

**Objection Deadline: August 24, 2016 at 4:00 p.m. (Eastern Time)**

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  
Gregory C. Farrell  
HUGHES HUBBARD & REED LLP  
One Battery Park Plaza  
New York, New York 10004  
(212) 837-6000

*Attorneys for the Debtors  
and Debtors in Possession*

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

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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-10429 (SHL)**  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**

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**NOTICE OF FILING OF DEBTORS' REPORT AND  
OBJECTIONS TO CLAIMS ASSERTED PURSUANT TO 11 U.S.C. § 503(b)(9)**

PLEASE TAKE NOTICE that, in accordance with the Order Pursuant to 11 U.S.C. §§ 503(b)(9) and 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. 52],

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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.

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, “Republic” or the “Debtors”) have filed the annexed report and objections to claims asserted pursuant to section 503(b)(9) of chapter 11 of title 11 of the United States Code (the “Section 503(b)(9) Report”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (the “Objections”) to the Section 503(b)(9) Report must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) and (b) by all other parties in interest, on a 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served on (i) the 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](mailto:bzirinsky@zirinskylaw.com)), Sharon J. Richardson, Esq. ([srichardson@zirinskylaw.com](mailto:srichardson@zirinskylaw.com)), and Gary D. Ticoll, Esq. ([gticoll@zirinskylaw.com](mailto: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](mailto:chris.kiplok@hugheshubbard.com)) and Gabrielle Glemann, Esq. ([gabrielle.glemann@hugheshubbard.com](mailto:gabrielle.glemann@hugheshubbard.com))), (ii) the Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Brian Masumoto, Esq.), (iii) counsel to the Official Committee of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019 (Attn: Brett H. Miller, Esq. ([bmiller@mofo.com](mailto:bmiller@mofo.com)),

Todd M. Goren, Esq. (tgoren@mofo.com), and Erica J. Richards, Esq. (erichards@mofo.com)),  
and (iv) counsel to the Ad Hoc Committee of Equity Holders of Republic Airways Holdings Inc.,  
Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022 (Attn: Adam C.  
Harris, Esq. (adam.harris@srz.com), Lawrence V. Gelber, Esq. (lawrence.gelber@srz.com), and  
David M. Hillman, Esq. (david.hillman@srz.com) so as to be received no later than **August 24,  
2016 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”).

Dated: New York, New York  
July 25, 2016

/s/ Gary D. Ticoll  
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

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chris.kiplok@hugheshubbard.com  
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**UNITED STATES BANKRUPTCY COURT  
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**In re** : **Chapter 11 Case No.**  
**REPUBLIC AIRWAYS HOLDINGS INC., et al.,** : **16-10429 (SHL)**  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**

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**DEBTORS' REPORT AND OBJECTIONS  
TO CLAIMS ASSERTED PURSUANT TO 11 U.S.C. § 503(b)(9)**

TO THE HONORABLE SEAN H. LANE,  
UNITED STATES BANKRUPTCY JUDGE:

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

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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.

cases (collectively, “Republic” or the “Debtors”), in accordance with the Order Pursuant to 11 U.S.C. §§ 503(b)(9) and 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. 52] (the “503(b)(9) Order”), hereby submit their report and objection (“Report”) to 503(b)(9) Claims (as hereinafter defined).

### **Background**

1. On February 25, 2016 (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 or examiner has been appointed in these chapter 11 cases.

2. Pursuant to Federal Rule of Bankruptcy Procedure 1015(b), the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

3. 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 (the “Bedford Declaration”), filed with the Court on the Commencement Date.

4. On the Commencement Date, the Debtors filed their Motion Pursuant to 11 U.S.C. §§ 503(b)(9) and 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 [ECF No. 30] (the “Motion”) and requested that the Court establish procedures to govern the resolution of any claims that may be asserted by the Debtors’ Vendors<sup>2</sup> pursuant to section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”). On February 29, 2016, the Court entered the 503(b)(9) Order granting the Motion.

