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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.¹ : **(Joint Administration Pending)**

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**DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 105(a) AND FED. R.
BANKR. P. 1015(c), 2002(m) & 9007 FOR ENTRY OF ORDER IMPLEMENTING
CERTAIN NOTICE AND CASE MANAGEMENT PROCEDURES**

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:

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.

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. By this motion, pursuant to section 105(a) of the Bankruptcy Code and rules 1015(c), 2002(m), and 9007 of the Federal Rules of Bankruptcy Procedure, Republic seeks entry of an order approving and implementing proposed notice, case management, and administrative procedures (collectively, the "Case Management Procedures"). Republic further requests that, to the extent the Case Management Procedures conflict with the Federal Rules of Bankruptcy Procedure or the Local Bankruptcy Rules, the Case Management Procedures govern and supersede such rules. Annexed hereto is a proposed form of order.

The Case Management Procedures

8. As set forth more fully in the proposed order, the Case Management Procedures do, among other things, the following:

- (a) establish requirements for filing and serving notices, motions, applications, declarations, objections, responses, memoranda, briefs, supporting documents, and other papers filed in these chapter 11 cases (collectively, the “Documents”);
- (b) delineate standards for notices of hearings and agenda letters;
- (c) fix periodic omnibus hearing dates and articulate mandatory guidelines for the scheduling of hearings and objection deadlines; and
- (d) limit matters that are required to be heard by the Court.

9. Given the size and scope of these cases, Republic believes that the Case Management Procedures will facilitate service of Documents that will be less burdensome and costly than serving such pleadings on every potentially interested party, which, in turn, will maximize the efficiency and orderly administration of these chapter 11 cases, while at the same time ensuring that appropriate notice is provided, particularly to parties who have expressed an interest in these cases and those directly affected by a request for relief. In particular, the Case Management Procedures are intended to:

- (a) reduce the need for emergency hearings and requests for expedited relief;
- (b) provide for omnibus hearings for the Court to consider motions, pleadings, applications, objections, and responses thereto;
- (c) foster consensual resolution of important matters;
- (d) assure prompt receipt of appropriate notice affecting parties’ interests;
- (e) allow for electronic notice pursuant to the Court’s electronic filing system;
- (f) provide ample opportunity to parties in interest to prepare for and respond to matters before this Court;
- (g) reduce the substantial administrative and financial burden that would otherwise be placed on Republic and other parties in interest who file documents in these chapter 11 cases; and

- (h) reduce the administrative burdens on the Court and the Clerk's office.

10. To ensure that parties in interest in these chapter 11 cases are made aware of the Case Management Procedures, Republic proposes to: (a) serve the Case Management Procedures on the Master Service List (as defined in the Case Management Procedures), (b) publish the Case Management Procedures on Republic's restructuring website (the "Case Website"), and (c) make the Case Management Procedures readily available on request to Republic's proposed noticing and claims agent, Prime Clerk LLC (the "Noticing and Claims Agent"). In the event the Case Management Procedures are modified during these chapter 11 cases, Republic will ensure updated versions of the Case Management Procedures are available on the Case Website and will file notice of the same on the Court's Electronic Filing System.

The Relief Requested Should Be Granted

11. The Court may grant the relief requested herein pursuant to section 2002(m), 9007, and 1015(c) of the Federal Rules of Bankruptcy Procedure. Rules 9007 and 2002(m) of the Federal Rules of Bankruptcy Procedure empower the Court with the general authority to regulate the manner in which notices required under the Federal Rules of Bankruptcy Procedure are provided. Specifically, rule 2002(m) of the Federal Rules of Bankruptcy Procedure provides that "[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules." Rule 9007 of the Federal Rules of Bankruptcy Procedure further provides that "[w]hen notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given." Further, rule 1015(c) of the Federal Rules

of Bankruptcy Procedure provides that when, as is proposed in Republic's cases, two or more cases are being administered jointly, the Court may enter orders "as may tend to avoid unnecessary costs and delay." Fed R. Bankr. P. 1015(c).

