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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>** : **(Joint Administration Pending)**

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**DEBTORS' MOTION FOR ENTRY OF ORDER PURSUANT TO  
11 U.S.C. §§ 105 & 546(c) ESTABLISHING AND IMPLEMENTING EXCLUSIVE AND  
GLOBAL PROCEDURES FOR TREATMENT OF RECLAMATION CLAIMS**

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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.

#### **Relief Requested**

7. Prior to the Commencement Date and in the ordinary course of business, Republic purchased on credit a variety of aircraft parts, consumable materials, and other goods used in its operations (collectively, the "Goods"). As of the Commencement Date, Republic was in possession of certain Goods that had been delivered, but for which it had not yet been invoiced or made payment to the suppliers. As a result of the commencement of these chapter 11 cases,

various vendors or other parties (collectively, the “Sellers”) may seek to reclaim, or take other remedial action with respect to such Goods.<sup>2</sup>

8. To avoid piecemeal litigation that would interfere with Republic’s efforts to preserve enterprise value and successfully reorganize, Republic seeks to establish procedures for the assertion and resolution of such reclamation claims. Republic submits that such procedures will effectively and efficiently streamline the Reclamation Claims process, to the benefit of Republic, its estates, and the Sellers.

9. Accordingly, by this motion, Republic seeks entry of an order, pursuant to sections 105(a) and 546(c) of the Bankruptcy Code, (i) establishing exclusive procedures (the “Reclamation Procedures”) for the assertion and determination or other resolution of all unpaid claims with respect to which the holders thereof seek reclamation of Goods pursuant to section 546(c) of the Bankruptcy Code (the “Reclamation Claims”) and (ii) prohibiting any Seller from taking any other remedial action with respect to Goods, including any effort to reclaim the same. A proposed form of order granting the relief requested is attached hereto.

### **Proposed Reclamation Procedures**

10. Republic proposes the following procedures (the “Reclamation Procedures”) for the assertion, determination or other resolution, and treatment of Reclamation Claims:

- (a) Any Seller asserting a Reclamation Claim must satisfy all procedural and timing requirements entitling it to have a right to reclamation under section 546(c) of the Bankruptcy Code;
- (b) Any Seller asserting a Reclamation Claim must submit a written demand asserting such Reclamation Claim (a “Reclamation

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2. Certain Sellers may receive payment on account of their prepetition claims pursuant to orders granting other motions that have been or may be filed by Republic. To the extent a Seller receives payment on account of its prepetition claim pursuant to an order approving any of such motions, the Reclamation Procedures (as defined below) shall not apply to such Seller.

Demand”), which must include (i) a description of the Goods subject to the Reclamation Demand, (ii) the name of the Debtor to which such goods were delivered, (iii) copies of any purchasing orders, invoices, receipts, bills of lading and the like, identifying the particular Goods for which the Reclamation Demand is being asserted, (iv) any evidence regarding the date(s) such Goods were shipped to and received by Republic and the alleged value of such Goods, and (v) a statement indicating whether the Seller has filed or intends to file any other claim against any Debtor regarding the Goods with respect to which its Reclamation Demand is made;

- (c) Unless a Seller has made a Reclamation Demand to Republic within forty-five (45) days prior to the Commencement Date, any Seller asserting a Reclamation Claim must submit a Reclamation Demand so that it is received on or before twenty (20) calendar days after the Commencement Date (the “Reclamation Deadline”) by: (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 300, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) the attorneys for Republic, 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));
- (d) Upon receipt of a Reclamation Demand, Republic will serve upon the Seller, at the address indicated in its Reclamation Demand, a copy of the order granting this motion;
- (e) No later than 120 days after entry of the order granting this motion (the “Reclamation Notice Deadline”), Republic will file with the Court a notice (the “Reclamation Notice”), listing the timely submitted Reclamation Claims and the amount (if any) of each such Reclamation Claim that Republic determines to be valid. Republic will serve the Reclamation Notice on the following parties (the “Notice Parties”), (i) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), (ii) the attorneys for any statutory committee of unsecured creditors appointed in these chapter 11 cases, and (iii) each Seller listed in the Reclamation Notice, at the address indicated in the respective Seller’s Reclamation Demand;