5. Pursuant to the procedures set forth in the 503(b)(9) Order, any Vendor asserting a 503(b)(9) Claim was required to deliver to the Debtors their 503(b)(9) Claims no later than May 10, 2016 (the “503(b)(9) Claim Filing Deadline”). Pursuant to the 503(b)(9) Order, the Debtors have until July 25, 2016 to evaluate and object to all 503(b)(9) Claims that were properly delivered to the Debtors prior to the 503(b)(9) Claim Filing Deadline.<sup>3</sup>

6. To date the Debtors have received 224 503(b)(9) Claims on or before the 503(b)(9) Claim Filing Deadline. The Debtors have reviewed the 503(b)(9) Claims and the Debtors’ books and records to determine the validity of the 503(b)(9) Claims.

7. Attached hereto is Exhibit A, which lists the 503(b)(9) Claims in alphabetic order by Vendor-claimant and sets forth the Debtors’ determination of the validity and amount of each 503(b)(9) Claim. To the extent that the Debtors determined a 503(b)(9) Claim should be disallowed in full or in part, Schedule A lists the basis for such determination: (i) the 503(b)(9) Claim is duplicative; (ii) the Vendor provided insufficient documentation to evaluate the claim; (iii) the claim includes non-goods such as services and delivery charges; (iv) the claim includes goods that were not received by the Debtors within twenty (20) days before the Commencement Date (the “503(b)(9) Period”); and/or (v) the Debtors have paid the Vendor all

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2. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

3. The Debtors will respond to 503(b)(9) Claims that were received after the 503(b)(9) Claim Filing Deadline after they are evaluated. Nothing herein or in the 503(b)(9) Order forecloses the Debtors’ right to object to such claims at an appropriate time.

or a portion of the amount due on account of the claim for goods received in the 503(b)(9) Period. Accordingly, the Debtors request that each of the 503(b)(9) Claims listed on Exhibit A be allowed to the extent, and in the amount, listed in the column labeled “503(b)(9) Amount Allowed.” Any 503(b)(9) Claim that is invalid on grounds (i) or (ii) will be reclassified as a general unsecured, prepetition claim. The Debtors reserve the right to object to such reclassified claims at a later time.<sup>4</sup>

### Objection

8. Section 503(b)(9) of the Bankruptcy Code provides that

(b) After notice and a hearing, there shall be allowed, administrative expenses, other than claims allowed under section 502(f) of this title, including –

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under [title 11] 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). Certain of the 503(b)(9) Claims listed on Exhibit A do not satisfy one or more prongs of this test.

### Goods vs. Services

9. Section 503(b)(9) applies only to the receipt of goods. Courts generally apply the definition of the word “goods” contained in section 2-105(1) of the Uniform Commercial Code (the “UCC”). *See, e.g., In re GIC Gov’t Sec.*, 64 B.R. 161 (Bankr. M.D. Fla.

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4. On June 28, 2016, the Debtors filed Debtors’ Reclamation Notice Under the Order Pursuant to 11 U.S.C. §§ 105 & 546(c) Establishing and Implementing Exclusive and Global Procedures for Treatment of Reclamation Claims [ECF No. 721] (the “Reclamation Notice”). In preparing for the filing of this Report, the Debtors discovered that Exhibit A to the Reclamation Report incorrectly described the third column as the “Amount to be Allowed as a 503(b)(9) Claim.” In fact, the third column contains the portion of the reclamation claim that overlaps with the 503(b)(9) Period. To avoid duplication of claims and unnecessary claims processing, such portions of claims were extracted from the relevant reclamation claim to be processed, analyzed and determined by the Debtors in connection with this Report.

1986). Section 2-105(1) of the UCC provides that “[g]oods’ means all things (including specially manufactured goods) which are movable at the time of identification to the contract for sale other than the money in which the price is to be paid, investment securities (Article 8) and things in action.” Thus a vendor’s 503(b)(9) Claim is invalid to the extent that it asserts a claim for services or other nontangible items rather than goods. Accordingly, those 503(b)(9) Claims that claim services, not goods, are invalid.

503(b)(9) Period

10. Section 503(b)(9) requires that the vendor must have delivered the goods in the ordinary course of business and within twenty days prior to the commencement of the bankruptcy filing. A vendor has no right to assert a 503(b)(9) Claim for goods delivered to the Debtors outside of the 503(b)(9) Period, i.e. the 20-day period between February 5, 2016 and February 25, 2016. Accordingly, a Vendor’s 503(b)(9) Claim is invalid to the extent that it asserts a claim for goods that were delivered to the Debtors on a date falling outside the 503(b)(9) Period.

