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Attorney for
Meggitt Aircraft Braking Systems Corporation

**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 : **16-10429(SHL)**
Debtors. . : **(Jointly Administered)**
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**RESPONSE OF MEGGITT AIRCRAFT BRAKING SYSTEMS CORPORATION TO
DEBTORS' REPORT AND OBJECTIONS TO CLAIMS ASSERTED
PURSUANT TO 11 U.S.C. § 503(b)(9)**

Meggitt Aircraft Braking Systems Corporation ("Meggitt") hereby responds to the Debtors' report and objections to claims asserted pursuant to 11 U.S.C. § 503(b)(9) (Doc. 829). This response is based on the Declaration of Eric G. Lardiere being filed in conjunction herewith.

1. Exhibit A to the Debtors' objection, filed July 25, 2016, indicates Meggitt's claim, in the amount of \$676,996.48, is invalid because of "Insufficient Documentation."

2. In Exhibit A to their "Notice of Filing of Debtors' Reclamation Notice Under Order Pursuant to 11 U.S.C. §§ 105 and 546(c) Establishing and Implementing Exclusive and Global Procedures for Treatment of Reclamation Claims," filed June 28, 2016 (Doc. 721), the Debtors represented that Meggitt would be allowed a 503(b)(9) Claim in the amount of \$147,556.63.

3. As reflected in the declaration testimony of Eric G. Lardiere of Meggitt accompanying this Response, the value of the goods listed in Meggitt's Proof of 503(b)(9) Claim

is exclusively for the sale of goods. The documentation Meggitt submitted in support of its Proof of 503(b)(9) Claim establishes (i) the value of the goods the Debtors received within 20 days before the commencement of this bankruptcy case; (ii) identifies the particular goods for which the claim is asserted; and (iii) the respective dates the goods were shipped to the Debtors, the dates the goods were received by the Debtors and the respective values of those goods.

4. As of the date of the filing of the Proof of 503(b)(9) Claim, Meggitt has not filed any other claim related to the goods in question. Thereafter, Meggitt filed a general proof of claim relating to those goods without prejudice to its Proof of 503(b)(9) Claim.

5. The Debtors represented to the Court that Meggitt would be allowed a 503(b)(9) Claim in the amount of \$147,556.63 (Doc. 721). The Debtors did so as a means of reducing or eliminating Meggitt's reclamation claim. The Debtors therefore should be estopped from now arguing Meggitt has no 503(b)(9) Claim whatsoever. See e.g. *In re Adelpia Recovery Trust*, 634 F.3d 678, 695-96 (2d Cir. 2011). It would be unjust to allow the Debtors to argue two competing positions to Meggitt's detriment. At the very minimum, the Debtors should be equitably estopped from advancing contrary positions.

Dated: Los Angeles, California
August 24, 2016

JOHN P. KREIS, PC

s/John P. Kreis
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CERTIFICATE OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 years and my business address is 1000 Wilshire Blvd., Suite 570, Los Angeles, California 90017.

On August 24, 2016, I served the foregoing documents described as **“RESPONSE OF MEGGITT AIRCRAFT BRAKING SYSTEMS CORPORATION TO DEBTORS’ REPORT AND OBJECTIONS TO CLAIMS ASSERTED PURSUANT TO 11 U.S.C. § 503(b)(9)”** on the interested parties in this action as follows:

SEE ATTACHED SERVICE LIST

- () By mail, I caused said document to be placed in an envelope, with postage thereon fully prepaid, in the United States mail at Los Angeles, California.
- () By facsimile, I caused said document to be transmitted for immediate receipt to the office(s) of the addressee(s) listed above/on the attached service list to the corresponding facsimile number(s) indicated by “*.”
- () By personal service, I caused said document to be personally delivered to the office(s) of the addressee(s) via ACE MESSENGER SERVICE.
- () By Federal Express, I caused said document to be delivered for overnight/next business to the office(s) of the addressee(s).

Executed on August 24, 2016, at Los Angeles, California. I declare under penalty of perjury that the foregoing is true and correct to the best of my personal knowledge.



