its wholly-owned direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively with RAH, "Republic" or the "Debtors"), pursuant to sections 105(a), 363(b), 507(a)(8), and 541 of title 11, United States Code (the "Bankruptcy Code"), for entry of an order (i) authorizing, but not directing, Republic to pay certain taxes, fees, and other charges collected, withheld, or incurred prior to the commencement of these chapter 11 cases, including without limitation Sales and Use Taxes, State Fuel Taxes, Property Taxes, State and Local Income Taxes, Franchise Taxes and Fees, and Other Taxes (each, as defined in the Motion, and collectively, the "Prepetition Taxes and Assessments") and (ii) authorizing and directing the banks and other financial institutions at

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1. The Debtors in these chapter 11 cases are the following entities: Republic Airways Services, Inc.; Shuttle America Corporation; Republic Airline Inc.; Republic Airways Holdings Inc.; Midwest Air Group, Inc.; Midwest Airlines, Inc.; and Skyway Airlines, Inc. The Debtors' employer tax identification numbers and addresses are set forth in their respective chapter 11 petitions.
  2. Capitalized terms not otherwise herein defined shall have the meanings ascribed to them in the Motion.

which Republic maintains disbursement accounts, including without limitation, the banks and other financial institutions identified on Schedule 1 to this Order (collectively, the “Banks”) to honor and process related checks and automatic or other electronic fund transfers, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the ten largest secured claims against Republic (on a consolidated basis), (iii) the holders of the forty largest unsecured claims against Republic (on a consolidated basis), (iv) the attorneys for the agents under Republic’s prepetition revolving credit facilities, (v) the attorneys for Republic’s Codeshare Partners, (vi) the International Brotherhood of Teamsters, (vii) the Securities and Exchange Commission, (viii) the Internal Revenue Service, (ix) the Office of the United States Attorney for the Southern District of New York, and (x) the Banks (collectively, the “Notice Parties”), and it appearing that no other or further notice need be given; and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 having been filed contemporaneously with the Motion (the “Bedford Declaration”); and upon the Motion, the papers in support thereof and the responses thereto, if any, the Bedford Declaration, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Fed. R. Bankr. P. 6003, and is in the best interests of Republic, its estates,

creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted on an interim basis, as provided herein; and it is further

ORDERED that Republic is authorized, but not directed, to pay in its sole discretion, or otherwise satisfy, Prepetition Taxes and Assessments due and payable to all governmental authorities or tax administrators, including any Prepetition Taxes and Assessments subsequently determined upon audit, or otherwise, to be owed to governmental authorities; and it is further

ORDERED that each of the Banks is hereby authorized and directed to receive, process, honor, and pay, at Republic's direction, to the extent of funds on deposit or otherwise available, any and all checks drawn or automatic or other electronic fund transfers requested or to be requested by Republic in respect of Prepetition Taxes and Assessments; and it is further

ORDERED that Republic is authorized, but not directed, to issue new postpetition checks, or effect new automatic or other electronic fund transfers, in respect of Prepetition Taxes and Assessments to replace any prepetition checks or electronic fund transfers requests that may be lost, dishonored, or rejected as a result of the commencement of these chapter 11 cases; and it is further

ORDERED that nothing in the Motion or this Order shall be deemed to authorize Republic to accelerate any payments not otherwise due and payable prior to the date of the hearing to consider entry of an order granting the relief requested in the Motion on a final basis (the "Final Hearing"); and it is further

ORDERED that (i) nothing contained in this Order or in the Motion is intended to be or shall be construed as (a) an admission as to the validity or priority of any claim against Republic, (b) a waiver of Republic's or any appropriate party in interest's rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code and (ii) any payment made pursuant to this Order is not intended to be and shall not be construed as an admission to the validity or priority of any claim or a waiver of Republic's rights to dispute such claim subsequently; and it is further

ORDERED that notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party; and it is further

ORDERED that the requirements of Fed. R. Bankr. P. 6003(b) have been satisfied; and it is further

ORDERED that the requirements of Fed. R. Bankr. P. 6004(a) are hereby waived; and it is further

ORDERED that pursuant to Fed. R. Bankr. P. 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that within three (3) business days after entry of this Order, Republic shall serve a copy hereof upon each of (i) the Notice Parties and (ii) the governmental authorities identified on Schedule 2 hereto; and it is further

ORDERED that the Final Hearing on the Motion shall be held on \_\_\_\_\_, **2016 at \_\_: \_\_.m. (Eastern Time)**, and any objections or responses to the Motion and entry of an order granting the relief requested on a final basis shall be in writing, filed with the Court in accordance with local rules and orders of the Court, and served upon (i) the proposed attorneys

for the Debtors, Zirinsky Law Partners PLLC, 375 Park Avenue, Suite 2607, New York, New York 10152 (Attn: Bruce R. Zirinsky, Esq. (bzirinsky@zirinskylaw.com), Sharon J. Richardson, Esq. (srichardson@zirinskylaw.com), and Gary D. Ticoll, Esq. (gticoll@zirinskylaw.com)) and Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004 (Attn: Christopher K. Kiplok, Esq. (chris.kiplok@hugheshubbard.com) and Ramsey Chamie, Esq. (ramsey.chamie@hugheshubbard.com)) and (ii) the Notice Parties, in each case so as to be received no later than at **4:00 p.m. (Eastern Time) on \_\_\_\_\_, 2016**; and it is further

