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*Proposed Attorneys for the Debtors
and 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 : **(Joint Administration Pending)**

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**DEBTORS’ MOTION PURSUANT TO 11 U.S.C. §§ 105(a), 327 & 330
FOR AUTHORITY TO EMPLOY PROFESSIONALS USED IN THE ORDINARY
COURSE OF BUSINESS *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

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 sections 105(a), 327, and 330 of the Bankruptcy Code, Republic seeks authority to (i) establish certain procedures to retain and compensate those professionals that Republic employs in the ordinary course of business (collectively, the "Ordinary Course Professionals"), *nunc pro tunc* to the Commencement Date, without (a) the submission of separate employment applications or (b) the issuance of separate retention orders for each individual Ordinary Course Professional and (ii) compensate and reimburse such professionals without individual fee applications. A proposed form of order granting the relief requested in the Motion is attached hereto (the "Proposed Order"). An initial list of Ordinary Course Professionals is attached to the Proposed Order as Exhibit 1.

**Republic's Proposed Procedures for
Employment of Ordinary Course Professionals**

8. Republic seeks the continued employment of the Ordinary Course Professionals to render professional services to Republic's estates in the same manner and for the same purposes as the Ordinary Course Professionals were retained prior to the Commencement Date. In the past, these professionals have provided to Republic professional services relating to such matters as litigation, intellectual property, real estate, regulatory, and labor related issues, as well as other services relating to issues that have a direct and significant impact on Republic's day-to-day operations. It is essential that the employment of these Ordinary Course Professionals, many of whom are already familiar with Republic's business and financial affairs, be continued to avoid disruption of Republic's normal business operations.

9. Republic submits that the proposed employment of the Ordinary Course Professionals, and the payment of monthly compensation pursuant to the procedures set forth below (the "Procedures"), are in the best interests of their respective estates and creditors. The relief requested will save the estates the substantial expenses associated with applying separately to retain each Ordinary Course Professional and will prevent the estates from incurring additional fees for the preparation and prosecution of interim fee applications during these cases. Accordingly, Republic proposes the following Procedures:

1. Within forty-five (45) days of the later of (i) the entry of an order granting this Motion and (ii) the date on which the Ordinary Course Professional commences services for Republic, each Ordinary Course Professional will provide the following to Republic's attorneys: (a) a declaration and disclosure statement (the "OCP Declaration"), substantially in the form annexed to the Proposed Order as **Exhibit 2**, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to Republic or its estates with respect to the matter(s) on which such professional is to be employed and (b) a completed retention questionnaire (the "Retention Questionnaire"), substantially in the form annexed to the Proposed Order as **Exhibit 3**.

2. Following receipt of the completed OCP Declaration and Retention Questionnaire, Republic will file the same with the Court and serve a copy upon: (i) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") and (ii) the attorneys for any statutory committees appointed in these chapter 11 cases (collectively, the "Reviewing Parties").
3. The Reviewing Parties will have fourteen (14) days following the date of service to notify Republic's counsel, in writing, of any objection to the retention based on the contents of the OCP Declaration or Retention Questionnaire (the "Retention Objection Deadline"). If no objection is filed and served before the Retention Objection Deadline, the retention and employment of such Ordinary Course Professional shall be deemed approved without further order of the Court.
4. If an objection is filed by the Retention Objection Deadline and such objection cannot be resolved within twenty-one (21) days after the Retention Objection Deadline, the matter will be set for hearing before the Court.
5. No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these Procedures.
6. Once Republic retains an Ordinary Course Professional in accordance with these Procedures, Republic may pay such Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred upon the submission to, and approval by, Republic of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to Republic's right to dispute any such invoices); provided that, subject to increase as provided in subparagraph 8, below, the Ordinary Course Professional's total compensation and reimbursements will not exceed \$50,000 for each month starting from the first full calendar month following the Commencement Date (the "Monthly Cap").
7. In the event that an Ordinary Course Professional seeks more than the Monthly Cap for any month during these chapter 11 cases, such Ordinary Course Professional will file a fee application, to be heard on notice, for the full amount of its fees and expenses for any month where such Ordinary Course Professional's fees and disbursements exceeded the Monthly Cap (Republic may make an interim payment to the Ordinary Course Professional prior to a hearing on the application of up to the amount of the Monthly Cap for each month so long as the Ordinary Course Professional has been retained, either automatically through expiration of the Objection Deadline, or by approval of the Court), in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal

Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the U.S. Trustee, and all Orders of the Court.

