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and Debtors in Possession*

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

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

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**DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105(a), 345(b),
363(b), 363(c), 364(a), 503(b) & 507(a) AND FED. R. BANKR. P. 6003 & 6004
FOR ENTRY OF INTERIM AND FINAL ORDERS (i) AUTHORIZING DEBTORS
TO (A) CONTINUE USING EXISTING CASH MANAGEMENT SYSTEM,
(B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE
THEREOF, (C) PROVIDE POSTPETITION INTERCOMPANY CLAIMS
ADMINISTRATIVE EXPENSE PRIORITY, AND (D) MAINTAIN EXISTING BANK
ACCOUNTS AND BUSINESS FORMS AND (ii) WAIVING THE REQUIREMENTS
OF 11 U.S.C. § 345(b)**

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 105(a), 345(b), 363(b), 363(c), 364(a), 503(b), and 507(a) of the Bankruptcy Code and Fed. R. Bankr. P. 6003 and 6004, Republic requests entry of an order (i) authorizing it to (a) continue to operate its existing cash management system with respect to intercompany cash management and obligations, including the maintenance of existing bank accounts (the "Bank Accounts") at its existing banks and other financial institutions (collectively, the "Banks") and the continuation of its cash investments in

accordance with its Investment Policy (as defined below) consistent with its prepetition practices (the “Cash Management System”), (b) honor certain prepetition obligations related to the Cash Management System, (c) provide postpetition intercompany claims with an administrative expense priority, and (d) maintain existing business forms and (ii) waiving the requirements of section 345(b) of the Bankruptcy Code to the extent they apply to any of the Bank Accounts. A proposed form of order granting the relief requested on an interim basis is attached hereto (the “Interim Order”). A list of Banks and Bank Accounts is attached to the Interim Order as Schedule 1.

The Bank Accounts and Cash Management System

8. In the ordinary course of its business, Republic utilizes a company-wide Cash Management System that allows the company to collect, concentrate, disburse, and invest funds generated by the Debtors’ operations efficiently. It also enables Republic to perform cash forecasting and reporting, monitor the collection and disbursement of funds, and maintain control over intercompany obligations and the administration of the company’s Bank Accounts. In broad terms, Republic’s Cash Management System is similar to the systems used by other major corporate enterprises.

9. The Cash Management System is overseen primarily by the personnel in Republic’s finance department and is comprised of approximately thirty-one Bank Accounts maintained at various Banks in the United States and two in Canada.² Although much of the Cash Management System is automated, finance department personnel monitor the system and

2. As set forth in Schedule 1 to the Proposed Order, the Bank Accounts are as follows: (i) 13 accounts are maintained at Bank of America, N.A. (“Bank of America”), (ii) 1 account is maintained at Bank of America N.A., Canada Branch (“Bank of America (Canada)”), (iii) 11 accounts are maintained at Key Bank, (iv) 4 accounts are maintained at JPMorgan Chase Bank, N.A., (v) 1 account is maintained at JPMorgan Clearing Corp. (together with JPMorgan Chase Bank, N.A., “JPMorgan”), (vi) 2 accounts are maintained at U.S. Bank, N.A. (“US Bank”), and (vii) 1 trust account is maintained at Deutsche Bank Trust Company Delaware (“Deutsche Bank”).

manage the proper collection and disbursement of funds. The U.S. Banks at which the Bank Accounts are maintained are designated as “authorized depositories” by the Office of the United States Trustee for the Southern District of New York pursuant to its Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees (the “UST Guidelines”).

10. Given the substantial economic scale and geographic reach of Republic’s business, any disruption to the Cash Management System could impede Republic’s ability to operate in the ordinary course, and, ultimately its successful reorganization.

Overview

11. An overview of the Cash Management System and the movement of funds are illustrated in the charts attached hereto as Exhibit A. The principal operating accounts for the company, which are maintained with Bank of America, are maintained by RAH, Republic Airline, and Shuttle America and include, for each such entity, an operating account, a controlled disbursement funding account, and a manual payroll account. Shuttle America also maintains a manually-funded operating account with Bank of America in Canada. RAH maintains an investment clearing account at JPMorgan. Additionally, each of Republic Airline and Shuttle America maintains an airline clearing house account (each, an “ACH Account”) with US Bank³ that is used to disburse and receive funds in connection with the weekly reconciliations among the various airline participants under multilateral clearinghouse agreements.

3. Republic’s remaining Bank Accounts are used less frequently, contain zero or *de minimis* amounts, or are not currently in use. At Bank of America, RAH maintains a securities custody account for commercial paper, which is currently not in use, and a restricted cash collateral account for financing existing letters of credit. Bank of America also maintains an account for Shuttle America in the name of Chautauqua Airlines, Inc. (“Chautauqua”), a former affiliate, for collecting and depositing outstanding checks issued to Chautauqua, and an account for Midwest Airlines, Inc. (“Midwest”) for Midwest’s pension liability payments and principal and interest payments in connection with certain industrial revenue bonds. JPMorgan maintains for each of RAH, Republic Airline, Shuttle America and Republic Airways Services, Inc. an account for funding training and intermittent travel advances. Key Bank maintains for RAH, Republic Airline, Shuttle America, and Midwest various operational accounts, including a Canadian operating account, which are currently not in use. Deutsche Bank also maintains for RAH a trust account for potential tax-related liabilities.

