

Bruce R. Zirinsky
Sharon J. Richardson
Gary D. Ticoll
ZIRINSKY LAW PARTNERS PLLC
375 Park Avenue, Suite 2607
New York, New York 10152
(212) 763-0192

Christopher K. Kiplok
HUGHES HUBBARD & REED LLP
One Battery Park Plaza
New York, New York 10004
(212) 837-6000

*Proposed Attorneys for the Debtors
and Debtors in Possession*

**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 : **(Joint Administration Pending)**

-----x

**DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 503(b)(9) &
105(a) FOR ENTRY OF ORDER (i) ESTABLISHING DEADLINE AND APPROVING
PROCEDURES FOR THE ASSERTION, RESOLUTION, AND SATISFACTION OF
CLAIMS ASSERTED PURSUANT TO 11 U.S.C. § 503(b)(9) AND (ii) PROHIBITING
VENDORS FROM PURSUING SUCH CLAIMS OUTSIDE THE PROCEDURES
(CORRECTED)**

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. By this motion, pursuant to sections 503(b)(9) and 105(a) of the Bankruptcy Code, Republic seeks entry of an order (i) establishing approving procedures (the "Procedures") for the assertion of unpaid claims pursuant to section 503(b)(9) of the Bankruptcy Code ("503(b)(9) Claims") and the resolution, allowance, and satisfaction thereof and (ii) prohibiting Vendors (as herein defined) from pursuing 503(b)(9) Claims outside the Procedures. A proposed form of order granting the relief requested in the motion is attached hereto.

Section 503(b)(9)

8. Section 503(b)(9) of the Bankruptcy Code provides for the allowance, as an administrative expense, of claims for the value of any goods sold to Republic in the ordinary course of business and received by Republic within twenty days before the Commencement Date:

(b) After notice and a hearing, there shall be allowed, administrative expenses . . . including –

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under [the Bankruptcy Code] in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.

11 U.S.C. § 503(b)(9).

9. Prior to the Commencement Date, in the ordinary course of business, Republic purchased on credit aircraft parts, consumable materials, and other goods used in its operations (collectively, the “Goods”). As of the Commencement Date, Republic was in possession of certain Goods that had been delivered by various vendors or other parties (collectively, the “Vendors”), but for which it had not yet made payment. Republic estimates that the value of such unpaid Goods delivered within twenty days before the Commencement Date is approximately \$5 million.

10. Republic believes that there will be some uncertainty among Vendors over the procedures and methods they must undertake to properly assert 503(b)(9) Claims. This uncertainty could result in numerous inquiries and demands on Republic’s employees and professionals or the initiation of piecemeal litigation, which would divert the attention of Republic and its professionals from the more pressing task of administering the chapter 11 cases. To avoid the distraction, delay, and expense that may ensue as a result of such uncertainty, Republic proposes the Procedures set forth below.

Proposed Procedures

11. Republic proposes the following Procedures with respect to all 503(b)(9)

Claims:

- (a) Any Vendor asserting a 503(b)(9) Claim must prepare and sign, under penalty of perjury, a proof of claim (a “Proof of 503(b)(9) Claim”) that sets forth (i) the value of the Goods the Vendor contends the Debtors received within twenty (20) days before the Commencement Date, (ii) documentation, including invoices, receipts, purchase orders, bills of lading, and the like, identifying the particular Goods for which the claim is being asserted, (iii) documentation regarding which Debtor the Goods were shipped to, the date the Goods were received by such Debtor, and the alleged value of such Goods, and (iv) a statement indicating (I) whether the value of such Goods listed in the Proof of 503(b)(9) Claim represents a combination of services and Goods, (II) the percentage of value related to any such services and the percentage of value related to the Goods, and (III) whether the Vendor has filed any other claim against any Debtor regarding the Goods with respect to which its Proof of 503(b)(9) Claim is filed;
- (b) Usage of the Proof of 503(b)(9) Claim Form substantially in the form annexed to the proposed order be permitted;
- (c) All Proofs of 503(b)(9) Claims must be submitted to Republic’s proposed claims and noticing agent, Prime Clerk LLC (“Prime Clerk”), so as to be received no later than the seventy-fifth (75th) day after the Commencement Date (the “503(b)(9) Claim Filing Deadline”), either (1) by mail or hand delivery at Republic Airways Holdings Claims Processing Center c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022, or (2) electronically via the interface provided on Prime Clerk’s website at <http://cases.primeclerk.com/RJET/EPOC-index>. Proofs of 503(b)(9) Claim sent by facsimile or electronic mail will not be accepted;
- (d) A copy of all Proofs of 503(b)(9) Claim must also be served upon (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 900, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) the proposed attorneys for Republic, 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));