8. Payment to any one Ordinary Course Professional will not exceed \$500,000 for the entire period in which the chapter 11 cases are pending, subject to further Order of the Court. In the event that an Ordinary Course Professional's fees and expenses exceed \$500,000 for the entire period in which the chapter 11 cases are pending (the "Aggregate Cap"), such Ordinary Course Professional will be required to file a separate retention application to be retained as a professional pursuant to section 327 or 328 of the Bankruptcy Code. Notwithstanding anything herein to the contrary, the Monthly Cap and the Aggregate Cap may be increased by Republic without further order of the Court, with the consent of the U.S. Trustee and the statutory committee of unsecured creditors, if any, appointed in these chapter 11 cases.
9. Within 30 days after the end of each quarterly period, Republic will file a statement with the Court and serve the same on the Reviewing Parties, certifying Republic's compliance with the terms of the relief requested herein. The statement shall include for each Ordinary Course Professional (i) the name of such Ordinary Course Professional and (ii) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursements of expenses incurred by such Ordinary Course Professional.
10. If Republic seeks to retain an Ordinary Course Professional not already listed on **Exhibit 1** to the Proposed Order during these chapter 11 cases, Republic will file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals (the "Supplemental Notice of Ordinary Course Professionals"), along with the professionals' respective OCP Declarations and Retention Questionnaires.
11. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon Republic's counsel, as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

10. Republic reserves the right to (i) dispute any invoice submitted by an Ordinary Course Professional and (ii) retain additional Ordinary Course Professionals from time to time as the need arises.

**Employment of Ordinary Course
Professionals Should be Authorized**

11. A debtor is required to obtain bankruptcy court approval before it is permitted to hire certain professionals and compensate them with funds from property of the estate. As explained below, however, the Bankruptcy Code allows a debtor to retain professionals in the ordinary course of business when they are not representing or assisting the debtor in carrying out its duties under title 11. 11 U.S.C. § 327(e). Republic submits that the Ordinary Course Professionals subject to this motion may be retained and paid pursuant to section 327. In that regard, Republic proposes the Procedures set forth herein.

12. Section 327(a) of the Bankruptcy Code provides as follows:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

11 U.S.C. § 327(a). Section 327(e) of the Bankruptcy Code further provides that, "with the court's approval," a debtor may employ

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

Id. § 327(e).

13. Section 328(a) of the Bankruptcy Code provides that the terms and conditions upon which professionals are retained must be reasonable, and section 330 of the

Bankruptcy Code authorizes the court to award reasonable compensation for actual and necessary services rendered by such professionals. 11 U.S.C. §§ 328(a), 330. Further, the Court may exercise its broad discretion under section 105(a) of the Bankruptcy Code in connection with the foregoing. 11 U.S.C. § 105(a).

14. Although certain of the Ordinary Course Professionals may hold unsecured claims against Republic for prepetition services rendered, Republic does not believe that any of the Ordinary Course Professionals has an interest materially adverse to Republic, its creditors, or other parties in interest that should preclude such professionals from continuing to represent Republic. Further, section 328(c) of the Bankruptcy Code excludes attorneys retained pursuant to section 327(e) from the requirement that such professional persons be “disinterested.” Accordingly, pursuant to the foregoing provisions of the Bankruptcy Code, the Court may authorize the retention of the Ordinary Course Professionals.

15. In light of the additional costs associated with the preparation of employment applications for professionals that will receive relatively small fees, it is impractical and economically inefficient for Republic to submit individual applications and proposed retention orders for each Ordinary Course Professional as required by rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure. Accordingly, Republic requests that the Court dispense with the requirement of individual employment applications and retention orders with respect to each Ordinary Course Professional.