Cash Collection

12. Funds received from Republic's Codeshare Partners represent most of the company's revenue and are collected in the main operating accounts (the "Main Operating Accounts") of Republic Airline and Shuttle America. Funds received from other sources, including insurance proceeds, wire transactions, and checks generally are deposited directly into the Main Operating Accounts of RAH, Republic Airline, and Shuttle America, as applicable. Borrowings under Republic's credit facilities are deposited into the Republic Airline Main Operating Account. And airline clearinghouse receipts are deposited into the Republic Airline or Shuttle America ACH Account, as applicable.

Cash Disbursements

13. Funds deposited in the Main Operating Accounts generally are disbursed by the respective holding and operating companies (i) directly from their Main Operating Accounts or (ii) into their zero-balance accounts payable controlled-disbursement funding accounts (the "Disbursement Accounts"), manual payroll accounts (the "Payroll Accounts"), ACH Accounts, and an active Canadian operating account (the "Canadian Operating Account"),⁴ on an as-needed basis.

14. Payroll. Republic funds payroll by debiting the Main Operating Account of the entity at which the payroll obligation arises. Republic utilizes ADP, LLC to manage the payroll process, with most employees paid by direct deposit. The manually-funded Payroll Accounts are used for payroll obligations that occur from time to time outside the ADP process,

4. The Canadian Operating Account with Bank of America is maintained by Shuttle America Corporation and generally does not exceed CAD \$500,000. The Canadian account with Key Bank, also maintained by Shuttle America Corporation, is currently not in use.

such as payroll adjustments, employee bonuses, and payroll checks for employees who do not participate in the direct deposit program.

15. Accounts Payable. General accounts payable, employee health and welfare benefits, taxes, and expenses attendant to flight crew lodging are paid through the applicable obligor's Main Operating Account or Disbursement Account.

16. Airline ACH Accounts. Republic disburses amounts from the ACH Accounts maintained by US Bank when needed as a result of weekly reconciliations among the airline clearinghouse participants. For example, payment of amounts may result from a particular Debtor's apportioned cost of lost or damaged luggage.

17. Canadian Operating Account. Republic purchases Canadian dollars generally on a monthly basis to manually fund the Canadian Operating Account maintained by Shuttle America at Bank of America (Canada). The account is used primarily for the payment of obligations arising from the lodging and transport of Shuttle America's employees in Canada, which typically are less than \$500,000 per month.

Cash Investments and Policy

18. To enable Republic to obtain a return on its money, on a regular basis, funds in excess of approximately \$25 million (in the aggregate) are swept from the Main Operating Accounts into the RAH Operating Account and then into an investment clearing account maintained by RAH at JPMorgan (the "Clearing Account"), where the cash is invested in highly-liquid short-term investments, typically money-market funds, in accordance with Republic's Investment Policy (defined below).

19. Republic invests its cash in accordance with its investment policy in order to protect capital, minimize risk, maintain liquidity, and maximize its return (the "Investment Policy"). Under the Investment Policy, Republic may invest only in:

- (a) United States Treasury Bills, Notes and Bonds;
- (b) Bonds issued by United States government agencies;
- (c) United States dollar-denominated time deposits, bank notes, deposit notes, Euroclear time deposits, certificates of deposit and bankers' acceptance issued by United States banks;
- (d) United States dollar-denominated time deposits, certificates of deposit and bankers' acceptance issued by a foreign bank or foreign corporation;
- (e) Commercial paper issued by United States corporations;
- (f) United States denominated money market funds; and
- (g) United States dollar-denominated repurchase agreements.

20. The Investment Policy places appropriate safeguards on the approved investments. For example, money market funds must be rated by at least two ratings agencies and have a minimum rating of Aaa, AAA or AAA/mmf, and have a minimum asset size of \$3.0 billion. The Investment Policy requires that at least 20% of the portfolio mature each week or be invested in an approved money-market fund or demand deposit account. Investments in an approved individual money market fund cannot exceed 15% of the portfolio.

21. The Investment Policy prohibits Republic from investing in any obligations issued by any state or local government or any foreign government, industrial revenue bonds, non-United States denominated investments, equities, or any fund containing equities, hedge funds, or derivatives (except for hedging exposure to interest rate risk, foreign currency exposure, or commodity risk).

Intercompany Transactions and Claims

22. In the ordinary course of Republic's business and daily operations, the affiliated Debtors engage in intercompany transactions, such as the above-described transfers under the Cash Management System and Investment Policy, which result in receivables and

payables (the “Intercompany Claims”). For example, each month RAH allocates various management and services fees (e.g., wages and benefits, insurance, taxes) between Republic Airline and Shuttle America in accordance with the company’s allocation methodologies. Additionally, funds from Republic Airline and Shuttle are consolidated at RAH for purposes of investing pursuant to the Investment Policy. Accordingly, as funds are transferred and disbursed throughout the Cash Management System, at any given time there may be Intercompany Claims owing by one Debtor to another. However, there are no intercompany transfers between a Debtor and a non-Debtor affiliate.⁵

23. Republic maintains records of all intercompany transfers, which generally are reconciled on a monthly basis, and therefore, is able to ascertain, trace, and account for all intercompany transactions. Republic will continue to do so during these chapter 11 cases.