Delivery to the Debtor

11. The goods must actually have been delivered to the Debtors and not returned to the Vendor. To the extent that the 503(b)(9) Claims request the return of goods that were returned to the Vendor or never delivered to the Debtors, they are invalid.

Insufficient Information

12. A number of 503(b)(9) Claims submitted to the Debtors contained insufficient information for the Debtors to evaluate such claims. The 503(b)(9) Order required a Vendor asserting a Section 503(b)(9) Claim to deliver a proof of claim (a “Proof of 503(b)(9) Claim”) that set forth, to the extent such information is already available or known to such Vendor, (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, 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 services and related to goods, and (III) whether the Vendor has filed any other claim against any Debtor regarding the goods underlying its Proof of 503(b)(9) Claim. Certain Vendors failed to include this information in their 503(b)(9) Claims. This has made it impossible for the Debtors to verify the amounts listed in such Vendors' 503(b)(9) Claims. Consequently, the 503(b)(9) Claims (or portions thereof) that fail to include sufficient information for the Debtors to evaluate the 503(b)(9) Claims should not be allowed.

Duplicate Claims

13. Certain Vendors have asserted multiple identical 503(b)(9) Claims. To the extent that a 503(b)(9) Claim duplicates another 503(b)(9) Claim, such duplicate 503(b)(9) Claims are invalid.

Satisfied Claims

14. Finally, portions of certain 503(b)(9) Claims have already been satisfied or partially paid by the Debtors. The Vendors are not entitled to a double recovery on such claims and such 503(b)(9) Claims should be disallowed or partially disallowed as the case may be. In addition, the Debtors continue to review their books and records to determine whether any other claims listed on Exhibit A have already been satisfied pursuant to other orders of the Court. In the event that they determine that any of the 503(b)(9) Claims that are otherwise allowed or

partially allowed have already been satisfied, the Debtors reserve their right to further amend this Report to reflect that such claims have already been satisfied in whole or in part.

15. The applicability of the foregoing objections to each 503(b)(9) Claim is listed on Exhibit A.<sup>5</sup>

### **Vendors' Replies**

16. In accordance with the 503(b)(9) Order, any responses to this Report must be filed no later than thirty (30) days after the filing of this Report, which is August 24, 2016 (the "Objection Deadline").

### **Notice**

17. Notice of this Report has been provided to (i) each Vendor that is listed on Exhibit A and (ii) parties in interest in accordance with the Court's Case Management Order, dated March 2, 2016 [ECF No. 70], and upon filing with the Court, the Report will be available for inspection on Republic's Case Website (located at <https://cases.primeclerk.com/RJET/>). Republic submits that no other or further notice need be given.

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5. The Debtors reserve the right to revise and supplement the list of 503(b)(9) Claims set forth on Exhibit A as well as their objections thereto.

Dated: New York, New York  
July 25, 2016

/s/ Gary D. Ticoll  
Bruce R. Zirinsky  
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**Exhibit A**