16. Other than the Ordinary Course Professionals, all professionals employed by Republic to assist in the prosecution of these chapter 11 cases will be retained by Republic pursuant to separate retention applications. Those professionals will be compensated in

accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and other orders of this Court.

17. Republic submits that the requested relief is appropriate, is in the best interests of its estates, and should be granted in all respects.

Notice

18. 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, (ix) the Office of the United States Attorney for the Southern District of New York, and (x) all parties having filed requests for notices in these cases pursuant to Fed. R. Bankr. P. 2002. Republic submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be given.

19. No previous request for the relief sought herein has been made by Republic 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

/s/ Bruce R. Zirinsky

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*Proposed Attorneys for the Debtors and
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), 327 & 330 OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO EMPLOY
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS
NUNC PRO TUNC TO THE COMMENCEMENT DATE**

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 sections 105(a), 327, and 330 of title 11, United States Code (the "Bankruptcy Code"), for entry of an order authorizing Republic to (i) establish certain procedures for the Debtors to retain and compensate those professionals that Republic employs in the ordinary course of business (collectively, the "Ordinary Course Professionals"), effective as of the Commencement Date, without (a) the submission of separate employment applications or (b) the issuance of separate retention orders for each individual Ordinary Course Professional, and (ii) compensate and reimburse such professionals without individual fee applications, all as

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.

more fully set forth in the Motion and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 having been filed with this Court contemporaneously with this Motion (the "Bedford Declaration"); 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, (ix) the Office of the United States Attorney for the Southern District of New York, and (x) all parties having filed requests for notices in these cases pursuant to Fed. R. Bankr. P. 2002, and it appearing that no other or further notice need be given; 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 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 as provided herein; and it is further

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary or appropriate by Republic, Republic is authorized to employ the Ordinary Course Professionals listed on Exhibit 1 annexed hereto in the ordinary course of business in accordance with the following procedures (the “Procedures”), *nunc pro tunc* to the Commencement Date:

1. Within forty-five (45) days of the later of (i) the entry of this Order and (ii) the date on which the Ordinary Course Professional commences services for Republic, each Ordinary Course Professional will provide the following to Republic’s attorneys: (a) a declaration and disclosure statement (the “OCP Declaration”), substantially in the form annexed hereto as Exhibit 2, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to Republic or its estates with respect to the matter(s) on which such professional is to be employed and (b) a completed retention questionnaire (the “Retention Questionnaire”), substantially in the form annexed hereto as Exhibit 3.
2. Following receipt of the completed OCP Declaration and Retention Questionnaire, Republic will file the same with the Court and serve a copy upon (collectively, the “Reviewing Parties”): (i) the U.S. Trustee and (ii) the attorneys for any statutory committees appointed in these chapter 11 cases.
3. The Reviewing Parties will have fourteen (14) days following the date of service to notify Republic’s counsel, in writing, of any objection to the retention based on the contents of the OCP Declaration or Retention Questionnaire (the “Retention Objection Deadline”). If no objection is filed and served before the Retention Objection Deadline, the retention and employment of such Ordinary Course Professional shall be deemed approved without further order of the Court.
4. If an objection is filed by the Retention Objection Deadline and such objection cannot be resolved within twenty-one (21) days after the Retention Objection Deadline, the matter will be set for hearing before the Court.
5. No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these Procedures.
6. Once Republic retains an Ordinary Course Professional in accordance with these Procedures, Republic may pay such Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred

upon the submission to, and approval by, Republic of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to Republic's right to dispute any such invoices); provided that, subject to increase as provided in subparagraph 8, below, the Ordinary Course Professional's total compensation and reimbursements will not exceed \$50,000 for each month starting from the first full calendar month following the Commencement Date (the "Monthly Cap").