Existing Business Forms and Checks

24. In the ordinary course of business, Republic uses various check types and a variety of correspondence and business forms, including but not limited to, purchase orders, invoices, checks, and other business forms (collectively, “Business Forms”). Republic believes that its continued use of such forms as they existed prepetition will minimize the expense to Republic’s estates associated with developing or purchasing entirely new forms, the delay in conducting business prior to obtaining such forms, and the resulting confusion by suppliers and other vendors.

5. Although there are no intercompany transfers between a Debtor and non-Debtor affiliate, pursuant to a finance lease arrangement, Republic Airline leases certain aircraft from non-Debtor affiliate Carmel Finance 2015, LLC (“Carmel”). Under this arrangement, the relevant leases are pledged as security to a third-party lender that financed Carmel’s purchase of the aircraft, and Republic Airline makes payments directly to that lender.

**Continuing the Cash Management System
Is in the Best Interests of Republic and its Estates**

25. The Cash Management System constitutes an ordinary course and essential business practice of Republic. It provides significant benefits to the Debtors including, among other things, the ability to control corporate funds, ensure the maximum availability of funds when and where necessary, and reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account balance information. The use of a centralized Cash Management System has historically reduced expenses by enabling Republic to optimally use and allocate funds within the system.

26. The operation of Republic's business requires that the Cash Management System continue during the pendency of these chapter 11 cases. As a practical matter, because of the Debtors' corporate and financial structure, it would be extremely difficult and expensive to establish and maintain a separate cash management system for each Debtor entity. Requiring Republic to adopt new, segmented cash management systems at this early and critical stage of these cases, or to extract Republic from the Cash Management System, would be expensive, create unnecessary administrative burdens, and be extraordinarily disruptive. Any such disruption would have a severe and adverse impact upon Republic's reorganization efforts. Consequently, maintaining the existing Cash Management System, is not only essential, but in the best interest of all creditors and other parties in interest.

27. Republic also proposes to maintain its books and records relating to the Cash Management System in the same manner as they were maintained before the Commencement Date. As a result, the Debtors will continue to document and record the transactions occurring within the Cash Management System.

28. In furtherance of the foregoing, Republic requests that all Banks at which its Bank Accounts are maintained be authorized and directed to continue to administer those accounts as they were maintained and administered prepetition, without interruption and in the usual and ordinary course. The Banks should also be authorized and directed to pay all checks, drafts, wires, and electronic fund transfers issued on the Bank Accounts by Republic for payment of any obligations arising on or after the Commencement Date so long as sufficient funds are in those accounts or otherwise available. To effectuate the foregoing, Republic requests that the Banks be authorized and directed to honor all representations from Republic as to which checks should be honored or dishonored. To the extent that Republic has directed that any prepetition checks be dishonored, it reserves the right to issue replacement checks to pay the amounts related to any dishonored checks, consistent with orders of this Court.

29. Section 363(c)(1) of the Bankruptcy Code authorizes the debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” The purpose of section 363(c)(1) is to provide a debtor with the flexibility to engage in the ordinary transactions required to operate its business without unneeded oversight by its creditors or the court. *Med. Malpractice Ins. Ass’n v. Hirsch (In re Lavigne)*, 114 F.3d 379, 384 (2d Cir. 1997); *Chaney v. Official Comm. of Unsecured Creditors of Crystal Apparel, Inc. (In re Crystal Apparel, Inc.)*, 207 B.R. 406, 409 (S.D.N.Y. 1997). Included within the purview of section 363(c) is a debtor’s ability to continue the “routine transactions” necessitated by a debtor’s cash management system. *Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996). Accordingly, Republic seeks authority under section 363(c)(1) to continue the collection, concentration, and disbursement of cash pursuant to the Cash Management System.

30. Republic's continuation of the Cash Management System and the related intercompany transactions is in the best interests of the Debtors, their estates, and all parties in interest. Among other benefits, the integrated Cash Management System enables Republic to achieve efficiencies and effectively manage, and obtain a return on, its cash. If the company is not funded as needed and cannot meet its obligations and manage its cash as a result of these chapter 11 cases, values will decrease significantly, to the detriment of all parties in interest.

31. The Court may exercise its equitable powers to grant the relief requested herein. Section 105(a) of the Bankruptcy Code empowers the Court to "issue any order, process, or judgment that is necessary to carry out the provisions of this title." Continuing Republic's Cash Management system without interruption is vital to the company's business operations and the success of these reorganization cases. Thus it is within the Court's equitable power under section 105(a) to approve the continued use of the Cash Management System. Based on the foregoing, Republic submits that maintenance of the existing Cash Management System is in the best interests of their estates and all parties in interest.

**Granting Administrative Expense Priority to Postpetition
Intercompany Claims is Warranted and Appropriate**

32. The respective rights of each Debtor to the funds in the Cash Management System are documented in the ordinary course by intercompany book entries reflecting intercompany claims and obligations among the participants. Republic tracks all fund transfers electronically in its accounting system and has the ability to ascertain, trace, and account for all intercompany transfers, which are reconciled monthly. If, however, the intercompany transfers were to be discontinued, the Cash Management System would be inoperable and related administrative controls would be compromised to the detriment of all parties in interest. Preserving a "business as usual" atmosphere and avoiding the unnecessary distractions that

inevitably would be associated with any substantial disruption in the Cash Management System will facilitate Republic's reorganization efforts.