ORDERED that this Order is effective only from the date of entry through this Court's disposition of the Motion on a final basis; provided that the Court's ultimate disposition of the Motion on a final basis shall not impair or otherwise affect any action taken pursuant to this Order; and it is further

ORDERED that Republic is authorized to take all steps necessary to carry out this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2016

\_\_\_\_\_  
United States Bankruptcy Judge

**Schedule 1**

**Banks and Other Financial Institutions**

<b>Entity</b>	<b>Bank</b>	<b>Acct Last 4</b>	<b>Type</b>	<b>Cur.</b>
Republic Airways Holdings Inc.	Bank of America	9785	Operating	USD
Republic Airways Holdings Inc.	Bank of America	1560	Accounts Payable	USD
Republic Airways Holdings Inc.	Bank of America	9670	Manual Payroll	USD
Republic Airways Holdings Inc.	Bank of America	7605	LC Restricted Cash	USD
Republic Airways Holdings Inc.	Bank of America	3476	Securities Custody	USD
Republic Airline Inc.	Bank of America	2600	Operating	USD
Republic Airline Inc.	Bank of America	1586	Accounts Payable	USD
Republic Airline Inc.	Bank of America	3160	Manual Payroll	USD
Shuttle America Corporation	Bank of America	3814	Operating	USD
Shuttle America Corporation	Bank of America	7108	Accounts Payable	USD
Shuttle America Corporation	Bank of America	9819	Manual Payroll	USD
Shuttle America Corporation	Bank of America (Canada)	8207	Operating	CAD
Shuttle America Corporation (Chautauqua)	Bank of America	4556	Operating	USD
Midwest Air Group, Inc.	Bank of America	9120	Operating	USD
Republic Airline Inc.	JPMorgan	1038	Operating	USD
Republic Airways Holdings Inc.	JPMorgan	1038	Operating	USD
Shuttle America Corporation	JPMorgan	6755	Operating	USD
Republic Airways Services, Inc.	JPMorgan	3380	Operating	USD
Republic Airways Holdings Inc.	JPMorgan	0690	Investments Clearing	
Republic Airline Inc.	US Bank	7576	ACH	USD
Shuttle America Corporation	US Bank	7865	ACH	USD
Republic Airways Holdings Inc.	Deutsche Bank	0741	Irrevocable Trust	USD
Republic Airways Holdings Inc.	Key Bank	0496	Operating	USD
Republic Airways Holdings Inc.	Key Bank	4121	Accounts Payable	USD
Republic Airways Holdings Inc.	Key Bank	4139	Manual Payroll	USD
Republic Airline Inc.	Key Bank	0520	Operating	USD
Republic Airline Inc.	Key Bank	4105	Accounts Payable	USD
Republic Airline Inc.	Key Bank	4113	Manual Payroll	USD
Shuttle America Corporation	Key Bank	0553	Operating	USD
Shuttle America Corporation	Key Bank	4147	Accounts Payable	USD
Shuttle America Corporation	Key Bank	4154	Manual Payroll	USD
Shuttle America Corporation	Key Bank	0835	Operating	CAD
Midwest Air Group, Inc.	Key Bank	0587	Operating	USD

**Schedule 2**

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
<b>Sales and Use</b>		
Arizona Department of Revenue	P.O. Box 29010 Phoenix, AZ 85038-9010	Republic Airline Inc.
Arkansas Department of Finance and Administration	Ledbetter Building 1816 W 7th, Ste. 1330 Little Rock, AR 72201	Republic Airline Inc.
City and County of Denver - Department of Revenue	P.O. Box 660860 Dallas, TX 75266-0860	Republic Airline Inc. Shuttle America Corporation
City of Phoenix Treasurer	P.O. Box 29125 Phoenix, AZ 85038-9125	Republic Airline Inc.
Colorado Department of Revenue	P.O. Box 17087 Denver, CO 80217-0087	Republic Airline Inc. Shuttle America Corporation
Comptroller of Maryland – Revenue Administration Division	112 Baltimore St. Cumberland, Maryland 21502	Republic Airline Inc.
Connecticut Department of Revenue Services	25 Sigourney Street Hartford, CT 06106	Republic Airline Inc. Shuttle America Corporation
Florida Department of Revenue	5050 West Tennessee Street Tallahassee, FL 32399	Republic Airline Inc.
Georgia Department of Revenue	P.O. Box 105136 Atlanta, GA 30348-5136	Republic Airline Inc. Shuttle America Corporation
Illinois Department of Revenue	P.O. Box 19001 Springfield, IL 62794-9001	Republic Airline Inc. Shuttle America Corporation
Indiana Department of Revenue	103 E Jefferson Blvd #350 South Bend, IN 46601	Republic Airline Inc. Shuttle America Corporation Republic Airways Holdings Inc.
Kansas Department of Revenue	915 SW Harrison Street Topeka, KS 66612-1588	Republic Airline Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Kentucky Department of Revenue	P.O. Box 181 Station 67 Frankfurt, KY 40602-0181	Republic Airline Inc. Shuttle America Corporation
Louisiana Department of Revenue	P.O. Box 3138 Baton Rouge, LA 70821-3138	Republic Airline Inc.
Maine Revenue Services	51 Commerce Dr. Augusta, ME 04330	Republic Airline Inc.
Michigan Department of Treasury	Lansing, Michigan 48922	Republic Airline Inc. Shuttle America Corporation
Minnesota Department of Revenue	600 North Robert Street St. Paul, MN 55146-6330	Republic Airline Inc. Shuttle America Corporation
Mississippi Department of Revenue	P.O. Box 960 Jackson, MS 39205-0960	Republic Airline Inc.
Missouri Department of Revenue	P.O. Box 840 Jefferson City, MO 65105-0840	Republic Airline Inc. Shuttle America Corporation
New Mexico Taxation and Revenue Department	P.O. Box 25128 Santa Fe, NM 87504-5128	Republic Airline Inc. Shuttle America Corporation
New York State Department of Taxation and Finance - Sales Tax Processing	P.O. Box 15169 Albany, NY 12212-5169	Republic Airline Inc. Shuttle America Corporation
North Carolina Department of Revenue	P.O. Box 25000 Raleigh, NC 27640-0700	Shuttle America Corporation
North Dakota Office of State Tax Commissioner	P.O. Box 5623 Bismarck, ND 58506-5623	Republic Airline Inc.
Ohio Department of Taxation	P.O. Box 16561 Columbus, OH 43216-6561	Republic Airline Inc. Shuttle America Corporation
Oklahoma Tax Commission	P.O. Box 26850 Oklahoma City, OK 73126-0850	Republic Airline Inc.
Pennsylvania Department of Revenue	P.O. Box 280437 Harrisburg, PA 17128-0437	Republic Airline Inc. Shuttle America Corporation
Rhode Island Division of Taxation	P.O. Box 9706 - Dept #300 Providence, RI 02940-9706	Republic Airline Inc. Shuttle America Corporation



