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

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, Republic requests entry of an order pursuant to sections 342(a), 521 and 105(a) of the Bankruptcy Code, Fed. R. Bankr. P. 1007(a), 1007(c), 2002, 2015.3, and 9006(b), and Local Bankruptcy Rule 1007-1 (a) extending the fourteen-day period to file schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules") by an additional thirty days, without prejudice to Republic's right to request additional time should it become necessary, (b) extending, to and including the thirtieth day after the first meeting of creditors to be held

pursuant to section 341 of the Bankruptcy Code (the “341 Meeting”), the time to file the initial report of financial information with respect to any nondebtor entities in which Republic holds a controlling or substantial interest, as set forth in Fed. R. Bankr. P. 2015.3 (the “2015.3 Reports”), or to file a motion with the Court seeking a modification of such reporting requirements for cause, (c) waiving the requirements to file a list of creditors on the Commencement Date, as set forth in section 521(a)(1) of the Bankruptcy Code, Fed. R. Bankr P. 1007, Local Bankruptcy Rule 1007-1, and General Orders M-133, M-137, and M-138 (the “Standing Orders”) of the United States Bankruptcy Court for the Southern District of New York (collectively, the “Notice Rules”), (d) waiving the requirement to file a list of equity security holders (the “Equity List”) within fourteen days of the Commencement Date, as set forth in Fed. R. Bankr. P. 1007(a)(3) and modifying the provision of notice to equity security holders of the commencement of these chapter 11 cases and the 341 Meeting as set forth in Fed. R. Bankr. P. 2002(d) and Local Bankruptcy Rule 1007-1 (the “Notice of Commencement”). A proposed form of order is annexed hereto.

Republic’s Book and Records

8. On the Commencement Date, Republic filed with the Court a consolidated list of creditors holding the ten largest secured claims against Republic’s estates and a consolidated list of creditors holding the forty largest unsecured claims against Republic’s estates. However, as set forth in Republic’s petitions, Republic has approximately \$3.56 billion in assets and approximately \$2.97 billion in liabilities as indicated in their most recent consolidated balance sheet, and more than 10,000 creditors. Accordingly, given the size and complexity of Republic’s operations, Republic anticipates that it will be unable to complete the Schedules in the mere fourteen days provided under Fed. R. Bankr. P. 1007(c).

9. To prepare the Schedules, Republic must compile information from books, records, and other documents relating to thousands of claims, assets, and contracts. Collecting the necessary information to prepare the Schedules requires an enormous expenditure of time and effort on the part of Republic and its employees. While Republic, with the assistance of its professional advisors, is mobilizing its employees to work diligently and expeditiously on preparing the Schedules, resources are strained. Unavoidably, Republic's primary focus thus far has been on preparing these complex cases for filing and reacting to the attendant events. Given the amount of work entailed in completing the Schedules and the competing demands on Republic's employees and professionals to assist in efforts to stabilize business operations during the initial postpetition period, Republic likely will not be able to properly and accurately complete the Schedules within the required fourteen-day time period.

10. Although Republic has commenced the task of gathering the necessary information that will enable it to prepare and finalize what will be voluminous Schedules, Republic anticipates that it will require at least thirty additional days to complete the Schedules. Republic therefore requests that the Court extend the fourteen-day period for an additional thirty days, without prejudice to Republic's right to request further extensions, for cause shown.

Cause Exists to Extend the Time to File the Schedules

11. This Court is authorized to grant the requested extension under Fed. R. Bank. P. 1007(c), which provides that "[a]ny extension of time to file schedules [and] statements . . . may be granted only on motion for cause shown and on notice to the United States Trustee, any committee . . . , trustee, examiner, or other party as the court may direct."

12. Republic submits that the vast amount of information that must be assembled and compiled, the multiple places where the information is located, and the number of employee and professional hours required to complete the Schedules all constitute good and

sufficient cause for granting the requested extension of time. In addition, employee and professional efforts during the initial postpetition period are critical and Republic must devote its time and attention to business operations to maximize the value of the estates during these initial critical months.