Claimant	Claim Number	Debtor	Asserted 503(b)(9) Amount	Duplicate?	Insufficient Documentation?	Does Claim Include Non-goods?	Does Claim Include Goods Received Outside February 5- 25, 2016?	Value of Goods Received Between February 5 - 25, 2016	Amount Paid by Debtor	503(b)(9) Amount Allowed
4imprint, Inc.	202	Republic Airways Holdings Inc.	\$ 274.44					\$ 274.44		\$274.44
ADVANCED GROUND SYSTEMS ENGINEERING LLC	112	Republic Airways Holdings Inc.	\$ 770.00					\$ 770.00		\$770.00
Aernnova Aerospace, SAU	246	Republic Airways Holdings Inc.	\$ 378.00					\$ 378.00		\$378.00
Aero Parts Mart, Inc.	13	Republic Airways Holdings Inc.	\$ 1,540.00		X			\$ -		\$0.00
AERO SAFETY GRAPHICS INC	337	Republic Airways Holdings Inc.	\$ 5,095.00					\$ 5,095.00		\$5,095.00
AEROSPACE ACCESSORY SERVICES, INC.	102	Republic Airways Holdings Inc.	\$ 5,215.00			X		\$ 2,000.00		\$2,000.00
Aerotechnic USA, Inc.	11	Republic Airways Holdings Inc.	\$ 4,146.41		X			\$ -		\$0.00
Aircelle	213	Republic Airline Inc.	\$ 471,863.50		X			\$ -		\$0.00
AIRGAS USA, LLC	211	Republic Airways Holdings Inc.	\$ 3,964.60			X		\$ 3,812.65	\$ 1,608.74	\$2,203.91
AIRGAS USA, LLC	232	Republic Airways Holdings Inc.	\$ 707.49					\$ 707.49		\$707.49
Airway Cleaners LLC	199	Republic Airways Holdings Inc.	\$ 653.25			X		\$ -		\$0.00
AIRWAY MAINTENANCE LLC	265	Republic Airways Holdings Inc.	\$ 7,049.67			X		\$ -		\$0.00
Airway Services, Inc.	27	Republic Airline Inc.	\$ 900.00			X		\$ -		\$0.00
Allied Aviation Services, Inc.	250	Shuttle America Corporation	\$ 1,706.75			X		\$ 26.75		\$26.75
AlphaGraphics	179	Republic Airways Holdings Inc.	\$ 1,316.56					\$ 1,316.56		\$1,316.56
American Van Equipment, Inc.	110	Republic Airways Holdings Inc.	\$ 2,499.90				X	\$ -		\$0.00
Apperance Group, Inc. dba Allen Groupe	177	Republic Airways Holdings Inc.	\$ 34,980.12			X		\$ -		\$0.00
ARAMARK Uniform & Career Apparel, LLC fka ARAMARK Uniform & Career Apparel, Inc.	286	Republic Airways Holdings Inc.	\$ 1,351.17					\$ 1,315.17		\$1,315.17
Arlin's Aircraft Service, Inc	233	Shuttle America Corporation	\$ 315.00			X		\$ -		\$0.00
Associated Energy Group, LLC d/b/a AEG Fuels	234	Republic Airline Inc.	\$ 11,430.05			X		\$ 6,035.17		\$6,035.17
Associated Energy Group, LLC d/b/a AEG Fuels	235	Republic Airways Holdings Inc.	\$ 11,430.05	X				\$ -		\$0.00
Astbury Gabriel Corp	164	Republic Airways Holdings Inc.	\$ 183.00			X		\$ -		\$0.00
AT&T Corp	159	Republic Airways Holdings Inc.	\$ 32,927.06			X		\$ -		\$0.00
ATCO, Inc.	30	Republic Airways Holdings Inc.	\$ 36,470.66			X		\$ 33,590.66		\$33,590.66
AVIA DYNAMICS CORPORATION	44	Republic Airways Holdings Inc.	\$ 935.00	X				\$ -		\$0.00
AVIA-DYNAMICS CORPORATION	43	Republic Airways Holdings Inc.	\$ 935.00				X	\$ 850.00		\$850.00
Avyon Parts, LLC	158	Republic Airways Holdings Inc.	\$ 3,479.90					\$ 3,479.90		\$3,479.90
Benchmark Environmental Labs, Inc.	181	Republic Airways Holdings Inc.	\$ 750.00			X		\$ -		\$0.00
BIG SKY AVIATION, INC	190	Republic Airways Holdings Inc.	\$ 520.02			X		\$ -		\$0.00
BILL THOMAS ASSOCIATES, INC.	310	Republic Airways Holdings Inc.	\$ 4,671.20				X	\$ 1,868.48		\$1,868.48