33. To ensure each Debtor will not fund, at the expense of its creditors, obligations of another Debtor, Republic proposes that, pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all Intercompany Claims arising on or after the Commencement Date as a result of intercompany transfers through the Cash Management System be accorded administrative expense status. As a result, each entity utilizing funds in the system will continue to bear its own obligations with respect to the underlying transactions.

**Honoring Certain Prepetition Obligations
Related to the Cash Management System Should Be Approved**

34. Republic incurs periodic service charges and other fees to the Banks in connection with the maintenance of the Cash Management System (the "Service Charges"), which average approximately \$8,250 per month. Such Service Charges are automatically deducted from the Bank Accounts as they are assessed by the Banks. Payment of the prepetition Service Charges is in the best interests of the estates and all parties in interest in these chapter 11 cases, as it will prevent any disruption to the Cash Management System. Further, because the Banks likely have setoff rights for the Service Charges, payment of those obligations should not alter the rights of unsecured creditors in these chapter 11 cases. Accordingly, Republic should be authorized to pay, at its sole discretion, the prepetition Service Charges.

Republic Is Generally In Compliance With Section 345 of the Bankruptcy Code

35. Section 345 of the Bankruptcy Code governs a debtor's deposit and investment of cash during a chapter 11 case and authorizes deposits or investments of money as "will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." For deposits or investments that are not "insured or guaranteed by

the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States,” section 345(b) requires the estate to obtain, from the entity with which the money is deposited or invested, a bond in favor of the United States and secured by the undertaking of an adequate corporate surety, unless the Court for cause orders otherwise. (In the alternative, the estate may require the entity to deposit governmental securities pursuant to 31 U.S.C. § 9303, which provides that when a person is required by law to give a surety bond, that person, in lieu of a surety bond, may instead provide an eligible obligation, designated by the Secretary of the Treasury, as an acceptable substitute for a surety bond.)

36. Republic’s Main Operating Accounts are maintained with Banks that have been approved as authorized depositories under the UST Guidelines. Accordingly, Republic believes that any funds that are deposited in these accounts are secure, and thus, it is in compliance with section 345. Further, the Canadian Operating Account with Bank of America and the Canadian account with Key Bank are maintained with the Canadian branches of authorized depositories. Republic submits that funds held in the Canadian accounts are equally secure, and in any event, represent only a small fraction of the company’s funds in the Cash Management System. Accordingly, Republic submits that the Canadian Operating Account and the Canadian account with Key Bank should be deemed compliant with section 345 as well.

37. With respect to investments made through the JPMorgan Clearing Account and with respect to funds in any Bank Accounts that are not fully FDIC-insured, Republic submits that a limited waiver of the requirements of section 345(b) of the Bankruptcy Code is appropriate. To the extent that section 345 of the Bankruptcy Code would require the posting of a surety bond, immediate strict compliance would not be practical. Moreover, among other considerations, Republic’s primary banks, Bank of America and JPMorgan, are highly

rated and federally chartered banks subject to supervision by federal banking regulators, the cost associated with satisfying the requirements of section 345(b) would be burdensome, and the process of satisfying those requirements would lead to needless inefficiencies in the management of Republic's business. Republic also believes that the yield on its investments through the JPMorgan Clearing Account exceeds the values that it could obtain by otherwise holding cash in insured accounts.

38. Republic submits that its proposed divergence from the requirements of section 345(b) of the Bankruptcy Code is not material. Republic will coordinate with the U.S. Trustee to determine what modifications, if any, are necessary under the circumstances. In addition, should Republic later determine, in the exercise of its business judgment, to alter its existing investment practices under the Cash Management System, it reserves the right to seek a further waiver from the Court, if necessary.

Maintenance of Republic's Existing Bank Accounts and Business Forms Is Warranted

39. Republic submits that waiver of the requirements of the UST Guidelines that mandate, among other things, the closure of a debtor's prepetition bank accounts, the opening of new bank accounts, and the immediate printing of new business forms, including new checks, with a "debtor in possession" designation on them, is warranted in these cases. Republic also submits that the Banks, including but not limited to those listed on Schedule 1 to the Interim Order, should be directed to continue to treat, service, and administer the Bank Accounts as accounts of the respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, and honor and pay all checks, drafts, wires, or Automated Clearing House ("ACH") transfers drawn on the Bank Accounts, including without limitation, the ACH Accounts, on or after the Commencement Date by the holders or makers thereof, as the case may be; provided that checks and transfers issued, dated, or requested (as the

case may be) prior to the Commencement Date will not be honored absent an order of the Court. In addition, Republic should be authorized to open new bank accounts at its existing Banks or other institutions designated as “authorized depositories” by the U.S. Trustee, as determined by Republic, in the exercise of its business judgment, to be necessary or appropriate.

40. Republic believes that its transition to chapter 11 will be more orderly, with a minimum of harm to operations, if all Bank Accounts are continued following the Commencement Date with the same account numbers. By preserving the business continuity and avoiding the disruption and delay that would necessarily result from closing the Bank Accounts and opening new accounts, all parties in interest, including employees and vendors, will be best served. The benefit to Republic, its business operations, and all parties in interest will be considerable, while the confusion that would result absent the relief requested would ill-serve the company’s rehabilitative efforts.