- (f) If Republic fails to file the Reclamation Notice by the Reclamation Notice Deadline, any holder of a Reclamation Claim that submitted a timely Reclamation Demand in accordance with the Reclamation Procedures may bring a motion on its own behalf to seek relief with respect to its Reclamation Claim;
- (g) Any party that wishes to object to the Reclamation Notice must file and serve an objection (a “Reclamation Notice Objection”) on the Notice Parties and the attorneys for Republic, 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)), so as to be received no later than 4:00 p.m. (Eastern Time) on the twentieth (20th) day after the date on which the Reclamation Notice is filed (the “Objection Deadline”). Any Reclamation Notice Objection must include (i) a copy of the Reclamation Demand, with evidence of the date mailed to Republic and (ii) a statement describing with specificity the objections to the Reclamation Notice and any legal and factual bases for such objections;
- (h) Any Reclamation Claim listed in the Reclamation Notice for which no Reclamation Notice Objection is filed and served by the Objection Deadline shall be deemed allowed by the Court in the amount identified by Republic in the Reclamation Notice, provided that all issues relating to the treatment of any such allowed Reclamation Claim shall be reserved;
- (i) Notwithstanding and without limiting the foregoing, Republic will be authorized, but not required, to negotiate, in its sole discretion, with any Seller to seek an agreement resolving the Seller’s Reclamation Claim. If Republic and a Seller agree on the validity, amount, or treatment of the Seller’s Reclamation Claim, Republic will file with the Court a notice of settlement (a “Settlement Notice”) and serve such Settlement Notice on the Notice Parties. Each Notice Party will have ten (10) days from the date of service of such Settlement Notice to file with the Court and serve on the other Notice Parties and attorneys for Republic an objection thereto (a “Settlement Objection”);
- (j) If no Settlement Objection with respect to a Reclamation Claim that is the subject of a Settlement Notice is timely filed and served,

such Reclamation Claim will be treated in accordance with the Settlement Notice without further order of the Court;

- (k) If a Settlement Objection with respect to a Reclamation Claim that is the subject of a Settlement Notice is timely filed and served, the parties may negotiate a consensual resolution of such objection to be incorporated in a stipulation filed with the Court (a "Settlement Stipulation"). Upon the filing of a Settlement Stipulation, the applicable Reclamation Claim shall be allowed and treated in accordance with the terms of the Settlement Stipulation without further order of the Court;
- (l) If no consensual resolution of a Settlement Objection with respect to a Reclamation Claim that is the subject of a Settlement Notice is reached, Republic may file a motion with the Court requesting a hearing with respect to the Settlement Notice; and
- (m) All Sellers shall be forever barred, without further order of the Court, from asserting a Reclamation Demand after the expiration of the Reclamation Deadline, but shall not be barred from asserting, subject to applicable deadlines, related or unrelated general unsecured claims or administrative expense claims pursuant to section 503(b)(9) of the Bankruptcy Code.

11. Republic proposes that, except to the extent a Seller has received payment on account of its prepetition claim pursuant to another order of the Court, the Reclamation Procedures be the sole and exclusive method for addressing and resolving Reclamation Claims. As a result, Republic requests that all Sellers be prohibited from seeking any other means for the assertion and determination or other resolution of their Reclamation Claims, including, without limitation, the following: (a) commencing adversary proceedings or contested matters against Republic in connection with any Reclamation Claim, (b) seeking to obtain possession of any Goods except as may be permitted by the Reclamation Procedures, or (c) interfering with the delivery of any Goods to Republic or the retention of any Goods by Republic. The Reclamation Procedures will effectively and efficiently streamline the process of resolving the Reclamation Claims for Republic and the Sellers alike, without impacting the parties' substantive rights to pursue or contest the Reclamation Claims.

**Basis for Relief Requested**

12. Upon the commencement of a chapter 11 case, reclamation rights are governed by section 546(c)(1) of the Bankruptcy Code, which provides, in relevant part:

[S]ubject to the prior rights of a holder of a security interest in such goods or the proceed thereof, the rights and powers of the [debtor in possession] are subject to the right of a seller of goods that has sold goods to the debtor, in the ordinary course of such seller's business, to reclaim such goods if the debtor has received such goods while insolvent, within 45 days before the date of the commencement of a case under this title, but such a seller may not reclaim such goods unless such seller demands in writing reclamation of such goods –

(A) not later than 45 days after the date of receipt of such goods by the debtor; or

(B) not later than 20 days after the date of commencement of the case, if the 45-day period expires after the commencement of the case.