Claimant	Claim Number	Debtor	Asserted 503(b)(9) Amount	Duplicate?	Insufficient Documentation?	Does Claim Include Non-goods?	Does Claim Include Goods Received Outside February 5- 25, 2016?	Value of Goods Received Between February 5 - 25, 2016	Amount Paid by Debtor	503(b)(9) Amount Allowed
Blackwell Partners, LLC - Series A as Transferee of Leading Edge Aviation Services, Inc.,	1	Republic Airways Holdings Inc.	\$ 193,922.92			X		\$ -		\$0.00
Bowery Acquisition, LLC as Transferee of Jetgo Australia Holdings PTY LTD	58	Republic Airways Holdings Inc.	\$ 60,000.00			X		\$ -		\$0.00
Bowery Opportunity Fund, L.P. as Transferee of Martin Services dba Martin Aviation Services LLC,	28	Republic Airways Holdings Inc.	\$ 53,100.00				X	\$ -		\$0.00
Capital Improvement Board of Managers	200	Republic Airways Holdings Inc.	\$ 22,071.66			X		\$ -		\$0.00
Capitol Construction Services	60	Republic Airways Holdings Inc.	\$ 569.25			X		\$ -		\$0.00
Carey International	131	Republic Airways Holdings Inc.	\$ 935.30			X		\$ -		\$0.00
Carson Design Associates, Inc.	221	Republic Airways Holdings Inc.	\$ 9,890.00			X		\$ -		\$0.00
CD ZODIAC INC	343	Republic Airways Holdings Inc.	\$ 227,890.14		X			\$ -		\$0.00
CELESTE INDUSTRIES CORP	307	Republic Airways Holdings Inc.	\$ 488.00					\$ 488.00		\$488.00
Century Equipment, Inc	4	Republic Airways Holdings Inc.	\$ 579.48				X	\$ 400.00		\$400.00
CHARM INC	33	Republic Airways Holdings Inc.	\$ 14,042.65			X		\$ -		\$0.00
CHARM INC DBA WINGATE BY WYNDHAM	34	Republic Airways Holdings Inc.	\$ 14,042.65	X		X		\$ -		\$0.00
Chep Aerospace US Inc.	189	Republic Airways Holdings Inc.	\$ 14,449.12			X		\$ -		\$0.00
CHI HI -Dba Holiday Inn Charlotte Airport	37	Republic Airways Holdings Inc.	\$ 46,156.50			X		\$ -		\$0.00
CHIPPEWA AEROSPACE	32	Republic Airways Holdings Inc.	\$ 3,462.00				X	\$ 2,885.00		\$2,885.00
Claims Recovery Group LLC (As Assignee of 1st Choice Aerospace Inc)	332	Republic Airways Holdings Inc.	\$ 22,591.75					\$ 22,591.75		\$22,591.75
Claims Recovery Group LLC (As Assignee of AkroFire, Inc.)	348	Republic Airways Holdings Inc.	\$ 1,834.00					\$ 1,834.00		\$1,834.00
Claims Recovery Group LLC (As Assignee of B and B Marketing Enterprises)	331	Republic Airways Holdings Inc.	\$ 1,540.00					\$ 1,540.00		\$1,540.00
Claims Recovery Group LLC (As Assignee of Haggard & Stocking Associates Inc)	318	Shuttle America Corporation	\$ 37,137.50					\$ 37,137.50		\$37,137.50
Claims Recovery Group LLC (As Assignee of Haggard & Stocking Associates Inc)	313	Republic Airways Holdings Inc.	\$ 11,060.10			X	X	\$ 10,447.89		\$10,447.89
Claims Recovery Group LLC (As Assignee of RS Hughes CO Inc)	330	Republic Airways Holdings Inc.	\$ 155.00					\$ 155.00		\$155.00

