

**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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ORDER PURSUANT TO 11 U.S.C. §§ 342(a), 521 & 105(a), FED. R. BANKR. P. 1007(a), 1007(c), 2002, 2015.3 & 9006(b), AND LOCAL BANKRUPTCY RULE 1007-1, (i) EXTENDING TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS, (ii) GRANTING ADDITIONAL TIME TO FILE 2015.3 REPORT, (iii) WAIVING REQUIREMENT TO FILE LIST OF CREDITORS, AND (iv) WAIVING REQUIREMENT TO FILE AN EQUITY LIST AND MODIFYING THE REQUIREMENT TO PROVIDE NOTICE TO EQUITY SECURITY HOLDERS

A hearing having been held on February 26, 2016 (the "Hearing") to consider the motion, dated February 25, 2016 (the "Motion"), 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 342(a), 521 and 105(a) of title 11, United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 1007(a), 1007(c), 2002, 2015.3, and 9006(b), and Local Bankruptcy Rule 1007-1, for entry of an order (i) extending the fourteen-day period to file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules"), (ii) granting additional time to file the report of

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.

financial information in respect of any entity in which the Debtors' estates hold a controlling or substantial interest or to file a modification of such reporting requirements (the "2015.3 Report"), (iii) waiving the requirement to file list of creditors, and (iv) waiving the requirement to file a list of equity security holders (the "Equity List") and modifying the requirement to provide notice of the commencement of these cases to such equity security holders, 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 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 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 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 requested 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, pursuant to sections 521 and 105(a) of the Bankruptcy Code, Fed. R. Bankr. P. 1007(c) and 9006(b), and Local Bankruptcy Rule 1007-1, the date by which Republic shall file its Schedules is hereby extended by an additional thirty days, through and including April 11, 2016, without prejudice to Republic's right to seek further extensions upon a showing of cause therefor; and it is further

ORDERED that the requirements under section 521(a)(1) of the Bankruptcy Code, Fed. R. Bankr. P. 1007(a)(1), Local Bankruptcy Rule 1007-1, and the Standing Orders that Republic files lists of its creditors with the Court are waived; and it is further

ORDERED that, as soon as practicable after entry of an order authorizing the engagement of a claim and noticing agent in these cases (the "Claims and Noticing Agent"), Republic shall furnish to the Claims and Noticing Agent a consolidated list containing the names and last known addresses of Republic's creditors (the "Consolidated List"); and it is further

ORDERED that the Claims and Noticing Agent shall (i) maintain and update the Consolidated List in the ordinary course of business and (ii) in lieu of submitting a formatted mailing matrix, make available a single, consolidated list of all of Republic's creditors in electronic form to any entity who so requests and in nonelectronic form at such requesting entity's sole cost and expense; and it is further

ORDERED that the requirement set forth in Fed. R. Bankr. P. 1007(a)(3) to file the Equity List is hereby waived; and it is further

ORDERED that the requirement in Fed. R. Bankr. P. 2002(d) to provide notice to equity holders of the commencement of these chapter 11 cases and the order for relief is hereby modified and Republic shall cause such notice to be provided to the record holders of RAH's common stock; and it is further

ORDERED that, pursuant to Fed. R. Bankr. P. 2015.3(d), the date by which Republic shall file its initial 2015.3 Report or file a motion seeking a modification of such reporting requirements for cause is hereby extended to and including the thirtieth day after the first meeting of creditors held pursuant to section 341 of the Bankruptcy Code, without prejudice to Republic's right to seek further extensions of such date; 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