41. To minimize expenses, Republic further submits that it should be authorized to continue to use its Business Forms, substantially in the forms existing immediately before the Commencement Date and to continue to use its existing check stock and electronically generated forms (provided, however, that Republic shall use reasonable efforts to include a reference to its status as a debtor in possession on any Business Form), rather than obtain new check stock and implement new electronic check forms reflecting the Debtors’ status as debtors in possession. To the extent any of the Debtors use all its existing check stock, any new check stock ordered will reflect its status as debtors in possession. Moreover, Republic will work with its systems personnel and outside systems consultants to determine what computer system changes are required to reflect the Debtors’ status as debtors in possession on electronically

generated checks and implement changes to their electronically generated forms as soon as reasonably practicable.

42. By virtue of the nature and scope of Republic's business operations and the large number of suppliers of goods and services with which Republic transacts on a regular basis, it is important that the company be permitted to continue to use its existing checks and other Business Forms without alteration or change, except as requested herein. Parties doing business with Republic undoubtedly will be aware of the Debtors' status as debtors in possession as a result of the publicized nature of these chapter 11 cases and the communications and notice of commencement Republic will be distributing to such parties. Accordingly, the requirement to change the Business Forms is unnecessary and would be unduly burdensome, and should be waived.

43. If Republic is not permitted to maintain and use its Bank Accounts and continue to use its existing Business Forms, the resulting prejudice will include disruption of the ordinary financial affairs and business operations of the company, delay in the administration of the chapter 11 estates, and a cost to the estates for establishing new systems and opening new accounts, printing new business forms, and immediately printing new checks.

Fed. R. Bankr. P. 6003 Is Satisfied

44. Fed. R. Bankr. P. 6003 provides that to the extent "relief is necessary to avoid immediate and irreparable harm," a Bankruptcy Court may approve a motion to "pay all or part of a claim that arose before the filing of the petition" prior to twenty-one days after the Commencement Date. As described herein, Republic's business operations are dependent upon its Cash Management System, Bank Accounts, and Business Forms as in effect prepetition. Any disruption in the continuation of these practices would severely disrupt the company's operations and cause a severe decline in the value of the chapter 11 estates. Accordingly, Republic submits

that the relief requested is necessary to avoid immediate and irreparable harm, and therefore, Fed. R. Bankr. P. 6003 is satisfied.

Waiver of Fed. R. Bankr. P. 6004(a) and 6004(h)

45. To implement the foregoing immediately, Republic seeks a waiver of the notice requirements under Fed. R. Bankr. P. 6004(a), and to the extent applicable, the fourteen-day stay of an order authorizing the use, sale, or lease of property under rule 6004(h).

Notice

46. Notice of this motion is being provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the ten largest secured claims against Republic (on a consolidated basis), (iii) the holders of the forty largest unsecured claims against Republic (on a consolidated basis), (iv) the attorneys for the agents under Republic's prepetition revolving credit facilities, (v) the attorneys for Republic's Codeshare Partners, (vi) the International Brotherhood of Teamsters, (vii) the Securities and Exchange Commission, (viii) the Internal Revenue Service, (ix) the Office of the United States Attorney for the Southern District of New York, and (x) the Banks. Republic submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be given.

47. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE Republic respectfully requests (i) entry of an order substantially in the form annexed hereto granting the relief requested herein on an interim basis, (ii) entry of an order granting the relief requested herein on a final basis, and (iii) such other and further relief as is just.

Dated: New York, New York
February 25, 2016

/s/ Bruce R. Zirinsky

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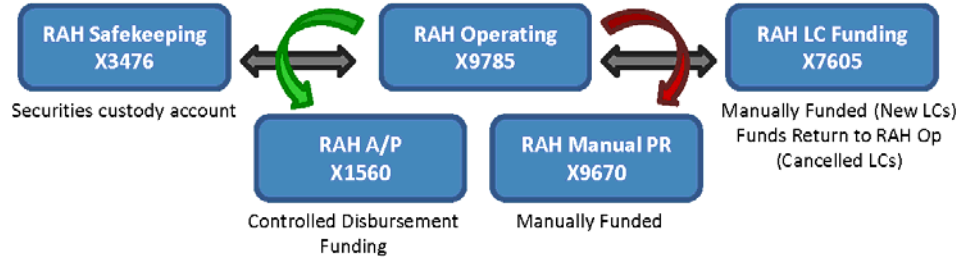
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Debtors in Possession*

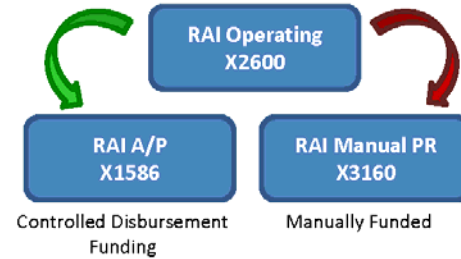
Exhibit A
Illustration of the Cash Management System

Bank of America (14 Accounts)

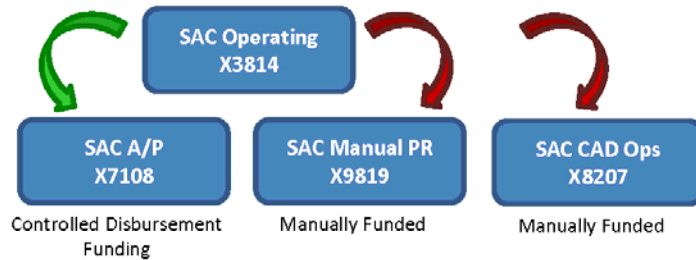
Republic Airways Holdings Inc. (TIN 06-1449146)



Republic Airline Inc. (TIN 06-1562737)



Shuttle America Corporation (TIN 76-0491397)



Chautauqua Airlines, Inc.* (TIN 16-1010057)



*Account owned by Shuttle America Corporation, in name of Chautauqua Airlines, Inc.