7. In the event that an Ordinary Course Professional seeks more than the Monthly Cap for any month during these chapter 11 cases, such Ordinary Course Professional will file a fee application, to be heard on notice, for the full amount of its fees and expenses for any month where such Ordinary Course Professional's fees and disbursements exceeded the Monthly Cap (Republic may make an interim payment to the Ordinary Course Professional prior to a hearing on the application of up to the amount of the Monthly Cap for each month so long as the Ordinary Course Professional has been retained, either automatically through expiration of the Objection Deadline, or by approval of the Court), in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the U.S. Trustee, and all Orders of the Court.
8. Payment to any one Ordinary Course Professional will not exceed \$500,000 for the entire period in which the chapter 11 cases are pending, subject to further Order of the Court. In the event that an Ordinary Course Professional's fees and expenses exceed \$500,000 for the entire period in which the chapter 11 cases are pending (the "Aggregate Cap"), such Ordinary Course Professional will be required to file a separate retention application to be retained as a professional pursuant to section 327 or 328 of the Bankruptcy Code. Notwithstanding anything in this Order to the contrary, the Monthly Cap and the Aggregate Cap may be increased by Republic without further order of the Court, with the consent of the U.S. Trustee and the statutory committee of unsecured creditors, if any, appointed in these chapter 11 cases.
9. Within 30 days after the end of each quarterly period, Republic will file a statement with the Court and serve the same on the Reviewing Parties, certifying Republic's compliance with the terms of the relief requested herein. The statement shall include for each Ordinary Course Professional (i) the name of such Ordinary Course Professional and (ii) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursements of expenses incurred by such Ordinary Course Professional.
10. If Republic seeks to retain an Ordinary Course Professional not already listed on Exhibit 1 to the proposed order during these chapter 11 cases,

Republic will file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals (the “Supplemental Notice of Ordinary Course Professionals”), along with the professionals’ respective OCP Declarations and Retention Questionnaires.

11. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon Republic’s counsel, as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

ORDERED that entry of this Order and approval of the Procedures does not affect Republic’s ability to (i) dispute any invoice submitted by an Ordinary Course Professional and (ii) retain additional Ordinary Course Professionals from time to time as the need arises, and all rights of Republic are reserved with respect thereto; and it is further

ORDERED that the form of OCP Declaration and Retention Questionnaire are approved; and it is further

ORDERED that nothing contained in this Order or in the Motion is intended to be or shall be construed as (a) an admission as to the validity of any claim against Republic, (b) a waiver of Republic’s or any appropriate party in interest’s rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Likewise any payment made pursuant to this Order is not intended to be and shall not be construed as an admission to the validity of any claim or a waiver of Republic’s rights to dispute such claim subsequently; and it is further

ORDERED that Republic is authorized to take all steps necessary to carry out this Order; 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
_____, 2016

United States Bankruptcy Judge

Exhibit 1

List of Ordinary Course Professionals

Professional	Address	Contact	Services Performed by Professional
Abagados Sierra y Vazquez	Prolongación Reforma No. 1190 25th Floor Santa Fe, Mexico DF 05349	Carlos Sierra	Legal Services related to sublease of aircraft to Aerolitoral
Argueta and Partners	Colonia Tepeyac, Redondel Ocotepaque, No. 1102, Contiguo a Casa Residencial de Embajada de China Taiwán, Tegucigalpa, Honduras	Guillermo Enrique Argueta Soto	Legal Services related to operations in Honduras
Aviation Support, S.A. de C.V.	1ª Cda. De Melchor Ocampo No. 4 Fracc. Pedregal de San Francisco, Coyoacán, 04320, México D.F.	Juan Carlos Pacheco M.	Legal Services related to operations in Mexico
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC	First Tennessee Building 165 Madison Avenue, Suite 2000 Memphis, TN 38103	Steven Hall	Litigation -- Contract (CPA) Law
Brigard & Urrutia	Calle 70A No. 4 – 41 Bogotá, Colombia	Álvaro Iván Cala	Legal Services related to operations in Columbia
Daugherty, Fowler, Peregrin, Haught & Jenson	100 N. Broadway, Suite 2000 Oklahoma City, Oklahoma 73102	Robert M. Peregrin	FAA matters
Dentons US LLP	1676 International Drive, Penthouse, McLean, VA 22102	Mark Dombroff	NTSB, Accident Response
Ford & Harrison LLP	271 17th St. NW, Ste. 1900, Atlanta, GA 30363	Andy McClintock	Labor Law
Hogan Lovells US LLP	Columbia Square, 555 Thirteenth Street, NW Washington, DC 20004	Robert E. Cohn	Regulatory Matters
Holland & Hart LLP	One Boulder Plaza, 1800 Broadway, Suite 300, Boulder, CO 80302	Scott S. Havlick	Trademark Matters
Ice Miller LLP	One American Square Suite 2900 Indianapolis, IN 46282-0200	David J. Carr	Labor Law
Jiménez Cruz Peña	Av. Winston Churchill 1099, Torre Citi, piso 14, Santo Domingo, D.N.	Rosa Diaz Abreu	Legal Services relating to operations in Dominican Republic