- (e) Republic shall have seventy-five (75) days (or such later date as may be approved by the Court) after the 503(b)(9) Claim Filing Deadline to file with the Court and serve any objections (the “Objections”) to timely filed 503(b)(9) Claims (the “Objection Deadline”);
- (f) Vendors shall have until thirty (30) days after the filing of the applicable Objection to file with the Court and serve on the attorneys for Republic any replies to such Objections;
- (g) All timely filed 503(b)(9) Claims will be deemed allowed unless objected to by Republic on or before the Objection Deadline;
- (h) Notwithstanding and without limiting the foregoing, Republic is authorized, but not required, to negotiate, in its sole discretion, with any Vendor and to seek an agreement resolving any Objection to such Vendor’s 503(b)(9) Claim. The approval of such an agreement will be subject to notice and a hearing;
- (i) If Republic cannot reach agreement with a Vendor regarding a particular Objection to such Vendor’s 503(b)(9) Claim, Republic will schedule the matter for a hearing by the Court;
- (j) To the extent a 503(b)(9) Claim is allowed, such 503(b)(9) Claim will be satisfied pursuant to and as set forth in such chapter 11 plan as shall be confirmed by the Court, any agreement between Republic and the holder of a 503(b)(9) claim, or as otherwise ordered by the Court after notice and an opportunity for a hearing; provided that Republic reserves the right to exercise any lawful right of setoff against any 503(b)(9) Claim; and
- (k) Vendors shall be forever barred, without further order of the Court, from asserting a Section 503(b)(9) Claim after the expiration of the 503(b)(9) Claim Filing Deadline, but shall not be barred from asserting a related or unrelated general unsecured claim.

12. Republic proposes that the Procedures be the sole and exclusive method for the assertion, resolution, allowance, and satisfaction of 503(b)(9) Claims and requests that all Vendors be prohibited from invoking any other means therefor, including, without limitation, the filing of a motion for allowance, or to compel payment, of any 503(b)(9) Claims.

13. Within three business days after entry of an order granting this motion and establishing the Procedures, Republic will serve a notice, substantially in the form annexed to the

proposed order upon (i) the U.S. Trustee, (ii) the attorneys for any statutory committee of unsecured creditors appointed in these chapter 11 cases, (iii) all parties having filed requests for notices pursuant to Fed. R. Bankr. P. 2002 and (iv) all parties known to Republic, as of the date of entry of the order, as having potential 503(b)(9) Claims against Republic. Republic submits that such notice of the 503(b)(9) Claim Filing Deadline and of the Procedures is sufficient under the circumstances and should be approved.

The Relief Requested Is in the Best Interests of Republic and Its Estates

14. Because Republic, in the ordinary course of business, typically purchases a substantial amount of Goods on a monthly basis from a variety of Vendors, numerous 503(b)(9) Claims may be filed in these chapter 11 cases. Accordingly, the establishment of an orderly, uniform process for their resolution is warranted. Deferring litigation of claims asserted under section 503(b)(9) of the Bankruptcy Code and establishing uniform procedures for resolving such claims is a common practice in chapter 11 cases, as is the establishment of a bar date. *See* Fed. R. Bankr. P. 3003(c)(3) (“The court shall fix . . . the time within which proofs of claim or interest may be filed.”). Moreover, Republic believes that the Procedures will facilitate its ability to negotiate with Vendors, expediting the resolution of 503(b)(9) Claims and assisting with the economic administration of these chapter 11 cases.

