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*Proposed Attorneys for the Debtors
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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 FOR ENTRY OF ORDER
PURSUANT TO 11 U.S.C. §§ 331 & 105(a) ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

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.

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:

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. Pursuant to sections 331 and 105(a) of the Bankruptcy Code, Fed. R. Bankr. P. 2016, and Local Bankruptcy Rule 2016-1, Republic requests that the Court establish an orderly, regular process for the monthly allowance and payment of compensation and reimbursement of expenses (the "Interim Compensation Procedures") for professionals whose services are authorized by this Court pursuant to sections 327 or 1103 of the Bankruptcy Code and who will be required to file applications for allowance of compensation and reimbursement

of expenses pursuant to sections 330 and 331 of the Bankruptcy Code and Fed. R. Bankr. P. 2016(a). A proposed order granting the relief requested herein is annexed hereto.

Retention of Professionals

8. Given the size and complex nature of these chapter 11 cases, Republic requires the assistance of a number of professionals to efficiently manage these proceedings to successfully and timely emerge from chapter 11. Accordingly, Republic has filed and will be filing separate applications with the Court to employ and retain a number of professionals (collectively, the “Debtors’ Professionals”), including without limitation, Zirinsky Law Partners PLLC and Hughes Hubbard & Reed LLP, as co-counsel to represent Republic in these chapter 11 cases, and Seabury Group LLC as financial advisor, Deloitte & Touche LLP, as independent auditor, Deloitte Tax LLP, as tax advisor, and Prime Clerk LLP, as administrator. Various law firms to provide services as special counsel pursuant to section 327(e) of the Bankruptcy Code.² In addition, a statutory committee of unsecured creditors (the “Creditors Committee”) will likely be appointed pursuant to section 1102 of the Bankruptcy Code, and will likely retain counsel and possibly other professionals to represent it in these cases.

9. Republic believes that establishing orderly procedures to pay the Debtors’ Professionals and attorneys and other professionals whose retentions are approved by this Court pursuant to sections 327 or 1103 of the Bankruptcy Code and who will be required to file applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code (collectively with the Debtors’ Professionals, the “Retained

2. In addition, the Debtors have filed, or will soon file, a motion pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code seeking authority to employ certain professionals used in the ordinary course of business (collectively, the “Ordinary Course Professionals”). Pursuant to this motion, Ordinary Course Professionals would not need to file individual retention applications and would be paid in full without interim or final fee applications, subject to monthly and aggregate caps on fees and expenses. Any Ordinary Course Professional seeking payment of fees exceeding the monthly cap would be required to file a fee application pursuant to the procedures set forth therein.

Professionals”) will streamline the administration of these chapter 11 cases and otherwise promote efficiency for the Court, the Office of the United States Trustee, and all parties in interest.

Proposed Compensation and Reimbursement Procedures

10. Republic proposes that the payment of compensation and reimbursement of expenses of Retained Professionals be structured as follows:

- a) On or before the **20th** day of each month following the month for which compensation is sought, each Retained Professional seeking compensation shall serve a monthly statement (the “Monthly Statement”), (i) by hand or overnight delivery, on (a) the Office of the U.S. Trustee, U.S. Federal Building, 201 Varick Street, Suite 1006, New York, NY 10014, and (ii) by electronic mail upon (a) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 300, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, V.P., General Counsel (Ethan.Blank@rjet.com)), (b) the proposed attorneys for the Debtors, 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)), and (c) the attorneys for any statutory committees appointed in these chapter 11 cases (collectively, the “Notice Parties”).
- b) On or before the **20th** day of each month following the month for which compensation is sought, each Retained Professional also shall file a Monthly Statement with the Court; however, a courtesy copy need not be delivered to Chambers because this motion is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code. Retained Professionals shall still be required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules.
- c) Each Monthly Statement shall contain a list of the individuals who provided services during the period covered by the Monthly Statement, their respective titles (e.g., attorney, accountant, paralegal, etc.), their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (no professional should seek reimbursement of an expense that would

otherwise not be allowed pursuant to the Bankruptcy Court's Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated June 17, 2013, or the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (collectively, the "Fee Guidelines"), and contemporaneously maintained time entries for each individual in increments of **tenths (1/10) of an hour** unless otherwise ordered by the Court.³