12. The relief requested herein is further supported by section 105(a) of the Bankruptcy Code which provides, in pertinent part, that "[t]he Court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Republic submits that implementation of the Case Management Procedures is appropriate in these chapter 11 cases and well within the Court's equitable powers under section 105(a) of the Bankruptcy Code and rules 2002(m), 9007, and 1015(c) of the Federal Rules of Bankruptcy Procedure.

13. Republic submits that approval of the Case Management Procedures is in the best interests of Republic and its estates. The Case Management Procedures, if implemented, will ensure that these chapter 11 cases are administered efficiently and economically. For example, by authorizing Republic to schedule omnibus hearing dates, establish clear timelines for the filing of requests for relief, and allow, with certain exceptions, for electronic service, the Case Management Procedures will assist Republic and the Court with the orderly and efficient administration of these chapter 11 cases and negate the need for procedural disputes or frequent piecemeal hearings. The Case Management Procedures will thus assist Republic preserve its funds, thereby benefiting Republic and its estates.

14. Based upon the foregoing, Republic submits that the relief requested herein is appropriate and should be granted in all respects.

Notice

15. 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.

16. No previous request for the relief sought herein has been made 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

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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.¹ : **(Jointly Administered)**

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**ORDER PURSUANT TO 11 U.S.C. § 105(a) AND FED. R.
BANKR. P. 1015(c), 2002(m) & 9007 IMPLEMENTING
CERTAIN NOTICE AND CASE MANAGEMENT PROCEDURES**

A hearing having been held on _____, 2016 (the “Hearing”), to consider the motion, dated February 25, 2016 (the “Motion”)² 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 section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) and rules 1015(c), 2002(m), and 9007 of the Federal Rules of Bankruptcy Procedure, for entry of an order approving and implementing proposed notice, case management, and administrative procedures (collectively the “Case Management Procedures”), all as more fully set forth 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 the Amended

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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.

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 ore 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 International Brotherhood of Teamsters, (vi) the attorneys for Republic's Codeshare Partners, (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, and it appearing that no other or further notice need be provided; 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 will maximize the efficiency and orderly administration of these chapter 11 cases 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 to the extent set forth herein; and it is further

ORDERED that the Case Management Procedures set forth herein are approved and shall govern all aspects of these chapter 11 cases, except as otherwise ordered by the Court or agreed to by mutual consent of the parties:

Case Website

1. Republic’s claims and noticing agent (the “Claims and Noticing Agent”) is authorized to establish a case website (the “Case Website”), where, among other things, the Case Management Procedures and key dates and information about these chapter 11 cases, will be posted.

Filing of Documents

2. All documents filed in these cases, including but not limited to all notices, motions, applications, other requests for relief, and documents filed in support thereof (collectively, the “Requests for Relief”), objections or responses to Requests for Relief (“Objections”), and replies to Objections (the “Replies,” and together with the Requests for Relief and the Objections, the “Pleadings”) shall be filed electronically with the Court on the docket of *In re Republic Airways Holdings Inc., et al.*, Chapter 11 Case No. _____ (the “Docket”), pursuant to the Court’s General Order M-399 (available at www.nysb.uscourts.gov/sites/default/files/m399.pdf), by users of the Court’s electronic filing system in searchable portable document format (“PDF”), Microsoft Word, or any other Windows-based word processing format.

Parties Entitled to Service

3. All Pleadings shall be served, in the manner described herein, on the following parties (collectively, the “Standard Parties”):

- i. the Chambers of the Honorable Sean H. Lane (“Chambers”), United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004;

- ii. the Debtors, c/o Republic Airways Holdings, Inc., 8909 Purdue Road, Suite 300, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank (Ethan.Blank@rjet.com));
- iii. the proposed 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));
- iv. the attorneys for any statutory committee of unsecured creditors appointed in the chapter 11 cases (the “Creditors’ Committee”);
- v. the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), 201 Varick Street, Suite 1006, New York, New York 10014;
- vi. the Securities and Exchange Commission, Brookfield Place, 200 Vesey Street, Suite 400, New York, New York 10281 (Attn: Bankruptcy Department);
- vii. the attorneys for any other statutory committee(s) that may be appointed in these chapter cases; and
- viii. any person or entity having a particularized interest in the subject matter of a certain Document.