<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
State Board of Equalization	P.O. Box 942879 Sacramento, CA 94279-7072	Republic Airline Inc.
State of New Jersey - Division of Taxation	50 Barrack St. Trenton, NJ 08608	Republic Airline Inc. Shuttle America Corporation
Tennessee Department of Revenue	500 Deaderick Street Nashville, TN 37242	Republic Airline Inc. Shuttle America Corporation
Texas Comptroller of Public Accounts	P.O. Box 13528 Capital Station Attn: Sales and Use Austin, TX 78711	Shuttle America Corporation
Utah State Tax Commission	210 North 1950 West Salt Lake City, UT 84134-3310	Republic Airline Inc.
Virginia Department of Taxation	P.O. Box 26627 Richmond, VA 23261-6627	Republic Airline Inc. Shuttle America Corporation
Washington State Department of Revenue	P.O. Box 47464 Olympia, WA 98504-7464	Republic Airline Inc.
Wisconsin Department of Revenue	P.O. Box 8921 Madison, WI 53708-8921	Republic Airline Inc. Shuttle America Corporation
Wyoming Department of Revenue	122 W 25th St, 2W Cheyenne, WY 82002-0110	Republic Airline Inc.
<b>Alcohol</b>		
Alcohol and Gambling Enforcement	445 Minnesota Street Suite 222 Saint Paul, MN 55101	Republic Airline Inc. Shuttle America Corporation
AZ Department of Liquor Licenses and Control	800 W. Washington 5th Floor Phoenix, AZ 85007	Republic Airline Inc.
Colorado DOR Liq. Enforcement Division	P.O. Box 173350 Denver, CO 80217-3350	Shuttle America Corporation
Florida Dept. of Business and Professional Regulation	P.O. Box 6300 Tallahassee, Florida 32314-6300	Republic Airline Inc. Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Georgia Dept. of Revenue	P.O. Box 105136 Atlanta, GA 30348-5136	Republic Airline Inc. Shuttle America Corporation
Illinois Liquor Control Commission	101 W. Jefferson St. MC-3-525 Springfield, IL 62702	Republic Airline Inc. Shuttle America Corporation
Iowa Dept. of Commerce, Alcoholic Beverages Division	1918 Hulsizer Road Ankeny, Iowa 50021	Republic Airline Inc.
Kentucky State Treasurer Dept. of Alcoholic Beverage Control	1003 Twilight Trail Frankfort, KY 40601	Shuttle America Corporation
M & T Bank Lockbox, NY State Liquor Authority	P.O. Box 8000 - Dept. 930 Buffalo, NY 14267	Shuttle America Corporation
Michigan Department of Licensing and Reg. Affairs, Liquor Licenses and Control	P.O. Box 3005 Lansing, Michigan 48909-7505	Republic Airline Inc. Shuttle America Corporation
Mississippi Alcohol Beverage Control - Permit Dept.	P.O. Box 540 Madison, Mississippi 39130-0540	Republic Airline Inc.
New Mexico Regulation and Licensing Dept.	2550 Cerrillos Rd. 2nd Floor P.O. Box 25101 Santa Fe, New Mexico 87505	Republic Airways Holdings Inc.
Ohio Dept. of Commerce, Div. of Liq. Control	6606 Tussing Road P.O. Box 4005 Reynoldsburg, Ohio 43068	Republic Airline Inc. Shuttle America Corporation
PA License Control Board	P.O. Box 8940 Harrisburg, PA 17105-8940	Republic Airline Inc. Shuttle America Corporation
State of Nebraska Liquor Licenses and Control	P.O. Box 95046 Lincoln, Nebraska 68509-5046	Republic Airline Inc.
State of RI and Providence Plantations, Department of Bus. Reg.	1511 Pontiac Avenue Bldg. 59-1 Cranston, RI 0920	Republic Airline Inc.
Texas Alcoholic Beverage Control	P.O. Box 13127 Austin, Texas 78711	Republic Airline Inc. Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
The Commonwealth of Massachusetts, Alcohol Beverage Control Commission	P.O. Box 3396 Boston, MA 02241-3396	Republic Airline Inc. Shuttle America Corporation
Virginia Department of Alcoholic Beverage Control	2901 Hermitage Road P.O. Box 27491 Richmond, VA 23261	Republic Airline Inc. Shuttle America Corporation
<b>Excise</b>		
Department of the Treasury Internal Revenue Service	Cincinnati, OH 45999-0009	Republic Airline Inc.
<b>Annual Report</b>		
Arizona Corporation Commission - c/o Annual Reports - Corporations Division	1300 West Washington 1st Floor Phoenix, AZ 85007-2929	Republic Airline Inc. Shuttle America Corporation
California Secretary of State	P.O. Box 944230 Sacramento, CA 94244-2300	Republic Airline Inc.
Colorado Department of State	1700 Broadway, Suite 200 Denver, CO 80290	Republic Airline Inc. Shuttle America Corporation Republic Airways Holdings Inc.
Connecticut Department of Revenue Services	25 Sigourney St. Hartford, CT 06106	Republic Airline Inc. Shuttle America Corporation
Delaware Secretary of State - Franchise Tax - Division of Corporations	Townsend Building 401 Federal Street, #3 Dover, DE 19901	Republic Airline Inc. Shuttle America Corporation Republic Airways Holdings Inc.
Florida Department of State - Division of Corporations	P.O. Box 6327 Tallahassee, FL 32314	Republic Airline Inc. Shuttle America Corporation
Georgia Secretary of State	2 M.L.K. Jr. Drive, NW Atlanta, GA 30334	Republic Airline Inc. Shuttle America Corporation
Hawaii Department of Commerce and Consumer Affairs - Business Registration Division	P.O. Box 40 Honolulu, HI 96810	Republic Airline Inc. Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Illinois Secretary of State - Department of Business Services	501 S. Second St Springfield, IL 62756	Republic Airline Inc. Shuttle America Corporation
Indiana Secretary of State	302 W Washington Street Room E-018 Indianapolis, IN 46204	Republic Airline Inc. Shuttle America Corporation Republic Airways Holdings Inc. Republic Airways Services, Inc.
Iowa Secretary of State - Business Services Division	Lucas Building 1st Floor Des Moines, IA 50319	Republic Airline Inc. Shuttle America Corporation
Kansas Secretary of State	Memorial Hall 1st Floor 120 SW 10th Avenue Topeka, KS 66612-1594	Republic Airline Inc. Shuttle America Corporation
Kentucky Office of the Secretary of State - Business Services	P.O. Box 718 Frankfort, KY 40602	Republic Airline Inc. Shuttle America Corporation
Louisiana Secretary of State - Commercial Division	P.O. Box 94125 Baton Rouge, LA 70804-9125	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
Maine Division of Corporations - Reporting and Information Section	101 State House Station Augusta, ME 04333-0101	Republic Airline Inc. Shuttle America Corporation
Massachusetts Secretary of the Commonwealth - Corporations Division	One Ashburton Place Room 1717 Boston, MA 02108-1512	Republic Airline Inc. Shuttle America Corporation