- d) Each Notice Party shall have **15 days** after receipt of a Monthly Statement to review it and, if such party has an objection to the compensation or reimbursement sought in a particular Monthly Statement (an "Objection"), such party shall, by no later than the **16th day** following receipt of the Monthly Statement (the "Objection Deadline"), serve upon the Retained Professional whose Monthly Statement is the subject of an Objection, and the other persons designated to receive statements in paragraph (a) above, a written "Notice of Objection to Fee Statement," setting forth the nature of the Objection and the amount of fees or expenses at issue.
- e) At the expiration of the Objection Deadline, Republic shall promptly pay **80%** of the fees and **100%** of the expenses identified in each Monthly Statement to which no Objection has been served in accordance with paragraph (d) above. The remaining 20% of the Retained Professional's fees for each Monthly Statement shall be withheld from payment until further order of this Court (the "Monthly Fee Holdback").
- f) If an Objection to a particular Monthly Statement is served, Republic shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) above.
- g) If an Objection is resolved and if the party whose Monthly Statement was the subject of the Objection files a statement indicating that the Objection has been withdrawn and describing in detail the terms of the resolution, then Republic shall promptly pay, in accordance with paragraph (e) above, that portion of the Monthly Statement that is no longer subject to the Objection.
- h) All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (j) below.
- i) The service of an Objection in accordance with paragraph (d) above shall not prejudice the objecting party's right to object to any fee application

3. Republic may seek to modify this requirement in the retention application of certain professionals.

made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.

- j) Approximately every 120 days, but no more than every 150 days (the "Interim Fee Period"), each of the Retained Professionals shall file with the Court an application (an "Interim Fee Application") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period. Each Retained Professional shall file its first Interim Fee Application on or before June 14, 2016 and the first Interim Fee Application shall cover the Interim Fee Period from the Commencement Date through and including April 30, 2016. All professionals not retained as of the Commencement Date shall file their first Monthly Statement for the period from the effective date of their retention through the end of the first full month following the effective date of their retention and otherwise in accordance with the procedures set forth in this Order. Furthermore, upon allowance by this Court of a Retained Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Retained Professional all allowed requested fees (including the Monthly Fee Holdback) and expenses not previously paid.
- k) Republic's attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "Interim Fee Hearing"). At least **30 days** prior to the Interim Fee Hearing, Republic's attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the objection deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to Republic's attorneys (Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004, Attn: Christopher K. Kiplok and Ramsey Chamie) a fully executed copy with original signatures, along with service copies, 3 business days before the filing deadline. Republic's attorneys shall file and serve such Interim Fee Application on such Retained Professional's behalf.
- l) Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Statement shall (1) be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided herein until such Interim Fee Application is filed, and (2) may be

required to disgorge any fees paid since retention or the last fee application, whichever is later.

- m) The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- n) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals.
- o) The attorneys for the Creditors Committee may, in accordance with the Interim Compensation Procedures, collect and submit statements of expenses, with supporting vouchers, from members of the Creditors Committee; provided that these reimbursement requests must comply with the Fee Guidelines.

**The Proposed Interim Compensation
Procedures Should Be Approved by the Court**

11. Pursuant to section 331 of the Bankruptcy Code, all Retained Professionals are authorized to submit applications for interim compensation and reimbursement of expenses every 120 days, or more often if the Court permits. Section 331 of the Bankruptcy Code provides, in part, as follows:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title.

11 U.S.C. § 331. Section 105(a) of the Bankruptcy Code authorizes the Court to issue any order "that is necessary or appropriate to carry out the provisions" of the Bankruptcy Code. Thus, the Court is authorized to enter an order authorizing the Interim Compensation Procedures requested herein.

12. The Interim Compensation Procedures are in accordance with the standing General Order M-412 of the Bankruptcy Court for the Southern District of New York, dated December 21, 2010, and Local Bankruptcy Rule 2016-1(c) establishing procedures for monthly compensation and reimbursement of expenses of professionals, and pursuant to sections 105(a) and 331 of the Bankruptcy Code and Fed. R. Bankr. P. 2016(a).

13. The proposed Interim Compensation Procedures will enable Republic to closely monitor the costs of administration, forecast cash flows, and implement efficient cash management procedures. They also will allow the Court and key parties in interest, including the U.S. Trustee, to ensure the reasonableness and necessity of the compensation and reimbursement requested.

14. Based upon the foregoing, Republic submits that the relief requested herein is warranted, appropriate, and in the best interest of Republic's estates, creditors, and all parties in interest, and therefore, should be granted in these chapter 11 cases.

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 Mainline Airline 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.

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. §§ 331 & 105(a) ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

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 331 and 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules") for entry of an order authorizing the establishment of certain procedures for interim compensation and reimbursement of professionals, 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

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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.

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 Mainline Airline 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 provided; 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 heretofore 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 except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in these chapter 11 cases (the “Retained Professionals”) may seek interim compensation in accordance with the following procedures:

- a) On or before the **20th** day of each month following the month for which compensation is sought, each Retained Professional seeking compensation shall serve a monthly statement (the “Monthly Statement”), (i) by hand or overnight delivery, on the Office of the U.S. Trustee, U.S. Federal Building, 201 Varick Street, Suite 1006, New York, NY 10014, and (ii) by electronic mail upon (a) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 300, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, V.P., General Counsel (Ethan.Blank@rjet.com)), (b) the proposed attorneys for the Debtors, 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)), and (c) the attorneys for any statutory committees appointed in these chapter 11 cases (collectively, the “Notice Parties”).
- b) On or before the **20th** day of each month following the month for which compensation is sought, each Retained Professional also shall file a Monthly Statement with the Court; however, a courtesy copy need not be delivered to Chambers because this motion is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code. Retained Professionals shall still be required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules.
- c) Each Monthly Statement shall contain a list of the individuals who provided services during the period covered by the Monthly Statement, their respective titles (e.g., attorney, accountant, paralegal, etc.), their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (no professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the Bankruptcy Court’s Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated June 17, 2013, or the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (collectively, the

