

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

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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS SERVICES, INC.,** : **16-10426 (SHL)**  
**Debtor.** :  
**Fed. Tax Id. No. 26-2882301**

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**In re** : **Chapter 11 Case No.**  
**SHUTTLE AMERICA CORPORATION,** : **16-10427 (SHL)**  
**Debtor.** :  
**Fed. Tax Id. No. 76-0491397**

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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRLINE INC.,** : **16-10428 (SHL)**  
**Debtor.** :  
**Fed. Tax Id. No. 06-1562737**

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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC.,** : **16-10429 (SHL)**  
**Debtor.** :  
**Fed. Tax Id. No. 06-1449146**

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**In re** : **Chapter 11 Case No.**  
**MIDWEST AIR GROUP, INC.,** : **16-10430 (SHL)**  
**Debtor.** :  
**Fed. Tax Id. No. 39-1828757**

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**In re** : **Chapter 11 Case No.**

**MIDWEST AIRLINES, INC.,** : **16-10431 (SHL)**

**Debtor.** :

**Fed. Tax Id. No. 39-1440079**

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**In re** : **Chapter 11 Case No.**

**SKYWAY AIRLINES, INC.,** : **16-10432 (SHL)**

**Debtor.** :

**Fed. Tax Id. No. 36-3924344**

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**ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)**  
**DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

A hearing having been held on February 26, 2016 (the "Hearing"), to consider the motion, dated February 25, 2016 (the "Motion"),<sup>1</sup> of Republic Airways Services, Inc. and its affiliates, Republic Airways Holdings Inc.; Republic Airline Inc.; Shuttle America Corporation; Midwest Air Group, Inc; Midwest Airlines, Inc.; and Skyway Airlines, Inc., as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively "Republic" or the "Debtors"), for entry of an order pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only, 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 the 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

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1. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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, 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 with the Court 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 in the best interests of the Debtors, their 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 above-captioned chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly-administered cases shall read as follows:

**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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; and it is further

ORDERED that a docket entry shall be made in the chapter 11 cases of Republic Airways Services, Inc.; Republic Airline Inc.; Shuttle America Corporation; Midwest Air Group, Inc.; Midwest Airlines, Inc.; and Skyway Airlines, Inc. substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Republic Airways Services, Inc.; Shuttle America Corporation; Republic Airline Inc.; Republic Airways Holdings Inc.; Midwest Air Group, Inc.; Midwest Airlines, Inc.; Skyway Airlines, Inc. The docket in Case No. 16-10429 (SHL) should be consulted for all matters affecting the case.

; and it is further

ORDERED that the Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Executive Office of the United States Trustee (revised November 27, 2013), by consolidating the information required for each debtor in one report that tracks and breaks out the specific information (e.g., receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report; 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  
February 29, 2016

/s/ Sean H. Lane  
United States Bankruptcy Judge