4. In addition to the Standard Parties, Requests for Relief, but no other Pleadings, must be served on all persons and entities that have formally appeared and requested service in these cases pursuant to Fed. R. Bankr. P. 2002 and the Case Management Procedures (the “Rule 2002 Parties”). Pleadings filed in adversary proceedings do not need to be served on the Rule 2002 List.

5. The Claims and Noticing Agent shall maintain a master service list (the “Master Service List”), which shall include the Standard Parties and the Rule 2002 Parties. The Master Service List shall contain (a) street addresses, (b) e-mail addresses, and (c) if provided,

facsimile numbers. The Claims and Noticing Agent shall use reasonable efforts to update the Master Service List as often as practicable, but in no event less frequently than every thirty (30) days. The Claims and Noticing Agent shall provide a copy of the then-current version of the Master Service List to any party in interest requesting a copy of the same and a copy of the Master Service List shall be posted on the Case Website commencing as of the date that is ten (10) days from the date of entry of this Order.

6. The proceedings with respect to which notice is limited to the Master Service List shall include all matters covered by Fed. R. Bankr. P. 2002, with the express exception of the following: (i) notice of (a) a meeting of creditors pursuant to section 341 of the Bankruptcy Code, (b) the time fixed for filing proofs of claim pursuant to Fed. R. Bankr. P. 3003(c), and (c) the time fixed for filing objections to, and the hearings to consider, approval of a disclosure statement and a chapter 11 plan and (ii) notice and transmittal of ballots for accepting or rejecting a chapter 11 plan, which notices would be given in accordance with Fed. R. Bankr. P. 2002 and other applicable Federal Rules of Bankruptcy Procedure, unless otherwise ordered by the Court or otherwise prescribed by the Bankruptcy Code.

Method of Service

7. Republic and the Creditors' Committee shall serve the Standard Parties by U.S. mail, overnight delivery, hand delivery, or, with the exception of Chambers, facsimile (the choice of the foregoing being in Republic's or the Creditors' Committee's sole discretion); provided that the proposed attorneys for Republic shall be served by e-mail. Parties other than Republic and the Creditors' Committee shall serve Pleadings on the Standard Parties in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules; provided that service by facsimile by such parties shall not be effective;

and further provided that the proposed attorneys for Republic shall be served by e-mail. Except as otherwise set forth herein, no party is permitted to serve the Standard Parties by e-mail and such service shall not be effective; provided that the Standard Parties (with the exception of Chambers) may agree to serve Pleadings on each other by e-mail.

8. Parties are authorized to serve parties on the 2002 Service List by e-mail; provided that if a party entitled to notice of a Pleading does not have an e-mail address or an e-mail address is not available, the party shall be served by U.S. mail, overnight delivery, facsimile, or hand delivery, the choice of the foregoing being in the sole discretion of the serving party in accordance with the Case Management Procedures.

9. If service is authorized and completed by e-mail, paper copies of the Pleadings shall not be required to be served on interested parties by any other method and e-mail service shall satisfy the Court's rules for service.

10. Service by e-mail shall be effective as of the date the Pleading is sent to the e-mail address provided by the served party.

11. All Pleadings served by e-mail shall include the entire Pleading, including the proposed form(s) of order and any exhibits, attachments, and other relevant materials, in ".pdf" format, readable by Adobe Acrobat or an equivalent program. The relevant Pleading shall either be attached to the e-mail in a format specified above or the e-mail shall contain a link to such filing in such format. Notwithstanding the foregoing, if a Pleading cannot be attached to an e-mail (because of its size, technical difficulties, or otherwise), the party serving the Pleading shall e-mail the party being served and include a notation that the Pleading cannot be attached and will be (a) served by overnight delivery if requested or otherwise (b) posted on the Case Website maintained in connection with these chapter 11 cases.

12. Any of the Standard Parties may request service by e-mail, and if such request is made, such party shall thereby be served in accordance with the Case Management Procedures.

13. Pursuant to Local Bankruptcy Rule 9070-1, a hard copy of all papers filed with the Court, including those filed electronically, other than proofs of claim, shall be submitted to the U.S. Trustee.

14. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court within three (3) business days either an affidavit of service or a certification of service attaching the list of parties and their respective addresses to which notice was given and identifying the manner in which such notice was given.

Requesting Notice

15. Any creditor, equity interest holder, or other party in interest that wishes to receive notice in these cases and is not otherwise entitled to notice pursuant to these Case Management Procedures shall file a notice of appearance and request for service of papers in accordance with rules 2002 and 9010(b) of the Federal Rules of Bankruptcy Procedure (a "Notice of Appearance").

16. A Notice of Appearance shall include the following information: (i) the party's name and address, (ii) the name of the client, if applicable, (iii) an e-mail address at which the requesting party may be served, (iv) an address by which the requesting party may be served by U.S. mail, hand delivery and overnight delivery, and (v) a facsimile number for the requesting party. Notwithstanding rules 2002 and 9019(b) of the Federal Rules of Bankruptcy Procedure, no request for service filed in these cases shall have any effect unless the foregoing requirements are satisfied.

17. Any individual or entity filing a Notice of Appearance who does not maintain and cannot practicably obtain an e-mail address must include in its notice of appearance a certification stating the same. Notice will be provided to these individuals or entities by U.S. mail, overnight delivery, or facsimile, in the sole discretion of the serving party in accordance with the Case Management Procedures.

Scheduling of Hearings

18. Republic shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“Omnibus Hearings”) at which Requests for Relief. Upon scheduling, the Claims and Noticing Agent shall post the date of the Omnibus Hearings on the Case Website. The Court shall schedule additional Omnibus Hearings on request of Republic, and, upon scheduling, the Claims and Noticing Agent shall post the date of the Omnibus hearing on the Case Website. Parties may contact the Claims and Noticing Agent for information concerning all scheduled Omnibus Hearings.

19. Pre-trial conferences for adversary proceedings shall be scheduled on Omnibus Hearing dates; provided that initial pre-trial conferences scheduled in connection with adversary proceedings involving Republic shall be set on a date that is at least 30 days after the filing of the complaint.

20. Requests for Relief filed in, and trials related to, adversary proceedings shall be scheduled upon request of a party to the adversary proceeding and approval of the Court. After a hearing date has been set by the Court, unless otherwise ordered by the Court, the parties to the adversary proceeding shall confer and agree upon a briefing schedule for all adversary matters, which shall be submitted for approval of the Court. If a briefing schedule cannot be agreed upon, the parties to the adversary proceeding shall appear at the next scheduled pre-trial conference or some other date set by the Court. Pursuant to Local Bankruptcy Rule 7056-1, no

motion for summary judgment may be made without first seeking a pre-motion conference. A request for such conference should be made by letter, filed electronically on the Court's website, <http://ecf.nysb.uscourts.gov>, setting forth the issues to be presented under the summary judgment motion.

21. Hearings on Requests for Relief (other than Requests for Relief filed in adversary proceedings, which shall comply with paragraph 20 above) filed by a non-Debtor must be scheduled for an Omnibus Hearing except as permitted under the Expedited Relief Procedures (as defined below). Notwithstanding the foregoing, Requests for Relief filed by a non-Debtor may thereafter be rescheduled by Republic for a date other than an Omnibus Hearing date through coordination with the Court and the filing and service of a notice of such adjournment on the docket.

22. If a Pleading is filed by a non-Debtor party and purports to set a hearing date inconsistent with the Case Management Procedures, the hearing shall be scheduled, without the necessity of Court order, for the first applicable hearing date after the applicable notice period has expired and all applicable deadlines shall be accordingly extended.

23. If a movant or applicant other than Republic determines that a motion or application requires emergency or expedited relief, the movant or applicant shall telephonically contact Republic's attorneys requesting that the motion or application be considered on an expedited basis (the "Expedited Relief Procedures"). If Republic disagrees with the movant or applicant's determination regarding the emergency or expedited nature of the relief requested, the movant or applicant shall (i) inform the Court of the disagreement by telephone and thereafter (ii) arrange for a chambers conference, telephonic or in-person, to be held among the Court, Republic's attorneys, and the movant or applicant to discuss the disagreement. If the

Court agrees with the position of the movant or applicant regarding the necessity for expedited consideration, the movant or applicant, may, by order to show cause, request an expedited hearing.