15. Section 105(a) of the Bankruptcy Code provides that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. Republic submits that establishing and implementing the Procedures is necessary and appropriate and that the Procedures are consistent with the provisions of section 503(b)(9) of the Bankruptcy Code. The Procedures will assist in the timely resolution of 503(b)(9) Claims and promote the orderly, efficient, and economic administration of these cases.

Therefore, the relief requested in this motion is in the best interests of Republic and its estates and should be granted in all respects.

Reservation of Rights

16. Nothing contained herein 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.

Notice

17. 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, and (ix) the Office of the United States Attorney for the Southern District of New York. Republic submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be given.

18. No previous request for the relief sought herein has been made by the Debtors 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

Bruce R. Zirinsky
Sharon J. Richardson
Gary D. Ticoll
ZIRINSKY LAW PARTNERS PLLC
375 Park Avenue, Suite 2607
New York, New York 10152
(212) 763-0192
bzirinsky@zirinskylaw.com
srichardson@zirinskylaw.com
gticoll@zirinskylaw.com

Christopher K. Kiplok
HUGHES HUBBARD & REED LLP
One Battery Park Plaza
New York, New York 10004
(212) 837-6000
chris.kiplok@hugheshubbard.com

*Proposed Attorneys for the Debtors and
Debtors in Possession*

**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

**ORDER PURSUANT TO 11 U.S.C. §§ 503(b)(9) & 105(a)
(i) ESTABLISHING DEADLINE AND APPROVING PROCEDURES FOR THE
ASSERTION, RESOLUTION, AND SATISFACTION OF CLAIMS ASSERTED
PURSUANT TO 11 U.S.C. § 503(b)(9) AND (ii) PROHIBITING VENDORS
FROM PURSUING SUCH CLAIMS OUTSIDE THE PROCEDURES**

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 503(b)(9) and 105(a) of title 11, United States Code (the “Bankruptcy Code”), for entry of an order approving the procedures (the “Procedures”) for the assertion of unpaid claims pursuant to section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”) and prohibiting vendors from pursuing 503(b)(9) Claims outside of the Procedures, all as more fully set forth in the Motion; and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 (the “Bedford Declaration”) having been filed with the Court contemporaneously with the Motion; and the Court having jurisdiction to consider the Motion

-
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.

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 (collectively, the "Notice Parties") 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 an exercise of sound business judgment, and 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 the following Procedures, which Procedures are hereby authorized and approved in their entirety, shall apply to all 503(b)(9) Claims:

- (a) Any Vendor asserting a 503(b)(9) Claim must prepare and sign, under penalty of perjury, a proof of claim (a "Proof of 503(b)(9) Claim") that

sets forth (i) the value of the Goods the Vendor contends the Debtors received within twenty (20) days before the Commencement Date, (ii) documentation, including invoices, receipts, purchase orders, bills of lading, and the like, identifying the particular Goods for which the claim is being asserted, (iii) documentation regarding which Debtor the Goods were shipped to, the date the Goods were received by such Debtor, and the alleged value of such Goods, and (iv) a statement indicating (I) whether the value of such Goods listed in the Proof of 503(b)(9) Claim represents a combination of services and Goods, (II) the percentage of value related to any such services and the percentage of value related to the Goods, and (III) whether the Vendor has filed any other claim against any Debtor regarding the Goods with respect to which its Proof of 503(b)(9) Claim is filed;