Claimant	Claim Number	Debtor	Asserted 503(b)(9) Amount	Duplicate?	Insufficient Documentation?	Does Claim Include Non-goods?	Does Claim Include Goods Received Outside February 5- 25, 2016?	Value of Goods Received Between February 5 - 25, 2016	Amount Paid by Debtor	503(b)(9) Amount Allowed
Claims Recovery Group LLC (As Assignee of SC Manufacturing Texas LLC)	317	Republic Airways Holdings Inc.	\$ 5,309.80					\$ 5,309.80		\$5,309.80
Claims Recovery Group LLC (As Assignee of State Safety and Compliance LLC)	314	Republic Airways Holdings Inc.	\$ 4,795.04			X		\$ 4,462.23		\$4,462.23
Claims Recovery Group LLC (As Assignee of Uline)	328	Republic Airways Holdings Inc.	\$ 3,494.23			X	X	\$ 3,046.30	\$ 310.00	\$2,736.30
ClosingBinders.com	14	Republic Airways Holdings Inc.	\$ 4,540.50		X			\$ -		\$0.00
Columbia Properties Newark LLC	180	Republic Airways Holdings Inc.	\$ 24,481.40			X		\$ -		\$0.00
COMFORT INN	92	Republic Airways Holdings Inc.	\$ 24,198.00			X		\$ -		\$0.00
COMFORT INN	93	Shuttle America Corporation	\$ 14,590.74			X		\$ -		\$0.00
Commercial Works, Inc.	71	Republic Airways Holdings Inc.	\$ 926.75			X		\$ -		\$0.00
Commercial Works, Inc.	74	Republic Airways Holdings Inc.	\$ 769.40			X		\$ -		\$0.00
Commercial Works, Inc.	68	Republic Airways Holdings Inc.	\$ 620.40			X		\$ -		\$0.00
Commercial Works, Inc.	69	Republic Airways Holdings Inc.	\$ 405.03			X		\$ -		\$0.00
Commercial Works, Inc.	144	Republic Airways Holdings Inc.	\$ 320.10			X		\$ -		\$0.00
Commercial Works, Inc.	70	Republic Airways Holdings Inc.	\$ 137.50			X		\$ -		\$0.00
Commonwealth Aviation Service, Inc.	281	Republic Airways Holdings Inc.	\$ 861.82			X		\$ -		\$0.00
Comply365	248	Republic Airways Holdings Inc.	\$ 57,500.00			X		\$ -		\$0.00
Contemporary Services Corporation	150	Republic Airways Holdings Inc.	\$ 1,228.18			X		\$ -		\$0.00
Continental Contracting Services	39	Republic Airways Holdings Inc.	\$ 4,491.81			X		\$ -		\$0.00
CONTINENTAL TESTING	278	Republic Airways Holdings Inc.	\$ 23,787.67		X			\$ -		\$0.00
Crowne Plaza Chicago O'Hare	322	Shuttle America Corporation	\$ 5,682.77			X		\$ -		\$0.00
Crowne Plaza Chicago O'Hare	320	Republic Airline Inc.	\$ 2,111.97			X		\$ -		\$0.00
Curtis 1000 Inc.	84	Republic Airways Holdings Inc.	\$ 1,891.66			X		\$ -		\$0.00
DAC International Inc.	3	Republic Airways Holdings Inc.	\$ 12,500.00			X		\$ -		\$0.00
Dayton Granger, Inc	106	Republic Airways Holdings Inc.	\$ 29,725.60				X	\$ 4,886.40		\$4,886.40
DIEHL AEROSPACE INC	139	Republic Airways Holdings Inc.	\$ 3,073.56				X	\$ 1,633.56		\$1,633.56
Doubletree by Hilton Omaha Downtown	142	Republic Airways Holdings Inc.	\$ 5,049.37			X		\$ -	\$ -	\$0.00
DOUBLETREE BY HILTON PITTSBURGH GREEN TREE	105	Republic Airways Holdings Inc.	\$ 48,529.80			X		\$ -		\$0.00
DOUBLETREE BY HILTON PITTSBURGH GREEN TREE	104	Shuttle America Corporation	\$ 45,854.20			X		\$ -		\$0.00
Doubletree by Hilton Pittsburgh Green Tree	219	Shuttle America Corporation	\$ -			X		\$ -		\$0.00
Doubletree by Hilton Pittsburgh Green Tree	218	Republic Airways Holdings Inc.	\$ -			X		\$ -		\$0.00

