

**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.¹ : **(Jointly Administered)**

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**SECOND SUPPLEMENTAL ORDER RESCHEDULING HEARING
ON CONFIRMATION OF DEBTORS' SECOND AMENDED JOINT
PLAN OF REORGANIZATION AND RELATED DEADLINES**

A hearing on due notice having been held on December 21, 2016 (the “Disclosure Statement Hearing”); and the Court having entered the *Order Pursuant to 11 U.S.C. §§ 105(a), 1125, 1126 & 1128, Fed. R. Bankr. P. 2002, 3017, 3018 & 3020, and Local Bankruptcy Rules 3018-1 & 3020-1, (I) Approving Disclosure Statement, (II) Establishing Solicitation And Voting Procedures, And (III) Approving Form and Manner Of Notices* [ECF No. 1358] (the “Disclosure Statement Approval & Scheduling Order”)² following the conclusion of the Disclosure Statement Hearing; and the Court having considered the statements of counsel for the Debtors and counsel for the Official Committee of Unsecured Creditors on the record of the subsequent January 18, 2017 omnibus hearing; and the Court having entered the *Supplemental Order Rescheduling Hearing on Confirmation of Debtors' Second Amended Joint Plan of Reorganization and Related Deadlines* [ECF No. 1432]; and the Court having found and determined that the further rescheduling of certain dates and deadlines related to the

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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 defined herein shall have the meanings ascribed to them in the Disclosure Statement Approval & Scheduling Order.

confirmation process is warranted and appropriate and in the best interest of the debtors, their estates, and all parties in interest; and the Court having jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated February 1, 2012 (Preska, C.J.); and this matter 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 this Order having been provided and it appearing that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the following dates and deadlines set forth in the Disclosure Statement Approval & Scheduling Order, the Confirmation Hearing Notice, or the record of the Disclosure Statement Hearing are hereby amended as follows:

- Republic shall file the Plan Supplement with the Bankruptcy Court no later than February 9, 2017;
- The Voting Deadline is extended to 4:00 p.m. (Eastern Time) on February 21, 2017;
- Objections and responses, if any, to confirmation of the Plan shall be filed and served so as to be received no later than February 21, 2017 at 4:00 p.m. (Eastern Time) in accordance with the Confirmation Hearing Notice;
- Replies, if any, to any objections or responses to confirmation of the Plan shall be filed and served no later than March 1, 2017; and
- The Confirmation Hearing shall be held on March 8, 2017 at 11:00 a.m. (Eastern Time) or as soon thereafter as counsel may be heard; and it is further

ORDERED that notice of the entry of this Order substantially in the form set forth in Exhibit A hereto (the "Notice") is approved; and it is further

ORDERED that the Voting Agent shall promptly cause the Notice to be distributed to all parties previously provided with a Confirmation Hearing Notice in accordance with the Disclosure Statement Approval & Scheduling Order; and it is further

ORDERED that the dates and deadlines set forth herein are without prejudice to the Debtors' request for further modification by the Court; and it is further

ORDERED that except as otherwise set forth herein, the provisions of the Disclosure Statement Approval & Scheduling Order are unaffected by this Order and remain in full force and effect; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
February 10, 2017

/s/ Sean H. Lane
United States Bankruptcy Judge

EXHIBIT A

**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.¹ : **(Jointly Administered)**

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**NOTICE OF RESCHEDULED HEARING
ON CONFIRMATION OF DEBTORS' SECOND AMENDED JOINT
PLAN OF REORGANIZATION AND RELATED DEADLINES**

PLEASE TAKE NOTICE that following a hearing on notice, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) entered an order on December 23, 2017 [ECF 1358] (the "Disclosure Statement Approval & Scheduling Order")², approving the Disclosure Statement for the above-captioned Debtors' proposed Second Amended Joint Plan of Reorganization, dated December 19, 2016 (the "Plan") and procedures for the solicitation and tabulation of votes on the Plan and (ii) scheduled the hearing to consider confirmation of the Plan and established certain deadlines in connection therewith.

PLEASE TAKE FURTHER NOTICE that on January 24, 2017, the Bankruptcy Court entered a *Supplemental Order Rescheduling Hearing On Confirmation Of Debtors' Second Amended Joint Plan Of Reorganization and Extending Related Deadlines* [ECF No. 1432], rescheduling the Confirmation Hearing and amending certain related deadlines, as set forth therein.

PLEASE TAKE FURTHER NOTICE that on February [___], 2017, the Bankruptcy Court entered a *Second Supplemental Order Rescheduling Hearing On Confirmation Of Debtors' Second Amended Joint Plan Of Reorganization and Extending Related Deadlines* [ECF No. ____] (the "Second Supplemental Order"), further rescheduling the Confirmation Hearing and amending certain related deadlines, as set forth below.

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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 used herein and not otherwise defined herein have the meanings ascribed to them in the Disclosure Statement Approval & Scheduling Order.

PLEASE TAKE FURTHER NOTICE that pursuant to the Second Supplemental Order, the **“Voting Deadline” for the receipt by the Voting Agent of Ballots to accept or reject the Plan has been extended to 4:00 p.m. (Eastern Time) on February 21, 2017.**

PLEASE TAKE FURTHER NOTICE that pursuant to the Second Supplemental Order, the **Plan Supplement shall be filed by Republic on or before February 9, 2017.**

PLEASE TAKE FURTHER NOTICE that pursuant to the Second Supplemental Order, the **hearing to consider confirmation of the Plan (the “Confirmation Hearing”) shall be held on March 8, 2017 at 11:00 a.m. (Eastern Time)** or as soon thereafter as counsel may be heard. The Confirmation Hearing shall be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, Courtroom 701 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be adjourned or continued from time to time without further notice other than an announcement of the adjourned or continued date(s) at or before the Confirmation Hearing or at any adjourned or continued Confirmation Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court, and the Plan may be modified prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE that pursuant to the Second Supplemental Order, **objections and responses, if any, to confirmation of the Plan shall be filed with the Bankruptcy Court and served in accordance with, and upon the parties identified in, the Confirmation Hearing Notice so as to be received no later than 4:00 p.m. (Eastern Time) on February 21, 2017. UNLESS AN OBJECTION IS TIMELY FILED AND SERVED IT MAY NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

PLEASE TAKE FURTHER NOTICE that pursuant to the Second Supplemental Order, **replies, if any, to any objections or responses to confirmation of the Plan shall be filed with the Bankruptcy Court and served no later than March 1, 2017.**

PLEASE TAKE FURTHER NOTICE that the Disclosure Statement, among other things, describes the classification and treatment of claims against, and equity interests in, the Debtors provided under the Plan and any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan or the Confirmation Hearing Notice may request such copy, in writing, from **Prime Clerk LLC, Attn: RJET Ballot Processing, 830 3rd Avenue, 3rd Floor, New York, New York 10022.** Interested parties may also obtain the Disclosure Statement and the Plan and the Confirmation Hearing Notice free of charge at www.primeclerk.com/rjet. In addition, the Disclosure Statement, the Plan, and the Confirmation Hearing Notice are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: www.nysb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

Dated: New York, New York
February [___], 2017

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