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*Attorneys for the Debtors
and Debtors in Possession*

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

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In re : **Chapter 11 Case No.**
REPUBLIC AIRWAYS SERVICES, INC., : **16-10426 (SHL)**
Debtor. :
Fed. Tax Id. No. 26-2882301

-----x
In re : **Chapter 11 Case No.**
SHUTTLE AMERICA CORPORATION, : **16-10427 (SHL)**
Debtor. :
Fed. Tax Id. No. 76-0491397

-----x
In re : **Chapter 11 Case No.**
REPUBLIC AIRLINE INC., : **16-10428 (SHL)**
Debtor. :
Fed. Tax Id. No. 06-1562737

-----x

-----X
In re : **Chapter 11 Case No.**
REPUBLIC AIRWAYS HOLDINGS INC., : **16-10429 (SHL)**
Debtor. :
Fed. Tax Id. No. 06-1449146
-----X

In re : **Chapter 11 Case No.**
MIDWEST AIR GROUP, INC., : **16-10430 (SHL)**
Debtor. :
Fed. Tax Id. No. 39-1828757
-----X

In re : **Chapter 11 Case No.**
MIDWEST AIRLINES, INC., : **16-10431 (SHL)**
Debtor. :
Fed. Tax Id. No. 39-1440079
-----X

In re : **Chapter 11 Case No.**
SKYWAY AIRLINES, INC., : **16-10432 (SHL)**
Debtor. :
Fed. Tax Id. No. 36-3924344
-----X

**NOTICE OF AMENDED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FED. R. BANKR. P. 1007(a)(1) AND LOCAL BANKRUPTCY RULE 1007-3**

PLEASE TAKE NOTICE that on February 25, 2016, Republic Airways Holdings Inc., and certain of its wholly-owned direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed

with this Court *Corporate Ownership Statement Pursuant to Fed. R. Bankr. P. 1007(a)(1) and Local Bankruptcy Rule 1007-3* [ECF No. 2].

PLEASE TAKE FURTHER NOTICE that an *Amended Corporate Ownership Statement Pursuant to Fed. R. Bankr. P. 1007(a)(1) and Local Bankruptcy Rule 1007-3* is attached hereto as Exhibit A. Attached hereto as Exhibit B is a blackline reflecting changes to the version filed on February 25, 2016.

Dated: New York, New York
May 16, 2016

/s/ Sharon J. Richardson
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Exhibit A

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

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In re : **Chapter 11 Case No.**
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SKYWAY AIRLINES, INC., : **16-10432 (SHL)**
Debtor. :
Fed. Tax Id. No. 36-3924344

**AMENDED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FED. R. BANKR. P. 1007(a)(1) AND LOCAL BANKRUPTCY RULE 1007-3**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, 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, the “Debtors” or “Republic”), respectfully represent:

1. As of the date hereof, to the best of RAH’s knowledge, information, and belief based on publicly filed disclosures, as of May 6, 2016, Axar Master Fund, Ltd. (together with Axar GP, LLC, Axar Capital Management, LP, and Andrew Axelrod) owns 19.85% of the common stock of RAH.
2. 100% of the equity of Midwest Air Group, Inc. is directly owned by RAH.
3. 100% of the equity of Republic Airline Inc. is directly owned by RAH.
4. 100% of the equity of Shuttle America Corporation is directly owned by RAH.
5. 100% of the equity of Republic Airways Services, Inc. is directly owned by RAH.

6. 100% of the equity of Midwest Airlines, Inc. is directly owned by Midwest Air Group, Inc. and indirectly owned by RAH.

7. 100% of the equity of Skyway Airlines, Inc. is directly owned by Midwest Airlines, Inc. and indirectly owned by Midwest Air Group, Inc. and RAH.

8. RAH indirectly owns 100% of the equity in nondebtor Carmel Finance 2015, LLC.

9. Republic Airline Inc. directly owns 100% of the equity in nondebtor Carmel Finance 2015, LLC.

10. RAH directly owns 100% of the equity in nondebtor Lynx Aviation, Inc.

11. RAH directly owns 100% of the equity in nondebtor Republic Airline Inc. (Panama).

12. RAH and certain of its subsidiaries hold ownership, participation, or other interests in certain other entities, including certain fuel consortia and cooperatives. To the best of the Debtors' knowledge, information and belief, these ownership and participation interests are not material or significant.