Michigan Department of Licensing and Regulatory Affairs - Corporate Division	P.O. Box 30054 Lansing, MI 48909	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Minnesota Secretary of State - Business Services	Retirement Systems of Minnesota Building 60 Empire Drive Suite 100 St Paul, MN 55103	Republic Airline Inc. Shuttle America Corporation
Mississippi Secretary of State	700 North St. Jackson, MS 39202	Republic Airline Inc. Shuttle America Corporation
Missouri Secretary of State	P.O. Box 1366 Jefferson City, MO 65102	Republic Airline Inc. Shuttle America Corporation
Montana Secretary of State - Business Services	P.O. Box 202801 Helena, MT 59620-2801	Republic Airline Inc. Shuttle America Corporation
Nebraska Secretary of State - Annual Report Section	P.O. Box 94608 Lincoln, NE 68509-4608	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
New Hampshire Secretary of State - Corporation Division -	107 North Main Street Concord, NH 03301-4989	Republic Airline Inc. Shuttle America Corporation
New Jersey Department of State - Annual Report Section	P.O. Box 820 Trenton, NJ 08625-0820	Republic Airline Inc. Shuttle America Corporation Republic Airways Holdings Inc. Republic Airways Services, Inc.
New Mexico Public Regulation Commission	1120 Paseo De Peralta #413 Santa Fe, NM 87501	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
New York Department of State - Division of Corporations	One Commerce Plaza 99 Washington Avenue Albany, NY 12231-0002	Republic Airline Inc. Shuttle America Corporation Republic Airways Services, Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
North Carolina Department of The Secretary of State	P.O. Box 29622 Raleigh, NC 29622-0622	Republic Airline Inc.
North Dakota Secretary of State	600 E Boulevard Avenue Dept. 108 P.O. Box 5513 Bismarck, ND 58506-5513	Republic Airline Inc. Shuttle America Corporation
Oregon Secretary of State - Corporation Division-Annual	136 State Capitol Salem, OR 97310-0722	Republic Airways Holdings Inc. Republic Airline Inc.
Rhode Island Secretary of State - Division of Business Services	148 W River Street Providence, RI 02904-2615	Republic Airways Holdings Inc. Republic Airline Inc.
State of Maryland - Department of Assessments and Taxation - Personal Property Division	P.O. Box 17052 Baltimore, MD 21297-1052	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
Tennessee Secretary of State - Division of Business Services	Snodgrass Tower 312 Rosa L. Parks Avenue 6th Floor Nashville, TN 37243-1102	Republic Airline Inc. Shuttle America Corporation
Utah Division of Corporations & Commercial Code	P.O. Box 146705 Salt Lake City, UT 84114-6705	Republic Airline Inc. Shuttle America Corporation
Vermont Secretary of State	128 State St. Montpelier, VT 05633	Republic Airline Inc. Shuttle America Corporation
Virginia State Corporation Commission - Clerk's Office	1300 E Main St Richmond, VA 23219	Republic Airline Inc. Shuttle America Corporation
Washington Secretary of State- Business Licensing Service	P.O. Box 9034 Olympia, WA 98507-9034	Republic Airline Inc. Shuttle America Corporation
West Virginia Secretary of State's Office	1900 Kanawha Blvd. East Bldg 1, Suite 157-K Charleston, WV 25305-0770	Republic Airline Inc. Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Wisconsin Department of Financial Institutions - Corporation & Consumer Services	Drawer 554 Milwaukee, WI 53293-0554	Republic Airline Inc.
Wyoming Secretary of State	200 West 24th Street State Capitol Building Room 110 Cheyenne, WY 82002-0020	Republic Airline Inc. Shuttle America Corporation
<b>Fuel</b>		
Minnesota Department of Revenue	Mail Station 3333 St. Paul, MN 55146-3333	Shuttle America Corporation
New Jersey Department of Treasury - Division of Taxation	P.O. Box 243 Trenton, NJ 08695	Republic Airline Inc.
New York State Department of Taxation and Finance - Petroleum Business Tax	P.O. Box 1833 Albany, NY 12212-1833	Republic Airline Inc. Shuttle America Corporation
Virginia Department of Motor Vehicles	P.O. Box 27412 Richmond, VA 23269	Republic Airline Inc. Shuttle America Corporation
<b>Property Tax</b>		
Alameda County Tax Collector	1221 Oak Street Oakland, CA 94612-4285	Republic Airline Inc.
Aldine Independent School District	P.O. Box 203989 Houston, TX 77216-3989	Republic Airline Inc. Shuttle America Corporation
Arizona Department of Revenue - Property Tax Division	1600 West Monroe Phoenix, AZ 85007	Republic Airline Inc.
Bernalillo County Treasurer	One Civic Plaza NW Basement Albuquerque, NM 87102	Republic Airline Inc. Shuttle America Corporation
Bexar County Tax Assessor	P.O. Box 2903 San Antonio, TX 98299-2903	Republic Airline Inc.
Blount County Trustee	347 Court St. Courthouse Maryville, TN 37804-5906	Republic Airline Inc. Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Boone County Sheriff	3000 Conrad Lane P.O. Box 198 Burlington, KY 41005	Republic Airways Holdings Inc.
Buncombe County Tax Collector	35 Woodfin Street Suite 204 Asheville, NC 28801-3014	Republic Airline Inc. Shuttle America Corporation
Caddo Parish Tax Collector	P.O. Box 20905 Shreveport, LA 71120-0905	Republic Airline Inc.
Chatham County Tax Commissioner	133 Montgomery Street 1st Floor P.O. Box 9827 Savannah, GA 31412	Republic Airline Inc. Shuttle America Corporation
City and County of Denver - Department of Finance - Treasury Division	Wellington Webb Municipal Bldg 201 West Colfax Ave Denver, CO 80202	Republic Airline Inc. Shuttle America Corporation
City of Boston - Office of Collector of Taxes	P.O. Box 55810 Boston, MA 02205	Republic Airline Inc. Shuttle America Corporation
City of Chattanooga Treasurer	101 E 11th Street Room 100 Chattanooga, TN 37402-4285	Republic Airline Inc.
City of Kenner Property Tax	1801 Williams Blvd Kenner, LA 70062	Republic Airline Inc. Shuttle America Corporation
City of Lafayette Consolidated Government	P.O. Box 4024 Lafayette, LA 70502	Republic Airline Inc.
City of Memphis Treasurer	P.O. Box 185 Memphis, TN 38101-0185	Republic Airline Inc. Shuttle America Corporation
City of Savannah - Revenue Department	P.O. Box 1228 Savannah, GA 31402-1228	Republic Airline Inc. Shuttle America Corporation
City of Warwick Tax Collector	P.O. Box 981027 Boston, MA 02298-1027	Republic Airline Inc.