24. If a Request for Relief requesting the Court to extend the time for Republic to take any action is filed consistent with this Order before the expiration of the period prescribed by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Request for Relief, without the necessity for the entry of a bridge order.

Filing Deadlines

25. Except as provided with respect to Requests for Relief requesting relief pursuant to rules 2002(a)-(b) of the Federal Rules of Bankruptcy Procedure, Requests for Relief filed in adversary proceedings, and Requests for Reliefs filed pursuant to the Presentment Procedures (as defined below), Requests for Relief shall not be considered unless filed, noticed, and served in accordance with the Case Management Procedures at least fourteen (14) calendar days before the applicable hearing date; provided that if the parties served with the Request for Relief include parties being served (i) by U.S. mail, the Pleading must be filed and served at least seventeen (17) calendar days before the next applicable hearing or (ii) by overnight delivery, the Pleading must be filed and served at least fifteen (15) calendar days before the next applicable hearing; provided further that subject to the Expedited Relief Procedures, nothing in the Case Management Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under rule 9006(b) and 9006(c) of the Federal Rules of Bankruptcy Procedure.

26. If a Request for Relief requests relief pursuant to rule 2002(a)-(b) of the Federal Rules of Bankruptcy Procedure, the relevant hearing shall be set after the passage of the time period set forth in such rule.

27. Notwithstanding anything contained herein, a party may settle or present a proposed order for approval by the Court as provided by Local Bankruptcy Rule 9074-1; provided the presentment of a proposed order pursuant to Local Bankruptcy Rule 9074-1(c) or any other similar administrative or standing order, must be filed and served at least seven (7) calendar days before the presentment date and Objections thereto must be filed and served at least one (1) calendar day before presentment date (the “Presentment Procedures”).

28. The deadline to file an Objection to any Request for Relief, including any joinder to an Objection, or any statement in respect of a Request for Relief (the “Objection Deadline”) shall be (i) 4:00 p.m. (Prevailing Eastern Time) on the date that is seven (7) calendar days before the applicable hearing date or (ii) any date and time otherwise ordered by the Court; provided that (a) if a Request for Relief is filed fourteen (14) calendar days before the applicable hearing date, the Objection Deadline shall be 4:00 p.m. (Prevailing Eastern Time) on the date that is five (5) calendar days before the applicable hearing date and (b) if a Request for Relief is filed in advance of the deadline for the filing of a Request for Relief pursuant to the paragraphs 25 and 26 above (the “Filing Deadline”), then the Objection Deadline for such Request for Relief may be set for a date that is more than seven (7) calendar days before the applicable hearing date, such date being equal to seven (7) calendar days plus the number of calendar days such Request for Relief was filed in advance of the Filing Deadline; provided further that notwithstanding anything to the contrary herein, Republic, the Creditors’ Committee, and the U.S. Trustee, but no other party, are authorized to file statements in support of Requests for Relief by the Reply

Deadline (defined below). The Objection Deadline may be extended with the consent of the movant or applicant. An Objection will not be considered timely unless filed with the Court and received by the Standard Parties in accordance with the manner of service prescribed herein on or before the applicable Objection Deadline. All parties filing an Objection (i) shall include their telephone numbers and e-mail address in the signature block on the last page of the Objection and (ii) are required to attend the hearing, and failure to appear may result in the relief being granted or denied upon default.

29. Unless otherwise ordered by the Court, Replies, if any, shall be filed with the Court and served in accordance with these Case Management Procedures on or before 12:00 noon (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing (the “Reply Deadline”).

30. Sur-replies shall be not permitted or considered unless authorized by the Court.

**Motions for Relief from the Automatic Stay and/or to
Compel Assumption or Rejection of an Executory Contract.**

31. Notwithstanding anything contained herein, Requests for Relief from the automatic stay (“Stay Relief Motions”) in accordance with section 362 of the Bankruptcy Code or to compel assumption or rejection of an executory contract shall be noticed for consideration on the Omnibus Hearing Date that is at least twenty-one (21) days after the motion is filed and notice thereof is served upon Republic. Unless otherwise ordered by the Court, the Objection Deadline with respect thereto shall be 4:00 p.m. (Prevailing Eastern Time) on the date that is seven (7) calendar days prior to the applicable hearing.