“Fee Guidelines”), and contemporaneously maintained time entries for each individual in increments of **tenths (1/10) of an hour** unless otherwise ordered by the Court.³

- d) Each Notice Party shall have **15 days** after receipt of a Monthly Statement to review it and, if such party has an objection to the compensation or reimbursement sought in a particular Monthly Statement (an “Objection”), such party shall, by no later than the **16th day** following receipt of the Monthly Statement (the “Objection Deadline”), serve upon the Retained Professional whose Monthly Statement is the subject of an Objection, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- e) At the expiration of the Objection Deadline, Republic shall promptly pay **80%** of the fees and **100%** of the expenses identified in each Monthly Statement to which no Objection has been served in accordance with paragraph (d) above. The remaining 20% of the Retained Professional’s fees for each Monthly Statement shall be withheld from payment until further order of this Court (the “Monthly Fee Holdback”).
- f) If an Objection to a particular Monthly Statement is served, Republic shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) above.
- g) If an Objection is resolved and if the party whose Monthly Statement was the subject of the Objection files a statement indicating that the Objection has been withdrawn and describing in detail the terms of the resolution, then Republic shall promptly pay, in accordance with paragraph (e) above, that portion of the Monthly Statement that is no longer subject to the Objection.
- h) All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (j) below.
- i) The service of an Objection in accordance with paragraph (d) above shall not prejudice the objecting party’s right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party’s right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.

3. Republic may seek to modify this requirement in the retention application of certain professionals.

- j) Approximately every 120 days, but no more than every 150 days (the “Interim Fee Period”), each of the Retained Professionals shall file with the Court an application (an “Interim Fee Application”) for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period. Each Retained Professional shall file its first Interim Fee Application on or before June 14, 2016 and the first Interim Fee Application shall cover the Interim Fee Period from the Commencement Date through and including April 30, 2016. All professionals not retained as of the Commencement Date shall file their first Monthly Statement for the period from the effective date of their retention through the end of the first full month following the effective date of their retention and otherwise in accordance with the procedures set forth in this Order. Furthermore, upon allowance by this Court of a Retained Professional’s Interim Fee Application, the Debtors shall be authorized to promptly pay such Retained Professional all allowed requested fees (including the Monthly Fee Holdback) and expenses not previously paid.
- k) Republic’s attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the “Interim Fee Hearing”). At least **30 days** prior to the Interim Fee Hearing, Republic’s attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the objection deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to Republic’s attorneys (Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004, Attn: Christopher K. Kiplok and Ramsey Chamie) a fully executed copy with original signatures, along with service copies, 3 business days before the filing deadline. Republic’s attorneys shall file and serve such Interim Fee Application on such Retained Professional’s behalf.
- l) Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Statement shall (1) be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided herein until such Interim Fee Application is filed, and (2) may be required to disgorge any fees paid since retention or the last fee application, whichever is later.
- m) The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a Retained Professional

from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.

- n) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals.
- o) The attorneys for the Creditors Committee may, in accordance with the Interim Compensation Procedures, collect and submit statements of expenses, with supporting vouchers, from members of the Creditors Committee; provided that these reimbursement requests must comply with the Fee Guidelines; and it is further

ORDERED that Republic shall include all payments to Retained Professionals on its monthly operating reports, detailed so as to state the amount paid to each Retained Professional; provided that amounts paid to Ordinary Course Professionals may be stated in the aggregate on any monthly operating reports; and it is further

ORDERED that any party may object to requests for payments made pursuant to this Order on the grounds that Republic has not timely filed monthly operating reports or remained current with its administrative expenses and 28 U.S.C. § 1930 fees, or that a manifest exigency exists, by seeking a further order of this Court; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Fed. R. Bankr. P. 9006(a); and it is further

ORDERED that Republic shall serve a copy of this Order on each of the Retained Professionals; and it is further

ORDERED that notice of hearings to consider Interim Fee Applications and final fee applications shall be limited to the Notice Parties and any party who files a notice of appearance and request for notices in these chapter 11 cases; and it is further

ORDERED that, in the event that an Ordinary Course Professional seeks more than \$50,000 per month and files a fee application for the full amount of its fees and expenses for

that month, Republic's attorneys shall obtain a date from the Court for the hearing on such fee application, which shall be scheduled no earlier than 30 days after the fee application is served on the Notice Parties; 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