<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Clayton County Tax Commissioner	121 S. McDonough Street - Administration Annex 3 2nd Floor Jonesboro, GA 30236	Republic Airline Inc. Shuttle America Corporation
Cumberland County Tax Collector	P.O. Box 449 Fayetteville, NC 28302-0449	Republic Airline Inc. Shuttle America Corporation
Department of Finance and Administration - Revenue Division (Miscellaneous Tax)	P.O. Box 896 Little Rock, AR 72203-0896	Republic Airline Inc.
Eagle County Treasurer	P.O. Box 479 500 Broadway Eagle, CO 81631-0479	Republic Airline Inc.
East Baton Rouge Parish Sheriff's Office	P.O. Box 91285 Baton Rouge, LA 70821-9285	Republic Airline Inc.
El Paso County Treasurer	P.O. Box 2018 Colorado Springs, CO 80901-2018	Republic Airline Inc.
Franklin County Treasurer	1016 N. 4th Avenue Pasco, WA 99301	Republic Airways Holdings Inc.
Fresno County Tax Collector	2281 Tulare St. Hall of Records - Room 105 P.O. Box 1192 Fresno, CA 93715-1192	Republic Airline Inc.
Gallatin County Treasurer	311 West Main Room 103 Bozeman, MT 59715	Republic Airline Inc.
Grapevine/Colleyville Area Tax Office	3702 Mustang Drive Grapevine, TX 76051	Republic Airline Inc. Shuttle America Corporation
Green County Collector	940 Booneville Springfield, MO 65802	Republic Airline Inc.
Guilford County Tax Department	P.O. Box 71072 Charlotte, NC 28272-1072	Republic Airline Inc. Shuttle America Corporation
Hamilton County Trustee	625 Georgia Avenue - Room 210 Chattanooga, TN 37402-1494	Republic Airline Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Harris County Tax Assessor Collector	P.O. Box 3547 Houston, TX 77253-3547	Republic Airline Inc. Shuttle America Corporation
Harrison County Tax Collector	P.O. Box 1270 Gulfport, MS 39502	Republic Airline Inc.
Hendricks County Treasurer	P.O. Box 2027 Indianapolis, IN 46206-2027	Republic Airways Holdings Inc.
Jefferson County Sheriff's Office	P.O. Box 34570 Louisville, KY 40232-4570	Republic Airways Holdings Inc. Shuttle America Corporation
Jefferson Parish Sheriff's Office	P.O. Box 130 Gretna, LA 70054-0130	Republic Airline Inc. Shuttle America Corporation
Kentucky Department of Revenue	P.O. Box 491 Frankfort, KY 40601	Republic Airways Holdings Inc.
King County Treasurer	500 Fourth Avenue Room 600 Seattle, WA 98104-1818	Republic Airways Holdings Inc.
La Plata County Treasurer	P.O. Box 99 Durango, CO 81302	Republic Airline Inc. Shuttle America Corporation
Lafayette Parish Sheriff's Office	P.O. Box 52667 Lafayette, LA 70505	Republic Airline Inc.
Laramie County Treasurer	P.O. Box 125 Cheyenne, WY 82003	Shuttle America Corporation
Lenior County Tax Collector	101 N. Queen Street Kinston, NC 28501	Republic Airline Inc.
Los Angeles County Tax Collector	225 North Hill Street Room 122 Los Angeles, CA 90012	Republic Airline Inc.
Loudoun County Treasurer	P.O. Box 1000 Lessburg, VA 20177-1000	Republic Airline Inc.
Madison County Tax Collector	100 Northside Square Huntsville, AL 35801	Republic Airline Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Marion County Treasurer	P.O. Box 6145 Indianapolis, IN 46206-6145	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
Mecklenburg County Tax Collector	P.O. Box 31457 Charlotte, NC 28231-1457	Republic Airline Inc. Shuttle America Corporation
Mesa County Treasurer	P.O. Box 173678 Denver, CO 80217-3678	Republic Airline Inc.
Minnehaha County Treasurer	Administration Building 415 N. Dakota Ave Sioux Falls, SD 57104-2465	Republic Airline Inc.
Minnesota Department of Revenue	Mail Station 3340 St. Paul, MN 55416-3340	Republic Airline Inc. Shuttle America Corporation
Mohave County Treasurer	P.O. Box 111 Kingman, AZ 86402	Republic Airline Inc.
Monterey County Tax Collector	P.O. Box 891 Salina, CA 93902-0891	Republic Airline Inc.
Montrose County Treasurer	P.O. Box 609 Montrose, CO 81402	Republic Airline Inc.
Nashville and Davidson Metropolitan Trustee	P.O. Box 196358 Nashville, TN 37219-6358	Republic Airline Inc. Shuttle America Corporation
Nebraska Department of Revenue - Property Assessment Division	301 Centennial Mall South P.O. Box 98919 Lincoln, NE 68509-8919	Republic Airline Inc. Shuttle America Corporation
Nevada Department of Taxation Centrally Assessed Properties	1550 College Parkway Suite 115 Carson City, NV 89706	Republic Airline Inc.
New Hanover County Tax Office	P.O. Box 18000 Wilmington, NC 28406	Republic Airline Inc. Shuttle America Corporation