32. Notwithstanding section 362(e) of the Bankruptcy Code, if a Stay Relief Motion is scheduled in accordance with this Order for, or adjourned to, a hearing date that falls

on or after the thirtieth day after the filing of the Stay Relief Motion, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

Reargument

33. Requests for Relief seeking reargument must identify with particularity the matter for reconsideration in accordance with Local Bankruptcy Rule 9023-1. If, after review of the Request for Relief, the Court determines that it requires a response, or a hearing, it will notify the parties accordingly.

Hearing Procedures

34. The initial hearing on all Requests for Relief will be a non-evidentiary hearing, unless: (i) the motion is of a type specified in Local Bankruptcy Rule 9014-2(b), (c), (d), or (e) or (ii) the Court otherwise directs in advance of the hearing. If, upon or after the filing of a Request for Relief, any party seeks an evidentiary hearing on a Request for Relief not covered under Local Bankruptcy Rule 9014-2, such party must confer with all other parties involved to determine whether there is agreement that an evidentiary hearing is appropriate. In the absence of an ability to agree, the Court will consider requests for an evidentiary hearing by conference call. Notwithstanding Local Bankruptcy Rule 9014-2, the Court may, upon advance request and for cause shown, order that the initial hearing on a Request for Relief of the type specified in Local Bankruptcy Rule 9014-2(c), (d), or (e) will be a non-evidentiary hearing. Generally, interests of judicial economy and the absence of disputed material issues of fact will collectively suggest that a non-evidentiary hearing is appropriate on motions subject to Local Bankruptcy Rule 9014-2(c), (d) or (e).

35. Concurrently with any determination that an evidentiary hearing is necessary or desirable, Chambers must be notified with an estimate of expected trial time; parties may be informed that a different return date is necessary if the available time on the requested day is insufficient. Any motion noticed as an evidentiary hearing must prominently state, just below the return date in the upper right-hand corner, “Evidentiary Hearing Requested.”

36. A Request for Relief may be granted without a hearing provided that, after the passage of the Objection Deadline, the attorney for the party that filed the Request for Relief (i) files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Case Management Procedures, (ii) serves the declaration via e-mail upon the attorneys for Republic and the Creditors’ Committee one (1) business day prior to submission thereof to the Court, and (iii) delivers by U.S. mail, overnight delivery, or hand, a package to the Court including (a) the declaration described in clause (i) above, (b) a disk containing an order granting the relief requested in the applicable Request for Relief, and (c) a printed copy of the proposed order (collectively, the “No Objection Package”). Upon receipt of the No Objection Package, the Court may grant the relief requested in the Request for Relief without further submission, hearing, or request. If the Court does not grant the relief, the Request for Relief will be heard at the Omnibus Hearing that is at least six (6) calendar days after the date the No Objection Package is received by the Court; provided that if the Court does not grant the relief requested in a Request for Relief without a hearing, such action shall not constitute an extension of the objection deadline related thereto, unless otherwise agreed by Republic and the party seeking (or opposing) such relief.

37. In the event a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the

settlement at the scheduled hearing. In the event the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. In the event the Court determines that additional or supplemental notice is required, Republic shall serve such notice in accordance with the Case Management Procedures set forth herein and a hearing to consider such settlement shall be on the next hearing day deemed appropriate by the Court.

Form of Pleadings

38. A “Notice of Hearing” shall be affixed to all Requests for Relief and shall include the following: (i) the title of the Request for Relief, (ii) the parties upon whom any Objection to the Request for Relief is required to be served, (iii) the date and time of the applicable Objection Deadline (as defined below), (iv) the date of the Omnibus Hearing (as defined below) at which the Request for Relief shall be considered by the Court, and (v) a statement that the relief requested may be granted without a hearing if no Objection is timely filed and served in accordance with these Case Management Procedures.