Cause Exists to Extend the Time to File the 2015.3 Reports

13. Pursuant to Fed. R. Bankr. P. 2015.3, a chapter 11 debtor must file, no later than seven days before the date set for the 341 Meeting and no less than every six months thereafter, periodic financial reports of the value, operations, and profitability of each entity that is not a publicly-traded corporation or a debtor in the chapter 11 cases, and in which the estate holds a substantial or controlling interest. Fed. R. Bankr. P. 9006(b)(1) provides the Court with the ability to enlarge the period of time to file the 2015.3 Report “for cause.” Fed. R. Bankr. P. 2015.3(d) also provides the Court with the ability, after notice and a hearing, to modify the reporting requirements for cause, including that the debtor is “not able, after a good faith effort, to comply with those reporting requirements, or that the information . . . is publicly available.”

14. RAH owns a controlling interest in nondebtor Lynx Aviation, Inc. and debtor Republic Airline Inc. owns a controlling interest in nondebtor Carmel Finance 2015, LLC. Cause exists to extend the deadline for filing the 2015.3 Reports for these nondebtor entities as requested herein based on the size, complexity, and geographic reach of Republic’s business and the substantial burdens imposed by compliance with rule 2015.3 in the early days of these chapter 11 cases. For these reasons, Republic is not in a position to complete the initial 2015.3 Reports by the time required under rule 2015.3.

15. Extending the deadline for the initial Rule 2015.3 Reports also will enable Republic to work with its advisors and the Office of the United States Trustee to determine the appropriate nature and scope of the 2015.3 Reports and any proposed modifications to the

reporting requirements. Accordingly, pursuant to rule 2015.3(d), Republic respectfully requests that the Court extend, to and including the thirtieth day after the first 341 Meeting, the date by which Republic must either file its initial Rule 2015.3 Reports or file a motion with the Court seeking appropriate modifications of such reporting requirements for cause. Republic submits that the relief requested herein will not prejudice any party in interest. Republic intends to work cooperatively with the United States Trustee and other parties to provide access to relevant information regarding its business and financial affairs.

**Cause Exhibits to Waive the Requirements
to File the List of Creditors**

16. Pursuant to the Notice Rules, a list of creditors must accompany a chapter 11 petition unless the debtor files its schedules of assets and liabilities simultaneously with the petition. As set forth above, Republic is seeking an extension of the time to file its schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs. Accordingly, without further relief, the Notice Rules would require Republic to file a list of creditors and their addresses immediately.

17. Republic has filed, or will soon be filing, a motion to retain and employ Prime Clerk LLC (“Prime Clerk”) as claims and noticing agent in these chapter 11 cases pursuant to (i) 28 U.S.C. § 156(c), which empowers the Court to use outside facilities or services pertaining to the provision of notices and other administrative information to parties in interest provided that the costs are paid from the assets of the estate, and (ii) Local Bankruptcy Rule 5075-1, which requires the retention of an approved claims and noticing agent in a case having 250 or more creditors or equity security holders. Pursuant to section 342(a) of the Bankruptcy Code and Fed. R. Bankr. P. 2002(a) and (f), as soon as practicable after the Commencement Date, Republic is furnishing its consolidated list of creditors to Prime Clerk so that Prime Clerk

may mail the notice of commencement of these chapter 11 cases to the creditors on Republic's list of creditors and maintain and update the consolidated list in the ordinary course of business.

18. Republic submits that, because Prime Clerk will receive the list of creditors and will use the list to furnish the notice of commencement to creditors, filing the list of creditors would serve no useful purpose and accordingly, the Notice Rules should be waived.