Office of the Fayette County Sheriff	P.O. Box 34148 Lexington, KY 40588-4148	Republic Airways Holdings Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Oklahoma County Treasurer	P.O. Box 268875 Oklahoma City, OK 73126-8875	Republic Airways Holdings Inc.
Orange County Tax Collector	P.O. Box 545100 Orlando, FL 32854	Republic Airline Inc.
Pennington County Treasurer	315 St. Joseph Street Suite 214 Rapid City, SD 57701	Republic Airline Inc.
Pima County Treasurer	P.O. Box 29011 Phoenix, AZ 85038-9011	Republic Airline Inc.
Pitkin County Treasurer	506 E. Main Street Suite 201 Aspen, CO 81611-2903	Republic Airline Inc.
Platte County Collector	415 Third Street Suite 40 Platte City, MO 64079-8475	Republic Airline Inc. Shuttle America Corporation
Richmond County Tax Commissioner	530 Greene Street Room 117 Municipal Building Augusta, GA 30901	Republic Airline Inc.
Routt County Treasurer	P.O. Box 770907 Steamboat Springs, CO 80477	Republic Airline Inc.
Sacramento County Treasurer	P.O. Box 508 Sacramento, CA 95812-0508	Republic Airline Inc.
Salt Lake County Treasurer	Salt Lake County Government Center 2001 South State Street #N1200 P.O. Box 410418 Salt Lake City, UT 84141-0418	Republic Airways Holdings Inc.
San Bernardino County Tax Collector	172 West Third Street San Bernardino, CA 92415	Republic Airline Inc.
San Diego County Treasurer-Tax Collector	P.O. Box 129009 San Diego, CA 92112	Republic Airline Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
San Mateo County Tax Collector	555 County Center 1st Floor Redwood City, CA 94063	Republic Airline Inc.
Santa Barbara County Treasurer-Tax Collector	P.O. Box 579 Santa Barbara, CA 93102-0579	Republic Airline Inc.
Santa Clara County Tax Collector	County Government Center East Wing 70 West Hedding Street San Jose, CA 95110-1767	Republic Airline Inc.
SC Department of Revenue	300 Outlet Pointe Blvd. Columbia, SC 29210	Republic Airline Inc. Shuttle America Corporation
Shelby County Trustee	P.O. Box 2751 Memphis, TN 38101-2751	Republic Airline Inc. Shuttle America Corporation
Shreveport City Tax Collector	P.O. Box 30040 Shreveport, LA 71130	Republic Airline Inc.
Spokane County Treasurer	P.O. Box 199 Spokane, WA 99210	Republic Airways Holdings Inc.
St. Louis City Collector of Revenue	1200 Market Street Room 109 St. Louis, MO 63103	Republic Airline Inc. Shuttle America Corporation
Sullivan County Trustee	3411 Highway 126 - Suite 104 Blountville, TN 37617	Republic Airline Inc.
Tarrant County Tax Assessor-Collector	P.O. Box 961018 Fort Worth, TX 76161-0018	Republic Airline Inc. Shuttle America Corporation
Teton County Treasurer	P.O. Box 585 Jackson, WY 83001	Republic Airline Inc.
Travis County Tax Collector	P.O. Box 149328 Austin, TX 78714-9328	Shuttle America Corporation
Tulsa County Treasurer	500 S. Denver Ave. 3rd Floor Tulsa, OK 74103-3840	Republic Airways Holdings Inc.
Tunica County Tax Collector	P.O. Box 655 Tunica, MS 38676	Republic Airline Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Wake County Revenue Department	P.O. Box 96084 Charlotte, NC 28296-0084	Republic Airline Inc. Shuttle America Corporation
Whatcom County Treasurer	311 Grand Ave., Suite 104 Bellingham, WA 98225-4038	Republic Airways Holdings Inc.
Wisconsin Department of Revenue - Manufacturing & Utility Bureau	2135 Rimrock Road MS 6-97 Madison, WI 53713-8971	Republic Airways Holdings Inc.
Yellowstone County Treasurer	P.O. Box 35010 Billings, MT 59107-5010	Republic Airline Inc.
<b>Income / Franchise</b>		
Alabama Department of Revenue	P.O. Box 327435 Montgomery, AL 36132-7435	Republic Airline Inc. Shuttle America Corporation
Arizona Department of Revenue	P.O. Box 29085 Phoenix, AZ 85038-9085	Republic Airways Holdings Inc.
Arkansas Department of Finance and Administration	P.O. Box 919 Little Rock, AR 72203-0919	Republic Airline Inc. Shuttle America Corporation
Battle Creek City Treasurer	P.O. Box 1982 Battle Creek, MI 49016-1982	Shuttle America Corporation
Central Collection Agency - Division of Taxation	P.O. Box 94723 Cleveland, OH 44101-4723	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
Cincinnati Income Tax Division	P.O. Box 637876 Cincinnati, OH 45263-7876	Shuttle America Corporation
City of Dayton	P.O. Box 643700 Cincinnati, OH 45264-3700	Republic Airline Inc. Shuttle America Corporation
City of Flint	P.O. Box 529 Eaton Rapids, MI 48827-0529	Shuttle America Corporation
City of Green	P.O. Box 460 Green, OH 44232-0460	Shuttle America Corporation