11 U.S.C. § 546(c)(1).<sup>3</sup>

13. In addition, pursuant to Fed. R. Bankr. P. 9019(a), after notice and a hearing, the Court may approve a compromise or settlement between Republic and any Seller that files a Reclamation Demand or Reclamation Notice Objection. Republic submits that the ability to negotiate with the Sellers will expedite the resolution of Reclamation Claims and promote the economic administration of these chapter 11 cases.

14. Furthermore, section 105(a) of the Bankruptcy Code provides that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. Republic submits that establishing and implementing the

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3. Any Seller that fails to provide notice in the manner described in section 546(c) still may assert an administrative expense claim pursuant to section 503(b)(9) of the Bankruptcy Code for goods delivered to Republic within twenty days before the Commencement Date in the ordinary course of Republic's business. *See* 11 U.S.C. §§ 503(b)(9); 546(c)(2).



Reclamation Procedures is necessary and appropriate and that the Reclamation Procedures are consistent with section 546(c) of the Bankruptcy Code and Fed. R. Bankr. P. 9019.

15. Republic believes that the Reclamation Procedures and the ability to resolve Reclamation Claims in accordance with the Reclamation Procedures will assist in the consensual resolution of such claims in an economic and efficient manner. Moreover, the Reclamation Procedures will minimize costly and distracting litigation, particularly at the early stages of these cases, and enable Republic to focus its resources and energies on maximizing enterprise value and enhancing the prospects for a successful reorganization. Therefore, the relief requested in this motion is in the best interests of Republic and its estates and should be granted in all respects.

**Notice**

16. 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, and (ix) the Office of the United States Attorney for the Southern District of New York. Republic submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be given.

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

WHEREFORE Republic respectfully requests entry of an order substantially in the form annexed hereto granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York  
February 25, 2016

/s/ Bruce R. Zirinsky

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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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**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) & 546(c)**  
**ESTABLISHING AND IMPLEMENTING EXCLUSIVE AND GLOBAL**  
**PROCEDURES FOR TREATMENT OF RECLAMATION CLAIMS**

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) and 546(c) of title 11, United States Code (the “Bankruptcy Code”), for entry of an order authorizing the Debtors to establish and implement procedures to address and reconcile Reclamation Claims, all as more fully described in the Motion; and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 (the “Bedford Declaration”) having been filed with the Court contemporaneously with 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

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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.

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, and (ix) the Office of the United States Attorney for the Southern District of New York (collectively, the "Notice Parties") and it appearing that no other or further notice need be given; 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 an exercise of sound business judgment 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 as provided herein; and it is further

ORDERED that the following reclamation procedures (the "Reclamation Procedures"), which are hereby approved and authorized in their entirety, shall apply to all Reclamation Claims:

- (a) Any Seller asserting a Reclamation Claim must satisfy all procedural and timing requirements entitling it to have a right to reclamation under section 546(c) of the Bankruptcy Code;

- (b) Any Seller asserting a Reclamation Claim must submit a written demand asserting such Reclamation Claim (a “Reclamation Demand”), which must include (i) a description of the Goods subject to the Reclamation Demand, (ii) the name of the Debtor to which such goods were delivered, (iii) copies of any purchasing orders, invoices, receipts, bills of lading and the like, identifying the particular Goods for which the Reclamation Demand is being asserted, (iv) any evidence regarding the date(s) such Goods were shipped to and received by Republic and the alleged value of such Goods, and (v) a statement indicating whether the Seller has filed or intends to file any other claim against any Debtor regarding the Goods with respect to which its Reclamation Demand is made;
- (c) Unless a Seller has made a Reclamation Demand to upon Republic within forty-five (45) days prior to the Commencement Date, any Seller asserting a Reclamation Claim must submit a Reclamation Demand so that it is received on or before twenty (20) calendar days after the Commencement Date (the “Reclamation Deadline”) by: (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 300, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) attorneys for Republic, 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));
- (d) Upon receipt of a Reclamation Demand, Republic will serve upon the Seller, at the address indicated in its Reclamation Demand, a copy of this Order granting the Motion;
- (e) No later than 120 days after entry of this Order granting the Motion (the “Reclamation Notice Deadline”), Republic will file with the Court a notice (the “Reclamation Notice”), listing the timely submitted Reclamation Claims and the amount (if any) of each such Reclamation Claim that Republic determines to be valid. Republic will serve the Reclamation Notice on the following parties (the “Notice Parties”), (i) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), (ii) the attorneys for any statutory committee of unsecured creditors appointed in these chapter 11 cases, and (iii) each Seller listed in the Reclamation Notice, at the address indicated in the respective Seller’s Reclamation Demand;