- (b) Usage of the Proof of 503(b)(9) Claim Form substantially in the form annexed hereto as Schedule 1 is approved;
- (c) All Proofs of 503(b)(9) Claims must be submitted to Republic's proposed claims and noticing agent, Prime Clerk LLC ("Prime Clerk"), so as to be received no later than the seventy-fifth (75th) day after the Commencement Date (the "503(b)(9) Claim Filing Deadline"), either (1) by mail or hand delivery at Republic Airways Holdings Claims Processing Center c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022, or (2) electronically via the interface provided on Prime Clerk's website at <http://cases.primeclerk.com/RJET/EPOC-index>. Proofs of 503(b)(9) Claim sent by facsimile or electronic mail will not be accepted;
- (d) A copy of all Proofs of 503(b)(9) Claim must also be served upon (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 900, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) the proposed attorneys for Republic, 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));
- (e) Republic shall have seventy-five (75) days (or such later date as may be approved by the Court) after the 503(b)(9) Claim Filing Deadline to file with the Court and serve any objections (the "Objections") to timely filed 503(b)(9) Claims (the "Objection Deadline");

- (f) Vendors shall have until thirty (30) days after the filing of the applicable Objection to file with the Court and serve on the attorneys for Republic any replies to such Objections;
- (g) All timely filed 503(b)(9) Claims will be deemed allowed unless objected to by Republic on or before the Objection Deadline;
- (h) Notwithstanding and without limiting the foregoing, Republic is authorized, but not required, to negotiate, in its sole discretion, with any Vendor and to seek an agreement resolving any Objection to such Vendor's 503(b)(9) Claim. The approval of such an agreement will be subject to notice and a hearing;
- (i) If Republic cannot reach agreement with a Vendor regarding a particular Objection to such Vendor's 503(b)(9) Claim, Republic will schedule the matter for a hearing by the Court;
- (j) To the extent a 503(b)(9) Claim is allowed, such 503(b)(9) Claim will be satisfied pursuant to and as set forth in such chapter 11 plan as shall be confirmed by the Court, any agreement between Republic and the holder of a 503(b)(9) claim, or as otherwise ordered by the Court after notice and an opportunity for a hearing; provided that Republic reserves the right to exercise any lawful right of setoff against any 503(b)(9) Claim; and
- (k) Vendors shall be forever barred, without further order of the Court, from asserting a Section 503(b)(9) Claim after the expiration of the 503(b)(9) Claim Filing Deadline, but shall not be barred from asserting a related or unrelated general unsecured claim; and it is further

ORDERED that the foregoing Procedures are the sole and exclusive method for the assertion, resolution, allowance and satisfaction of 503(b)(9) Claims against the Debtors and that all Vendors are prohibited from using any other means for the assertion, resolution, allowance or satisfaction of 503(b)(9) Claims, including, without limitation, the filing of a motion for allowance, or to compel payment, of any 503(b)(9) Claim; and it is further

ORDERED that notice of entry of this Order and of the 503(b)(9) Claim Filing Deadline in substantially the form set forth in Schedule 2 hereto (the "Notice") is approved in all respects; and it is further

ORDERED that within three (3) business days after entry of this Order, Republic shall serve the Notice by first-class mail, upon the following parties (i) the Office of the U.S. Trustee for the Southern District of New York, (ii) the attorneys for any statutory committee of unsecured creditors appointed in these chapter 11 cases, (iii) all parties having requested notices pursuant to Fed. R. Bankr. P. 2002, and (iv) all parties known to Republic, as of the date of entry of this Order, as having potential 503(b)(9) Claims; and it is further

ORDERED that notice given in accordance with the preceding decretal paragraph shall constitute good and sufficient notice of the 503(b)(9) Claim Filing Deadline and of the Procedures, and no other or further notice need be given; and it is further

ORDERED that to the extent a Vendor asserting a 503(b)(9) Claim has been paid pursuant to another order entered by the Court in these chapter 11 cases, the Procedures shall not apply and any such 503(b)(9) Claim shall be deemed withdrawn with prejudice and without the need for any application to, or further order of, the Court; 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 or priority 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; and it is further