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
City of Kansas City	P.O. Box 843322 Kansas City, MO 64184-3222	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
City of Lansing	P.O. Box 40756 Lansing, MI 48901	Shuttle America Corporation
City of Portland	111 SW Columbia Street Suite 600 Portland, OR 97201-5840	Republic Airways Holdings Inc.
Columbus Income Tax Division	P.O. Box 182437 Columbus, OH 43218-2437	Republic Airways Holdings Inc.
Comptroller of Maryland	110 Carroll Street Annapolis, MD 21411-0001	Republic Airline Inc. Shuttle America Corporation
Comptroller of Public Accounts	P.O. Box 149348 Austin, TX 78714-9348	Republic Airways Holdings Inc.
Connecticut Department of Revenue Services	P.O. Box 5014 Hartford, CT 06102-5014	Republic Airways Holdings Inc.
Delaware Division of Revenue	P.O. Box 8751 Wilmington, DE 19899-8751	Republic Airways Holdings Inc.
Fayette County	P.O. Box 55570 Lexington, KY 40555-5570	Shuttle America Corporation
Florida Department of Revenue	P.O. Box 6440 Tallahassee, FL 32314-6440	Republic Airline Inc. Shuttle America Corporation
Georgia Department of Revenue	P.O. Box 105136 Atlanta, GA 30348-5136	Republic Airline Inc. Shuttle America Corporation
Idaho State Tax Commission	P.O. Box 83784 Boise, ID 83707-3784	Republic Airline Inc.
Illinois Department of Revenue	P.O. Box 19045 Springfield, IL 62794-9045	Republic Airways Holdings Inc.
Indiana Department of Revenue	P.O. Box 7228 Indianapolis, IN 46207-7228	Republic Airways Holdings Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Iowa Department of Revenue	P.O. Box 10466 Des Moines, IA 50306-0466	Republic Airline Inc.
Kansas Department of Revenue	915 SW Harrison Street Topeka, KS 66612-1588	Republic Airways Holdings Inc.
Kentucky Department of Revenue	P.O. Box 181 Station 67 Frankfurt, KY 40602-0181	Republic Airways Holdings Inc. Midwest Airlines, Inc.
Louisiana Department of Revenue	P.O. Box 91011 Baton Rouge, LA 70821-9011	Republic Airline Inc. Shuttle America Corporation
Maine Revenue Services	P.O. Box 9101 Augusta, ME 04332-9101	Republic Airways Holdings Inc.
Massachusetts Department of Revenue	P.O. Box 7046 Boston, MA 02204	Republic Airline Inc.
Michigan Department of Treasury	P.O. Box 30774 Lansing, MI 48909-8274	Republic Airways Holdings Inc.
Minnesota Department of Revenue	Mail Station 1260 St Paul, MN 55145-1260	Republic Airways Holdings Inc.
Mississippi Department of Revenue	P.O. Box 23075 Jackson, MS 39225-3075	Republic Airline Inc. Shuttle America Corporation
Missouri Department of Revenue	P.O. Box 3020 Jefferson City, MO 65105-3020	Republic Airways Holdings Inc.
Montana Department of Revenue	P.O. Box 8021 Helena, MT 59604-8021	Republic Airways Holdings Inc.
Nebraska Department of Revenue	P.O. Box 94818 Lincoln, NE 68509-4818	Republic Airways Holdings Inc.
New Hampshire Department of Revenue Administration	P.O. Box 637 Concord, NH 03302-0637	Republic Airways Holdings Inc.
New Mexico Taxation and Revenue Department	P.O. Box 25127 Santa Fe, NM 87504-5127	Republic Airline Inc.
New York State Department of Taxation and Finance	P.O. Box 4136 Binghamton, NY 13902-4136	Republic Airways Holdings Inc.