39. The applicable Objection Deadline and hearing date shall also appear in the upper right corner of the first page of the Notice of Hearing and on the upper right corner of the first page of each Request for Relief and each Objection thereto.

40. Nothing in these Case Management Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Pleading filed in these cases.

Discovery and Evidence

41. Expedited discovery in contested matters in these chapter 11 cases is authorized without further Court order. This authorization is without prejudice to the rights of any party or witness to seek protective order relief if the time to respond or appear, or the burden of the requested discovery, is unreasonable or for other cause shown. Parties are expected to work informally and cooperatively to effect any necessary discovery, with due recognition of the time exigencies that are typical in bankruptcy litigation. Document requests by e-mail are authorized.

42. Parties are required in the first instance to resolve discovery and due diligence disputes by negotiation in good faith and, if necessary, a conference call with the Court without submission of papers. Such calls will not be scheduled until and unless the parties have first tried and failed to resolve the disputed matters themselves. Unless otherwise ordered by the Court, no Request for Relief with respect to a discovery or due diligence dispute may be filed unless the parties have first conferred in good faith to resolve it and also sought to resolve the matter by conference call with the Court.

43. Except as otherwise ordered by the Court for cause shown before the hearing, all direct testimony in contested matters in these chapter 11 cases, other than duly designated deposition testimony and testimony by witnesses not under the party's reasonable control, must be submitted by affidavit, and all cross-examination and subsequent examination will be taken live. Unless otherwise ordered by the Court, all affidavits and any designated testimony must be submitted to the adversary and the Court no later than three (3) full business days before the hearing.

44. Parties may, if they are so advised, introduce the testimony of witnesses who reasonably can be expected not to be cooperative (such as employees or agents of

adversaries) by calling them as adverse witnesses and taking their testimony on “adverse direct.” The Court will generally regard taking direct testimony “live” as appropriate if, but only if, matters of credibility are important in the particular case, and credibility on direct, as well as after cross-examination, is at issue; the Court generally will regard “live” direct as inappropriate where the bulk of the testimony is historical or involves more than minimal discussion of accounting information or other financial or numerical analysis. In any instances where direct testimony will proceed “live,” the proponent(s) of such testimony will be responsible for so advising Chambers in advance and taking such steps (e.g., subpoenas) as are necessary to secure the attendance of any non-cooperating witnesses.

Miscellaneous

45. By approximately 12:00 noon (Prevailing Eastern Time) on the day before a scheduled hearing, Republic shall file with the Court a letter (the “Agenda Letter”) setting forth each matter to be heard at the hearing (the letter may be updated after the initial submission if necessary) and shall serve the letter(s), by e-mail or facsimile on: (i) Chambers, (ii) the U.S. Trustee, (iii) the attorneys for the Creditors’ Committee, and (iv) any parties filing Pleadings to be heard at the hearing; provided that an Agenda Letter shall not be required where Republic has less than forty-eight (48) hours’ notice of a hearing.

46. Matters listed on the Agenda Letter shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and affidavits of service.

47. If a party desires to participate in a hearing by telephone, such party must request permission from Chambers and notify the attorneys for Republic at least forty-eight (48) hours prior to the scheduled hearing. If Chambers permits telephonic participation, the party participating telephonically must arrange such telephonic participation with Court Call, adhering

to the procedures for telephonic participation applicable in the United States Bankruptcy Court for the Southern District of New York, as well as those required by the Judge assigned to these chapter 11 cases and supply the dial-in details to Republic's attorneys; and it is further

ORDERED that Republic may seek to amend the Case Management Procedures from time to time throughout the Chapter 11 Cases and shall present such amendments to the Court by notice of presentment in accordance with this Order; and it is further

ORDERED that within three (3) business days of entry of this Order, the Claims and Noticing Agent shall serve a printed copy of this Order upon all parties on the Master Service List and post a copy of this Order on the Case Website; and it is further

ORDERED that to the extent the Case Management Procedures conflict with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, or the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the Case Management Procedures shall govern these chapter 11 cases; and it is further

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

Dated: New York, New York
_____, 2016

United States Bankruptcy Judge