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Doubletree Memphis East (MEM-L)	295	Republic Airways Holdings Inc.	\$ 24,968.80			X		\$ -		\$0.00
Doubletree Memphis East (MEM-L)	297	Republic Airways Holdings Inc.	\$ 24,968.80	X		X		\$ -		\$0.00
Doubletree Memphis East (MEM-L)	294	Shuttle America Corporation	\$ 9,398.40			X		\$ -		\$0.00
Doubletree Memphis East (MEM-L)	298	Shuttle America Corporation	\$ 9,398.40	X		X		\$ -		\$0.00
DOUGLASS INTERIOR PRODUCTS INC	137	Republic Airways Holdings Inc.	\$ 7,226.95		X			\$ -		\$0.00
Douglass Interior Products, Inc	72	Republic Airways Holdings Inc.	\$ 7,226.95	X	X			\$ -		\$0.00
EAMS - Embraer Aircraft Maintenance Services, Inc.	334	Republic Airline Inc.	\$ 158,066.22		X			\$ -		\$0.00
EAMS - Embraer Aircraft Maintenance Services, Inc.	341	Shuttle America Corporation	\$ 105,749.92		X			\$ -		\$0.00
EAMS - Embraer Aircraft Maintenance Services, Inc.	352	Shuttle America Corporation	\$ 105,749.92	X	X			\$ -		\$0.00
EAMS- EMBRAER AIRCRAFT MAINTENANCE SERVICES, INC	345	Republic Airline Inc.	\$ 158,066.22	X	X			\$ -		\$0.00
Eaton Aerospace LLC	5	Republic Airways Holdings Inc.	\$ 5,892.00					\$ 5,892.00		\$5,892.00
Embraer Aircraft Customer Services, Inc	335	Republic Airline Inc.	\$ 685,579.11		X			\$ -		\$0.00
Embraer Aircraft Customer Services, Inc	336	Republic Airways Holdings Inc.	\$ 685,579.11	X	X			\$ -		\$0.00
Embraer Aircraft Customer Services, Inc	339	Shuttle America Corporation	\$ 685,579.11	X	X			\$ -		\$0.00
Embraer Aircraft Customer Services, Inc	346	Republic Airways Holdings Inc.	\$ 685,579.11	X	X			\$ -		\$0.00
Embraer Aircraft Customer Services, Inc.	344	Republic Airline Inc.	\$ 685,579.11	X	X			\$ -		\$0.00
Embraer Aircraft Customer Services, Inc.	347	Shuttle America Corporation	\$ 685,579.11	X	X			\$ -		\$0.00
ETA GLOBAL INC	73	Republic Airways Holdings Inc.	\$ 34.40					\$ 34.40		\$34.40
FERGUSON ENTERPRISES #1020	152	Midwest Airlines, Inc.	\$ 1,034.04					\$ 1,034.04		\$1,034.04
FILTRATION CONCEPTS INC	45	Republic Airways Holdings Inc.	\$ 231.66		X			\$ -		\$0.00
Franklin County Treasurer	67	Republic Airways Holdings Inc.	\$ 4,092.78			X		\$ -		\$0.00
Future Metals LLC	192	Republic Airways Holdings Inc.	\$ 18,079.72				X	\$ -		\$0.00
GA Telesis, LLC	215	Republic Airways Holdings Inc.	\$ 2,460.00					\$ 2,460.00		\$2,460.00
GE Engine Services, LLC	288	Republic Airways Holdings Inc.	\$ 705,835.50		X			\$ -		\$0.00
Global Aviation Company	273	Republic Airways Holdings Inc.	\$ 2,307.75					\$ 2,307.75		\$2,307.75
GRACO SUPPLY CO	308	Republic Airways Holdings Inc.	\$ 1,444.75					\$ 1,444.75		\$1,444.75
Graebel VanLines, LLC, Stacey Froehlich	111	Republic Airways Holdings Inc.	\$ 1,326.39			X		\$ -		\$0.00