Midwest Airlines, Inc. (TIN 39-1440079)



J.P. Morgan Chase (4 Accounts)

Republic Airways Holdings Inc. (TIN 06-1449146)

Travel Advs/Op
X TBD

Funds transferred from RAH
Bank of America Operating
as needed

Republic Airline Inc. (TIN 06-1562737)

Travel Advs/Op
X1038

Funds transferred from RAI
Bank of America Operating
as needed

Shuttle America Corporation (TIN 76-0491397)

Travel Advs/Op
X TBD

Funds transferred from SAC
Bank of America Operating
as needed

Republic Airways Services, Inc. (TIN 26-2882301)

Travel Advs/op
X TBD

Funds transferred from RAH
Bank of America Operating
as needed

US Bank/Airline Clearing House (2 Accounts)

Republic Airline Inc. (TIN 06-1562737)

RAI ACH
X7576

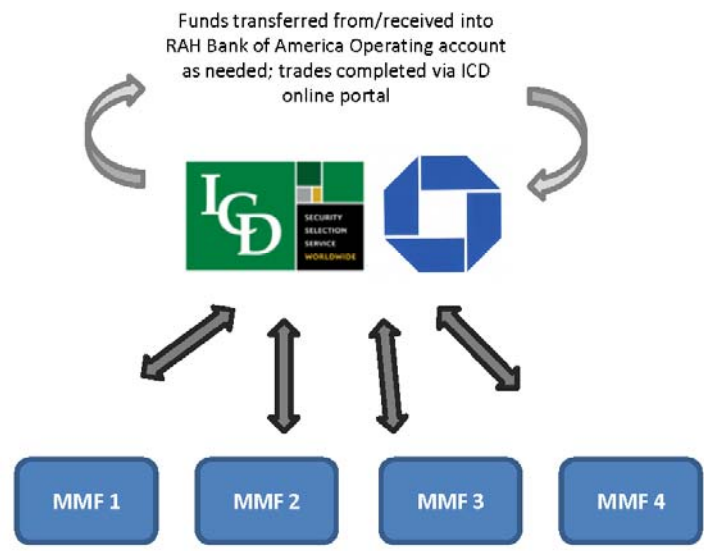
Funds transferred from RAI
Bank of America Operating
as needed per reconciliation

Shuttle America Corporation (TIN 76-0491397)

SAC ACH
X7576

Funds transferred from SAC
Bank of America Operating
as needed per reconciliation

J.P. Morgan Chase – Investment Clearing (1 Account)



**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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**INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 345(b),
363(b), 363(c), 364(a), 503(b) & 507(a) AND FED. R. BANKR. P. 6003 & 6004
FOR ENTRY OF AN ORDER (i) AUTHORIZING DEBTORS TO (A) CONTINUE
USING EXISTING CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN
PREPETITION OBLIGATIONS RELATED TO THE USE THEREOF,
(C) PROVIDE POSTPETITION INTERCOMPANY CLAIMS ADMINISTRATIVE
EXPENSE PRIORITY, AND (D) MAINTAIN EXISTING BANK ACCOUNTS
AND BUSINESS FORMS AND (ii) WAIVING THE REQUIREMENTS OF
11 U.S.C. § 345(b)**

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"), for entry of an order pursuant to sections 105(a), 345(b), 363(b), 363(c), 364(a), 503(b), and 507(a) of title 11, United States Code (the "Bankruptcy Code") and Fed. R. Bankr. P. 6003 and 6004, (i) authorizing Republic to (a) continue to operate its existing Cash Management System with respect to intercompany cash management and obligations,

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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.

including the maintenance of existing Bank Accounts at the existing Banks and the continuation of the investment of its cash in accordance with its Investment Policy consistent with its prepetition practices, (b) honor certain prepetition obligations related to the Cash Management System, (c) provide administrative expense priority status to postpetition intercompany claims incurred in connection with the transfers of funds under the Cash Management System, and (d) maintain existing business forms and (ii) waiving the requirements of section 345(b) of the Bankruptcy Code to the extent they apply to any of Republic's Bank Accounts or to Republic's cash investments through the JPMorgan Clearing Account, 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 and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the ten largest secured claims against Republic (on a consolidated basis), (iii) the holders of the forty largest unsecured claims against Republic (on a consolidated basis), (iv) the attorneys for the agents under Republic's prepetition revolving credit facilities, (v) the attorneys for Republic's Codeshare Partners, (vi) the International Brotherhood of Teamsters, (vii) the Securities and Exchange Commission, (viii) the Internal Revenue Service, (ix) the Office of the United States Attorney for the Southern District of New York, and (x) the Banks (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, is necessary to avoid immediate and irreparable harm to Republic and its estates as contemplated by Fed. R. Bankr. P. 6003, 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 on an interim basis, as provided herein; and it is further