13. None of the Debtors directly or indirectly owns 10% or more of any class of equity of a corporation whose securities are publicly traded.

Fill in this information to identify the case and this filing:

Debtor Name Republic Airways Holdings Inc., et al.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (if known): 16-10429

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration Amended Corporate Ownership Statement

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

Executed on 05/16/2016
MM / DD / YYYY

Signature of individual signing on behalf of debtor

Joseph P. Allman
Printed name

Senior Vice President and Chief Financial Officer
Position or relationship to debtor

Exhibit B

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

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REPUBLIC AIRWAYS SERVICES, INC., : **16-~~10426~~ (~~SHL~~)**
Debtor. :
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SHUTTLE AMERICA CORPORATION, : **16-~~10427~~ (~~SHL~~)**
Debtor. :
Fed. Tax Id. No. 76-0491397

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REPUBLIC AIRLINE INC., : **16-~~10428~~ (~~SHL~~)**
Debtor. :
Fed. Tax Id. No. 06-1562737

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In re : **Chapter 11 Case No.**
REPUBLIC AIRWAYS HOLDINGS INC., : **16-~~10429~~ (~~SHL~~)**
Debtor. :
Fed. Tax Id. No. 06-1449146

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In re : **Chapter 11 Case No.**
MIDWEST AIR GROUP, INC., : **16-~~10430~~ (~~SHL~~)**
Debtor. :
Fed. Tax Id. No. 39-1828757

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In re : **Chapter 11 Case No.**

MIDWEST AIRLINES, INC., : **16-~~10431~~ (~~SHL~~)**

Debtor. :

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SKYWAY AIRLINES, INC., : **16-~~10432~~ (~~SHL~~)**

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TO FED. R. BANKR. P. 1007(a)(1) AND LOCAL BANKRUPTCY RULE 1007-3**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, 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, the “Debtors” or “Republic”),[†] respectfully represent:

1. As of the date hereof, to the best of RAH’s knowledge, information, and belief based on publicly filed disclosures, as of ~~January 31,~~May 6, 2016, Axar Master Fund, Ltd. (together with Axar GP, LLC, Axar Capital Management, LP, and Andrew Axelrod) owns ~~16.5~~19.85% of the common stock of RAH.

2. 100% of the equity of Midwest Air Group, Inc. is directly owned by RAH.

[†] ~~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~~

3. 100% of the equity of Republic Airline Inc. is directly owned by RAH.
4. 100% of the equity of Shuttle America Corporation is directly owned by RAH.
5. 100% of the equity of Republic Airways Services, Inc. is directly owned by RAH.
6. 100% of the equity of Midwest Airlines, Inc. is directly owned by Midwest Air Group, Inc. and indirectly owned by RAH.
7. 100% of the equity of Skyway Airlines, Inc. is directly owned by Midwest Airlines, Inc. and indirectly owned by Midwest Air Group, Inc. and RAH.
8. RAH indirectly owns 100% of the equity in nondebtor Carmel Finance 2015, LLC.
9. Republic Airline Inc. directly owns 100% of the equity in nondebtor Carmel Finance 2015, LLC.
10. RAH directly owns 100% of the equity in nondebtor Lynx Aviation, Inc.
11. [RAH directly owns 100% of the equity in nondebtor Republic Airline Inc. \(Panama\).](#)
12. RAH and certain of its subsidiaries hold ownership, participation, or other interests in certain other entities, including certain fuel consortia and cooperatives. To the best of the Debtors' knowledge, information and belief, these ownership and participation interests are not material or significant.
13. None of the Debtors directly or indirectly owns 10% or more of any class of equity of a corporation whose securities are publicly traded.

~~Airlines, Inc.; and Skyway Airlines, Inc. The Debtors' employer tax identification numbers and addresses are set forth in their respective chapter 11 petitions.~~