Vicki Berndt

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Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Brian Masumoto, Esq.),

Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019 (Attn: Brett H. Miller, Esq. (bmiller@mofocom), Todd M. Goren, Esq. (tgoren@mofocom), and Erica J. Richards, Esq. (erichards@mofocom)),

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Master Service List
Served as set forth below

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Attorneys for Republic's Code-share partners	American Airlines Group, Inc.	Attn: Steffen Horlacher - Director, Senior Attorney 4333 Amon Carter Boulevard MD 5675 Fort Worth TX 76155	Steffen.Horlacher@aa.com	Email
Top 10 Secured Claim Holder	Brazilian National Bank for Economic and Social Development (BNDES)	Attn: Superintendencia da Area de Exportacao Agencia Especial de Financiamento Industrial - FINAME c/o Area de Exportacao Av. Republica do Chile, 330-22 Torre Oeste Rio de Janeiro RJ 20031-917 Brazil	bndes.alc@bndes.gov.br	Email
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Judge Sean H. Lane	Republic Airways Holdings Inc. Chambers Copy US Bankruptcy Court SDNY One Bowling Green New York NY 10004-1408		First Class Mail
Chatham County Tax Commissioner	Chatham County Tax Commissioner	Attn: Theresa C. Harrelson PO Box 8324 Savannah GA 31412-8324		First Class Mail
Attorneys for Republic's Code-share partners	Delta Air Lines, Inc.	Attn: Peter W. Carter - Executive Vice President & Chief Legal Officer 1030 Delta Blvd. Dept. 945 Atlanta GA 30320	peter.carter@delta.com	Email
Top 10 Secured Claim Holder	Deutsche Bank	AG London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom		First Class Mail
Top 10 Secured Claim Holder	Dougherty Funding, LLC	Attn: Al Weingart 90 South Seventh Street Suite 4300 Minneapolis MN 55402	squam@doughertymarkets.com aweingart@doughertymarkets.com	Email
Internal Revenue Service	Internal Revenue Service	Attn: District Director 290 Broadway New York NY 10007		First Class Mail
International Brotherhood of Teamsters	International Brotherhood of Teamsters	Attn: General Counsel 25 Louisiana Avenue, N.W. Washington DC 20001		First Class Mail
Top 10 Secured Claim Holder	Metropolitan Life Insurance Company	Attn: Director Leveraged Leases 10 Park Avenue P.O. Box 1902 Morristown NJ 07962	sashon1@metlife.com	Email
Attorneys for the Agents Under the Debtors' Prepetition Revolving Credit Facilities - Citibank N.A.	Milbank Tweed	Attn: Jim Pascale One Chase Manhattan Plaza New York NY 10005	jpascale@milbank.com	Email

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Top 10 Secured Claim Holder	Norddeutsche Landesbank Girozentrale	Attn: Ship and Aircraft Finance Dept. Friedrichswall 10 Hannover 30159 Germany		First Class Mail
Top 10 Secured Claim Holder	NY Life Insurance and Annuity Corporation	Attn: Fixed Income Investors Group, Private Finance c/o NY Life Investment Management, LLC 51 Madison Avenue, 2nd Floor, Room 208 New York NY 10010-1603	FIIGLibrary@nylim.com	Email
Top 10 Secured Claim Holder	NY Life Insurance Company	Attn: Fixed Income Investors - Structured Products Group c/o NYL Investors, LLC 51 Madison Avenue, 2nd Floor, Room 208 New York NY 10010-1603		First Class Mail
Office of United States Trustee - Southern District of New York	Office of the United States Trustee for Region 2	Attn: Brian Masumoto 201 Varick Street Suite 1006 New York NY 10014	Brian.Masumoto@usdoj.gov	Email
Top 10 Secured Claim Holder	PK AirFinance US, Inc.	Attn: Vice President 601 Merritt Seven 5th Floor Norwalk CT 06851		First Class Mail
Top 10 Secured Claim Holder	RPAK 2015-1 Aircraft Loan Trust	c/o Wells Fargo Delaware Trust Company, N.A. 919 N Market Street Suite 1600 Wilmington DE 19801		First Class Mail
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F St., N.E. Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	Email
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