ORDERED that, pursuant to sections 363(c) and 105(a) of the Bankruptcy Code, Republic is authorized and empowered to continue to manage its cash pursuant to the Cash Management System maintained by Republic prior to the Commencement Date, to collect, concentrate, disburse, and invest cash in accordance with the Cash Management System and Investment Policy, including intercompany transfers among Debtor affiliates, and to make ordinary course changes to the Cash Management System without further order of the Court; and it is further

ORDERED that, pursuant to sections 363(c) and 105(a) of the Bankruptcy Code, each of the Banks is authorized and directed to continue to honor, as directed by the Debtors, transfers of funds among the Bank Accounts, including the JPM Clearing Account; and it is further

ORDERED that Republic shall maintain accurate records of all transfers within the Cash Management System, in accordance with its prepetition practices, so that all

postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, Republic's books and records, to the same extent maintained by Republic prior to the Commencement Date; and it is further

ORDERED that Republic is authorized to: (i) designate, maintain, and continue to use any or all of its existing Bank Accounts identified on Schedule 1 annexed hereto (which shall be promptly amended to identify any Bank Accounts inadvertently omitted therefrom, with any such amendments being served on the U.S. Trustee and any statutory committee of unsecured creditors), in the names and with the account numbers existing immediately before the Commencement Date, (ii) deposit funds in and withdraw funds from such accounts by all usual means, including, without limitation, checks, wire transfers, ACH transfers and other debits, (iii) pay any bank fees or charges associated with the Bank Accounts, including any Service Charges, whether arising before or after the Commencement Date, and (iv) treat its prepetition Bank Accounts for all purposes as debtor in possession accounts; and it is further

ORDERED that Republic is authorized to continue to maintain the Bank Accounts with the same account numbers following the commencement, and during the pendency, of these cases; and it is further

ORDERED that Republic is authorized to open new bank accounts so long as (i) any such new account is with a bank that is (a) insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and (b) designated as an authorized depository under the UST Guidelines and (ii) Republic provides notice to the U.S. Trustee of the opening of such account; provided that all accounts opened on or after the Commencement Date at any bank shall, for purposes of this Interim Order, be deemed a Bank Account as if it had been listed on Schedule 1 hereof; and it is further

ORDERED each of the Banks with which Republic maintained a Bank Account as of the Commencement Date is authorized and directed, without the need for further order of this Court, to debit Republic's respective accounts in the ordinary course of business for: (i) all checks drawn on Republic's accounts which were cashed at such Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Commencement Date, (ii) all checks or other items deposited in one of Republic's accounts with such Bank prior to the Commencement Date which were dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent Republic was responsible for such items prior to the Commencement Date, and (iii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as Service Charges for the maintenance of the Bank Account or Cash Management System; and it is further

ORDERED that each of the Banks is authorized to charge, and Republic is authorized to pay or satisfy, both prepetition and postpetition service and other fees, costs, charges, and expenses to which the Banks may be entitled in the ordinary course under the terms of and in accordance with their contractual arrangements with Republic with respect to a Bank Account; and it is further

ORDERED that any payment from a Bank Account made by any of the Banks arising from a request of Republic or a third-party payee made prior to the Commencement Date (including any wire or other electronic fund transfers such Bank is or becomes obligated to settle), or any instruments issued by any of the Banks on behalf of Republic pursuant to a "midnight deadline" or otherwise, solely for purposes of the automatic stay shall be deemed to be paid prepetition, whether or not actually debited from such Bank Account prepetition; and it is further

ORDERED that the Banks shall not be liable to any party on account of (a) following Republic's representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry), (b) the honoring of any prepetition checks, drafts, wires, or other electronic fund transfers with a good-faith belief or upon a representation by Republic that the Court has authorized such prepetition check, draft, wire, or other electronic fund transfers, or (c) an innocent mistake made despite implementation of reasonable handling procedures; and it is further

ORDERED that Republic is authorized to close any Bank Accounts as it may deem necessary or appropriate, to the extent consistent with the terms of any order(s) of this Court relating thereto, and the relevant Banks are authorized and directed to honor Republic's requests to close such Bank Accounts; provided, that Republic shall give notice of the closure of any Bank Account to the U.S. Trustee; and it is further

ORDERED that all Intercompany Claims arising on or after the Commencement Date as a result of intercompany transfers through the Cash Management System are accorded administrative expense priority status pursuant to sections 503(b) and 507(a)(2) of the Bankruptcy Code; and it is further

ORDERED that, to the extent applicable, the requirements of section 345(b) of the Bankruptcy Code are hereby waived; and it is further

ORDERED that Republic is authorized to use, in their present form, all Business Forms provided, however, that the Debtors shall use reasonable efforts to include a reference to their status as a debtor in possession on any Business Form; and it is further

ORDERED that Republic is hereby authorized to execute any additional documents and reasonably cooperate with the Banks as may be necessary or appropriate to carry out the intent and purpose of this Interim Order; and it is further

ORDERED that nothing in the Motion or this Interim Order shall be deemed to authorize Republic to accelerate any payments not otherwise due prior to the date of the hearing to consider the entry of an order granting the relief requested in the Motion on a final basis (the “Final Hearing”); and it is further