Professional	Address	Contact	Services Performed by Professional
Katz & Korin, PC	The Emelie Building, 334 North Senate Avenue, Indianapolis, IN 46204-1708	Offer Korin	Real Estate matters
McKay, Culmer & Associates	Duffus House, 36A Sears Road, P.O. Box N-7534, Nassau, Bahamas	W. Renae McKay	Legal Services relating to operations in the Bahamas
Morgan & Morgan	MMG Tower, 23rd Floor Ave. Paseo del Mar, Costa del Este, Panama City, Panama	Ana Cristina Castrellión	Legal Services relating to operations in Panama
Norton Rose Fulbright US LLP	666 Fifth Ave., New York, NY 10103-3198	James D. Tussing	Aircraft Transactions
Ogletree Deakins	111 Monument Circle, Ste. 4600, Indianapolis, IN 46204	Stephanie Smithey	Employee Benefits Law
O'Melveny & Myers LLP	2765 Sand Hill Road Menlo Park, CA 94025	Robert Siegel	Labor Law
Winslett Studnický McCormick & Bomser LLP	6 East 39th St., 6th Floor New York, NY 10016	Jim Neale	Litigation -- Contract (CPA) Law
Young Law Firm	28 Regent St., P.O. Box 111, Belize City, Belize	Michael C.E. Young	Legal Services relating to operations in Belize
Zurcher Odio & Raven	Plaza Roble Edificio, Los Balcones San Jose, Costa Rica	Marco A. López Volio	Legal Services relating to operations in Costa Rica

Exhibit 2

Ordinary Course Professional Declaration

**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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**DECLARATION AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____**

_____, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a _____ of _____, located at _____ (the
“Firm”).

2. Republic Airways Holdings Inc. and certain of its wholly-owned direct
and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11
cases (collectively, “Republic” or the “Debtors”), have requested that the Firm provide
_____ services to Republic, and the Firm has consented to provide such services
(the “Services”).

3. The Services include, but are not limited to, the following:

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.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in Republic's chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of Republic, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these chapter 11 cases, Republic owed the Firm \$_____ in respect of prepetition services rendered to Republic.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury [under the laws of the United States of America] that the foregoing is true and correct.

Executed on _____, 2016.

Declarant Name

Exhibit 3

Retention Questionnaire

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

-----x

In re : **Chapter 11 Case No.**
REPUBLIC AIRWAYS HOLDINGS INC., et al., : **16-_____ (___)**
Debtors.¹ : **(Jointly Administered)**

-----x

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by 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”).

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY REPUBLIC TO:

Republic Airways Holdings Inc.
8909 Purdue Road
Suite 300
Indianapolis, Indiana 46268

Attn: Ethan J. Blank, Esq., General Counsel

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of Firm:

2. Date of retention: _____
3. Type of legal services to be provided:

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.

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

- (a) Average hourly rate (if applicable):
- (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

6. Prepetition claims against the Debtors held by the company:
Amount of claim: \$ _____
Date claim arose: _____
Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:
Name: _____
Status: _____
Amount of claim: \$ _____
Date claim arose: _____
Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

9. Name and title of individual completing this form:

Dated: _____