ORDERED that notwithstanding entry of this Order, nothing herein shall create, or is intended to create, any rights in favor of or enhance the status of any claim held by, any party; 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

Schedule 1

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

Fill in this information to identify the case (Select only one Debtor per claim form):	
• Republic Airways Holdings Inc. (Case No. 16-XXXXX)	• Midwest Air Group, Inc. (Case No. 16-XXXXX)
• Republic Airways Services, Inc. (Case No. 16-XXXXX)	• Midwest Airlines, Inc. (Case No. 16-XXXXX)
• Republic Airline Inc. (Case No. 16-XXXXX)	• Skyway Airlines, Inc. (Case No. 16-XXXXX)
• Shuttle America Corporation (Case No. 16-XXXXX)	

Proof of 503(b)(9) Claim

Read the instructions before filling out this form. This form is for asserting claims entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9) against one of the above Debtors arising between February __, 2016 and February __, 2016. Do not use this form to assert any other pre-petition claims. Assert such claims on Form 410.

11 U.S.C. § 503(b)(9) applies only to claims arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor?		
Name of the current creditor (the person or entity to be paid for this claim) _____		
Other names the creditor used with the debtor _____		
2. Has this claim been acquired from someone else?		
<input type="checkbox"/> No		
<input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	
	Where should payments to the creditor be sent? (if different)	
	Name _____	Name _____
	Number _____ Street _____	Number _____ Street _____
	City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____
	Contact phone _____	Contact phone _____
Contact email _____	Contact email _____	
4. Does this claim amend one already filed?		
<input type="checkbox"/> No		
<input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____		Filed on _____
MM / DD / YYYY		
5. Do you know if anyone else has filed a proof of claim for this claim?		
<input type="checkbox"/> No		
<input type="checkbox"/> Yes. Who made the earlier filing? _____		

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. **On what date (or dates) were the goods delivered? (if known)** _____(mm/dd/yyyy)

7. **How much is the claim?**
\$ _____

Note: 11 U.S.C. § 503(b)(9) applies only to claims arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Do not include in the above amount the value of goods received by the Debtor outside of that period, or the value of any other services performed. Assert such claims on Form 410.

8. **What is the description of the goods provided in the claim?**

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____(mm/dd/yyyy)

Signature

Print the name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Schedule 2

**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 : **(Joint Administration Pending)**

-----x

**NOTICE OF DEADLINE FOR FILING CLAIMS
UNDER 11 U.S.C. § 503(b)(9)**

IF YOU ARE CLAIMANT UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE BECAUSE YOU DELIVERED GOODS IN THE ORDINARY COURSE TO ONE OF THE DEBTORS LISTED BELOW WITHIN 20 DAYS PRIOR TO THE COMMENCEMENT DATE FOR WHICH YOU HAVE NOT BEEN PAID (ON OR AFTER FEBRUARY 5, 2016 THROUGH AND INCLUDING FEBRUARY 24, 2016) YOU MUST TAKE ALL ACTIONS STATED IN THIS NOTICE OR YOUR RIGHTS WILL BE AFFECTED

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtor in the Past 8 Years
Republic Airways Holdings Inc.	16-_____ (___)	06-1449146	N/A
Republic Airways Services, Inc.	16-_____ (___)	26-2882301	Bestcare Holdings, Inc.
Republic Airline Inc.	16-_____ (___)	06-1562737	N/A
Shuttle America Corporation	16-_____ (___)	76-0491397	Chautauqua Airlines, Inc.
Midwest Air Group, Inc.	16-_____ (___)	39-1828757	N/A
Midwest Airlines, Inc.	16-_____ (___)	39-1440079	N/A
Skyway Airlines, Inc.	16-_____ (___)	36-3924344	N/A

PLEASE TAKE NOTICE that on February 25, 2016 (the “Commencement Date”), 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”), each commenced a voluntary case under chapter 11 of title 11, United States Code (the “Bankruptcy Code”).