- (f) If Republic fails to file the Reclamation Notice by the Reclamation Notice Deadline, any holder of a Reclamation Claim that submitted a timely Reclamation Demand in accordance with the Reclamation Procedures may bring a motion on its own behalf to seek relief with respect to its Reclamation Claim;
- (g) Any party that wishes to object to the Reclamation Notice must file and serve an objection (a “Reclamation Notice Objection”) on the Notice Parties and the attorneys for Republic, 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)), so as to be received no later than 4:00 p.m. (Eastern Time) on the twentieth (20th) day after the date on which the Reclamation Notice is filed (the “Objection Deadline”). Any Reclamation Notice Objection must include (i) a copy of the Reclamation Demand, with evidence of the date mailed to Republic and (ii) a statement describing with specificity the objections to the Reclamation Notice and any legal and factual bases for such objections;
- (h) Any Reclamation Claim listed in the Reclamation Notice for which no Reclamation Notice Objection is filed and served by the Objection Deadline shall be deemed allowed by the Court in the amount identified by Republic in the Reclamation Notice, provided that all issues relating to the treatment of any such allowed Reclamation Claim shall be reserved;
- (i) Notwithstanding and without limiting the foregoing, Republic will be authorized, but not required, to negotiate, in their sole discretion, with any Seller to seek an agreement resolving the Seller’s Reclamation Claim. If Republic and a Seller agree on the validity, amount, or treatment of the Seller’s Reclamation Claim, Republic will file with the Court a notice of settlement (a “Settlement Notice”) and serve such Settlement Notice on the Notice Parties. Each Notice Party will have ten (10) days from the date of service of such Settlement Notice to file with the Court and serve on the other Notice Parties and attorneys for Republic an objection thereto (a “Settlement Objection”);
- (j) If no Settlement Objection with respect to a Reclamation Claim that is the subject of a Settlement Notice is timely filed and served,

such Reclamation Claim will be treated in accordance with the Settlement Notice without further order of the Court;

- (k) If a Settlement Objection with respect to a Reclamation Claim that is the subject of a Settlement Notice is timely filed and served, the parties may negotiate a consensual resolution of such objection to be incorporated in a stipulation filed with the Court (a "Settlement Stipulation"). Upon the filing of a Settlement Stipulation, the applicable Reclamation Claim shall be allowed and treated in accordance with the terms of the Settlement Stipulation without further order of the Court;
- (l) If no consensual resolution of a Settlement Objection with respect to a Reclamation Claim that is the subject of a Settlement Notice is reached, Republic may file a motion with the Court requesting a hearing with respect to the Settlement Notice; and
- (m) All Sellers shall be forever barred, without further order of the Court, from asserting a Reclamation Demand after the expiration of the Reclamation Deadline, but shall not be barred from asserting, subject to applicable deadlines, related or unrelated general unsecured claims or administrative expense claims pursuant to section 503(b)(9) of the Bankruptcy Code.

; and it is further

ORDERED that the foregoing Reclamation Procedures shall be the sole and exclusive method for the assertion, determination or other resolution, and treatment of unpaid Reclamation Claims asserted against Republic; and it is further

ORDERED that all Sellers are prohibited from seeking any other means for the assertion, determination or other resolution, or treatment of their Reclamation Claims, including without limitation: (a) commencing adversary proceedings and contested matters in connection with any Reclamation Claims, (b) seeking to obtain possession of any Goods except as may be permitted by the Reclamation Procedures, and (c) interfering with the delivery of any Goods to Republic or the retention of any Goods by Republic; *provided, however*, that nothing in this Order shall bar a Seller from asserting a claim pursuant to section 503(b)(9) of the Bankruptcy Code by the applicable deadline; and it is further

ORDERED that any adversary proceedings or contested matters related to Reclamation Claims, whether currently pending or initiated in the future, except those proceedings initiated by Republic in accordance with the Reclamation Procedures, are stayed and the claims asserted therein shall be resolved exclusively pursuant to the Reclamation Procedures; and it is further

ORDERED that, to the extent a Reclamation Claim has been paid by Republic pursuant to another order entered by the Court in these chapter 11 cases, the Reclamation Procedures shall not apply to such Seller and any Reclamation Claim filed by such Seller with the Court shall be deemed withdrawn with prejudice and without the need for any further order of the Court; 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