**Cause Exists to Waive the Requirements to File the
Equity List and Modify the Provision of Notice to Equity Security Holders**

19. RAH is a public company, and as of December 31, 2015, had 50,948,385 shares of common stock issued and outstanding. The remaining six Debtors are directly or indirectly owned by RAH. Republic submits that preparing the list of equity security holders with last-known addresses and sending notices to all parties on the Equity List is unnecessary at this time and would create an additional expense without a concomitant benefit to the estates. Republic further submits that to the extent equity security holders are entitled to distributions or entitled to vote on a chapter 11 plan, those parties can nevertheless be provided with the appropriate bar date or plan-related notices and then have an opportunity to assert their interests. Thus, equity security holders will not be prejudiced.

20. In light of the foregoing, Republic submits that ample cause exists for the Court to waive the requirement under Fed. R. Bankr. P. 1007(a)(3) to file the Equity List and modify the requirement under Fed. R. Bankr. P. 2002(d) to mail the Notice of Commencement to equity security holders. In that regard, Republic proposes to cause such Notice of Commencement to be provided to the record holders of RAH's common stock.

21. Section 105(a) of the Bankruptcy Code also empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of" the Bankruptcy Code. 11 U.S.C. § 105(a). Republic respectfully submit that the relief requested

is appropriate in these chapter 11 cases and is within the Court's equitable powers under section 105 of the Bankruptcy Code.

Notice

22. 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.

23. No previous request for the relief sought herein has been made 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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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. §§ 342(a), 521 & 105(a), FED. R. BANKR. P. 1007(a), 1007(c), 2002, 2015.3 & 9006(b), AND LOCAL BANKRUPTCY RULE 1007-1, (i) EXTENDING TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS, (ii) GRANTING ADDITIONAL TIME TO FILE 2015.3 REPORT, (iii) WAIVING REQUIREMENT TO FILE LIST OF CREDITORS, AND (iv) WAIVING REQUIREMENT TO FILE AN EQUITY LIST AND MODIFYING THE REQUIREMENT TO PROVIDE NOTICE TO EQUITY SECURITY HOLDERS

A hearing having been held on _____, 2016 (the "Hearing") to consider the motion, dated February 25, 2016 (the "Motion"), of Republic Airways Holdings Inc. ("RAH") and certain of its wholly-owned direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively with RAH, "Republic" or the "Debtors"), pursuant to sections 342(a), 521 and 105(a) of title 11, United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 1007(a), 1007(c), 2002, 2015.3, and 9006(b), and Local Bankruptcy Rule 1007-1, for entry of an order (i) extending the fourteen-day period to file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules"), (ii) granting additional time to file

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.

the report of financial information in respect of any entity in which the Debtors' estates hold a controlling or substantial interest or to file a modification of such reporting requirements (the "2015.3 Report"), (iii) waiving the requirement to file list of creditors, and (iv) waiving the requirement to file a list of equity security holders (the "Equity List") and modifying the requirement to provide notice of the commencement of these cases to such equity security holders, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the ten largest secured claims against Republic (on a consolidated basis), (iii) the holders of the forty largest unsecured claims against Republic (on a consolidated basis), (iv) the attorneys for the agents under Republic's prepetition revolving credit facilities, (v) the attorneys for Republic's Codeshare Partners, (vi) the International Brotherhood of Teamsters, (vii) the Securities and Exchange Commission, (viii) the Internal Revenue Service, and (ix) the Office of the United States Attorney for the Southern District of New York, and it appearing that no other or further notice need be given; and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 having been filed contemporaneously with the Motion (the "Bedford Declaration"); and upon the Motion, the papers in support thereof and the responses thereto, if any, the Bedford Declaration, the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief requested in the Motion is in the best interests

of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that, pursuant to sections 521 and 105(a) of the Bankruptcy Code, Fed. R. Bankr. P. 1007(c) and 9006(b), and Local Bankruptcy Rule 1007-1, the date by which Republic shall file its Schedules is hereby extended by an additional thirty days, through and including April 11, 2016, without prejudice to Republic's right to seek further extensions upon a showing of cause therefor; and it is further

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

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

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

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

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

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

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: New York, New York
_____, 2016

United States Bankruptcy Judge