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.

PLEASE TAKE FURTHER NOTICE that on February 25, 2016, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered that certain *Order Pursuant to 11 U.S.C. §§ 503(b)(9) & 105(a) (i) Establishing Deadline and Approving Procedures For the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9) and (ii) Prohibiting Vendors From Pursuing Such Claims Outside the Procedures* (ECF No. _____) (the “503(b)(9) Claims Procedures Order”)² thereby establishing exclusive procedures for the assertion, resolution, allowance, and satisfaction of claims asserted pursuant to section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”) in these chapter 11 cases. Pursuant to the 503(b)(9) Claims Procedures Order, any person or entity asserting a 503(b)(9) Claim must prepare and sign, under penalty of perjury, a proof of claim (a “Proof of 503(b)(9) Claim”) that sets forth: (i) the value of the Goods the Vendor contends the Debtors received within 20 days before the Commencement Date, (ii) documentation, including invoices, receipts, purchase orders, bills of lading, and the like, identifying the particular Goods for which the claim is being asserted, (iii) documentation regarding which Debtor the Goods were shipped to, the date the Goods were received by such Debtor, and the alleged value of such Goods, and (iv) a statement indicating (x) whether the value of such Goods listed in the Proof of 503(b)(9) Claim represents a combination of services and Goods, (y) the percentage of value related to any such services and the percentage of value related to the Goods, and (z) whether the Vendor has filed any other claim against any Debtor regarding the Goods with respect to which its Proof of 503(b)(9) Claim is filed.

PLEASE TAKE FURTHER NOTICE that all Proofs of 503(b)(9) Claims must be delivered to Prime Clerk LLC (“Prime Clerk”), **so as to be received no later than 4:00 p.m. (Eastern Time) on May 10, 2016** (the “503(b)(9) Claim Filing Deadline”), either (1) by mail or hand delivery at Republic Airways Holdings Claims Processing Center c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022, or (2) electronically via the interface provided on Prime Clerk’s website at <http://cases.primeclerk.com/RJET/EPOC-index>. Proofs of 503(b)(9) Claim sent by facsimile or electronic mail will not be accepted,

PLEASE TAKE FURTHER NOTICE that a copy of all Proofs of 503(b)(9) Claim must also be served on (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 900, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) the attorneys for Republic, 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)).

PLEASE TAKE FURTHER NOTICE **that any Proof of 503(b)(9) Claim not asserted prior to the 503(b)(9) Claim Filing Deadline in accordance with the Procedures Order shall be deemed invalid without further order of the Court.**

2. Capitalized terms not otherwise herein defined shall have the meanings ascribed to them in the 503(b)(9) Claims Procedures Order.

PLEASE TAKE FURTHER NOTICE that a copy of the 503(b)(9) Claims Procedures Order can be viewed (a) for a fee on the Court's website at ecf.nysb.uscourts.gov and (b) free of charge on the website maintained by Prime Clerk LLC ("Prime Clerk") at <https://cases.primeclerk.com/RJET>.

PLEASE TAKE FURTHER NOTICE THAT in the event a holder of a claim prepares and submits a Proof of 503(b)(9) Claim by the 503(b)(9) Claim Filing Deadline, and otherwise complies with the procedures set forth in the 503(b)(9) Claims Procedures Order, and such claim is later determined not to be entitled to administrative expense status pursuant to section 503(b)(9) of the Bankruptcy Code, such Proof of 503(b)(9) Claim shall be deemed a timely filed proof of general unsecured claim.

If you have any questions relating to this Notice, you may contact Prime Clerk at (855) 252-2304 (toll free) or (917) 460-0803 (international toll) or by e-mail at RJETInfo@primeclerk.com

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF 503(b)(9) CLAIM.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A 503(b)(9) CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A 503(b)(9) CLAIM.