<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
North Carolina Department of Revenue	P.O. Box 25000 Raleigh, NC 27640-0650	Republic Airline Inc. Shuttle America Corporation
North Dakota Office of State Tax Commissioner	600 E Boulevard Ave Bismarck, ND 58505-0599	Republic Airways Holdings Inc.
NYC Department of Finance	P.O. Box 3922 New York, NY 10008-3922	Republic Airways Holdings Inc. Shuttle America Corporation
Oklahoma Tax Commission	P.O. Box 269027 Oklahoma City, OK 73126-9027	Republic Airways Holdings Inc. Republic Airline Inc. Shuttle America Corporation
Oregon Department of Revenue	P.O. Box 14780 Salem, OR 97309-0469	Republic Airways Holdings Inc.
Pennsylvania Department of Revenue	P.O. Box 280422 Harrisburg, PA 17128-0422	Republic Airline Inc. Shuttle America Corporation
Philadelphia Department of Revenue	P.O. Box 1393 Philadelphia, PA 19105-1393	Republic Airline Inc. Shuttle America Corporation
Rhode Island Division of Taxation	One Capital Hill Providence, RI 02908-5814	Republic Airline Inc. Shuttle America Corporation
SC Department of Revenue	301 Gervais Street P. O. Box 125 Columbia, SC 29214	Republic Airline Inc.
State of California Franchise Tax Board	P.O. Box 942857 Sacramento, CA 94257-0531	Republic Airways Holdings Inc.
State of New Jersey	Revenue Processing Center Trenton, NJ 08646-0193	Republic Airline Inc. Shuttle America Corporation
Tennessee Department of Revenue	Andrew Jackson State Office Bldg 500 Deaderick Street Nashville, TN 37242	Republic Airline Inc. Shuttle America Corporation
Utah State Tax Commission	210 N. 1950 W. Salt Lake City, UT 84134-0180	Republic Airways Holdings Inc.

<b>Governmental Authority</b>	<b>Address</b>	<b>Applicable Debtor</b>
Vermont Department of Taxes	133 State Street Montpelier, VT 05633-1401	Republic Airways Holdings Inc.
Virginia Department of Taxation	P.O. Box 1500 Richmond, VA 23218-1500	Republic Airline Inc. Shuttle America Corporation
West Virginia State Tax Department	P.O. Box 1202 Charleston, WV 25324-1202	Shuttle America Corporation
Wisconsin Department of Revenue	P.O. Box 8908 Madison, WI 53708	Republic Airline Inc.