ORDERED that (i) nothing contained in the Motion or this Interim Order 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 (ii) any payment made pursuant to this Interim Order is not intended to be and shall not be construed as an admission as to the validity or priority of any claim or a waiver of Republic’s rights to dispute such claim subsequently; and it is further

ORDERED that notwithstanding entry of this Interim Order, nothing herein shall create, nor 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 the requirements of Fed. R. Bankr. P. 6003(b) have been satisfied; and it is further

ORDERED that the requirements set forth in Fed. R. Bankr. P. 6004(a) are hereby waived; and it is further

ORDERED that pursuant to Fed. R. Bankr. P. 6004(h), the terms and provisions of this Interim Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that Republic shall serve a copy of this Interim Order within three (3) business days after its entry upon each of the Notice Parties and upon all parties having filed requests for notices in these cases pursuant to Fed. R. Bankr. P. 2002; and it is further

ORDERED that the Final Hearing on the Motion shall be held on _____, **2016** at __:__.m. (**Eastern Time**), and any objections or responses to the Motion and entry of an order granting the relief requested on a final basis shall be in writing, filed with the Court in accordance with local rules and orders of the Court, and served upon (i) 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 (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 (ii) the Notice Parties, in each case so as to be received no later than at **4:00 p.m. (Eastern Time) on _____, 2016**; 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
The Banks and Bank Accounts**

Entity	Bank	Acct Last 4	Type	Cur.	Address	Contact
Republic Airways Holdings Inc.	Bank of America	9785	Operating	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airways Holdings Inc.	Bank of America	1560	Accounts Payable	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airways Holdings Inc.	Bank of America	9670	Manual Payroll	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airways Holdings Inc.	Bank of America	7605	LC Restricted Cash	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airways Holdings Inc.	Bank of America	3476	Securities Custody	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airline Inc.	Bank of America	2600	Operating	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airline Inc.	Bank of America	1586	Accounts Payable	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Republic Airline Inc.	Bank of America	3160	Manual Payroll	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Shuttle America Corporation	Bank of America	3814	Operating	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Shuttle America Corporation	Bank of America	7108	Accounts Payable	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Shuttle America Corporation	Bank of America	9819	Manual Payroll	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Shuttle America Corporation	Bank of America (Canada)	8207	Operating	CAD	200 Front St. Suite 2500, Toronto, CA M5V 3L2	Una Palmer
Shuttle America Corporation (Chautauqua)	Bank of America	4556	Operating	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle
Midwest Air Group, Inc.	Bank of America	9120	Operating	USD	30 S Meridian Street, Suite 650, Indianapolis, IN 46204	Mike Riddle

Entity	Bank	Acct Last 4	Type	Cur.	Address	Contact
Republic Airline Inc.	JPMorgan	1038	Operating	USD	4 Chase Metrotech Center, 14th Floor, Brooklyn, NY 11245	Maria Iacoviello
Republic Airways Holdings Inc.	JPMorgan	1038	Operating	USD	4 Chase Metrotech Center, 14th Floor, Brooklyn, NY 11245	Maria Iacoviello
Shuttle America Corporation	JPMorgan	6755	Operating	USD	4 Chase Metrotech Center, 14th Floor, Brooklyn, NY 11245	Maria Iacoviello
Republic Airways Services, Inc.	JPMorgan	3380	Operating	USD	4 Chase Metrotech Center, 14th Floor, Brooklyn, NY 11245	Maria Iacoviello
Republic Airways Holdings Inc.	JPMorgan	0690	Investments Clearing		Nina L. Forlenza (Anoushian) Associate Cash & Liquidity Markets Corporate & Investment Bank J.P. Morgan 383 Madison Avenue - 4th Floor, New York, New York 10179 T: 212 622 6690 F: 347 750 1544 C: 516 524 3268 nina.l.forlenza@jpmorgan.com	
Republic Airline Inc.	US Bank	7576	ACH	USD	1301 Pennsylvania Ave NW, Suite 1100, Washington, DC 20004	Christina Sprance
Shuttle America Corporation	US Bank	7865	ACH	USD	1301 Pennsylvania Ave NW, Suite 1100, Washington, DC 20004	Christina Sprance
Republic Airways Holdings Inc.	Deutsche Bank	0741	Irrevocable Trust	USD	700 Louisiana Street, Ste 2400, Houston, TX 77002-2700	Frank Winford
Republic Airways Holdings Inc.	Key Bank	0496	Operating	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Republic Airways Holdings Inc.	Key Bank	4121	Accounts Payable	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Republic Airways Holdings Inc.	Key Bank	4139	Manual Payroll	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Republic Airline Inc.	Key Bank	0520	Operating	USD	10 West Market Street, Suite	Cynthia

Entity	Bank	Acct Last 4	Type	Cur.	Address	Contact
					900, Indianapolis, IN 46204	Draeger
Republic Airline Inc.	Key Bank	4105	Accounts Payable	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Republic Airline Inc.	Key Bank	4113	Manual Payroll	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Shuttle America Corporation	Key Bank	0553	Operating	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Shuttle America Corporation	Key Bank	4147	Accounts Payable	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Shuttle America Corporation	Key Bank	4154	Manual Payroll	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Shuttle America Corporation	Key Bank	0835	Operating	CAD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger
Midwest Air Group, Inc.	Key Bank	0587	Operating	USD	10 West Market Street, Suite 900, Indianapolis, IN 46204	Cynthia Draeger