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Grant Oliver Corporation	224	Republic Airline Inc.	\$ 8,775.00			X		\$ -		\$0.00
Hampton Inn Miami Airport West	249	Republic Airways Holdings Inc.	\$ 6,281.67			X		\$ -		\$0.00
Holiday Inn Charlotte Airport	23	Republic Airways Holdings Inc.	\$ 64,839.25			X		\$ -		\$0.00
Holiday Inn Charlotte Airport	42	Republic Airways Holdings Inc.	\$ 64,839.25	X		X		\$ -		\$0.00
Holiday Inn Charlotte Airport	40	Shuttle America Corporation	\$ 11,692.98			X		\$ -		\$0.00
Holiday Inn Charlotte Airport	41	Shuttle America Corporation	\$ 11,692.98	X		X		\$ -		\$0.00
Holiday Inn Charlotte Airport	19	Shuttle America Corporation	\$ 3,589.95			X		\$ -		\$0.00
Holiday Inn Express & Suites-CHS Airport	103	Republic Airways Holdings Inc.	\$ 35,500.30			X		\$ -		\$0.00
Honeywell International Inc	251	Republic Airways Holdings Inc.	\$ 718,169.63			X		\$ -		\$0.00
Iliff Aircraft Repair and Services Co., Inc	15	Republic Airways Holdings Inc.	\$ 19,147.74			X		\$ -		\$0.00
Impact Specialties & Promotions	148	Republic Airways Holdings Inc.	\$ 1,214.55					\$ 1,214.55		\$1,214.55
Innodyne Systems, Inc	186	Republic Airways Holdings Inc.	\$ 2,341.02			X		\$ 371.02		\$371.02
Innodyne Systems, Inc	197	Republic Airways Holdings Inc.	\$ 2,341.02	X		X		\$ -		\$0.00
Innodyne Systems, Inc.	187	Republic Airways Holdings Inc.	\$ 900.52		X			\$ -		\$0.00
Innodyne Systems, Inc.	188	Republic Airways Holdings Inc.	\$ 900.52	X	X			\$ -		\$0.00
Innodyne Systems, Inc.	198	Republic Airways Holdings Inc.	\$ 435.92		X			\$ -		\$0.00
Innodyne Systems, Inc.	264	Republic Airways Holdings Inc.	\$ 435.92	X	X			\$ -		\$0.00
INNOVATIVE CONTROL SYSTEMS	316	Republic Airways Holdings Inc.	\$ 510.00			X		\$ -		\$0.00
J.M. Brennan, Inc.	156	Republic Airline Inc.	\$ 3,338.81			X		\$ 1,664.91		\$1,664.91
JOHN CONTI COFFEE	138	Republic Airways Holdings Inc.	\$ 953.40					\$ 953.40		\$953.40
Johnson's Jewelry Inc.	309	Republic Airways Holdings Inc.	\$ 6,953.70			X	X	\$ 2,071.00		\$2,071.00
Johnson's Jewelry Inc.	324	Shuttle America Corporation	\$ 701.25				X	\$ -		\$0.00
Johnstone Supply	53	Republic Airways Holdings Inc.	\$ 151.40				X	\$ -		\$0.00
King Shots, Inc.	209	Republic Airways Holdings Inc.	\$ 3,700.00			X		\$ -		\$0.00
KLX Inc.	66	Republic Airways Holdings Inc.	\$ 101,304.35		X			\$ -		\$0.00
KLX Inc.	54	Republic Airways Holdings Inc.	\$ 101,340.35	X	X			\$ -		\$0.00
Kmart Corp.	151	Republic Airline Inc.	\$ 6,585.00			X		\$ -		\$0.00
LATECOERE	174	Republic Airways Holdings Inc.	\$ 34,385.00			X		\$ -		\$0.00
Learjet, Inc.	323	Republic Airways Holdings Inc.	\$ 156,862.97		X			\$ -		\$0.00
Learjet, Inc.	338	Republic Airways Holdings Inc.	\$ 156,862.97	X	X			\$ -		\$0.00

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LIEBHERR AEROSPACE SALINE, INC.	222	Shuttle America Corporation	\$ 51,951.68				X	\$ 49,199.96		\$49,199.96
M & H Uniforms	299	Republic Airways Holdings Inc.	\$ 90,057.43		X			\$ -		\$0.00
M&I Hospitality LLC dba LaQuinta Inn & Suites Plainfield	236	Republic Airways Holdings Inc.	\$ 75,284.92			X		\$ -		\$0.00
Meggitt Aircraft Braking Systems Corporation	280	Shuttle America Corporation	\$ 676,996.48		X			\$ -		\$0.00
Metro Snow Contractors, LLC	78	Republic Airline Inc.	\$ 2,261.25			X		\$ -		\$0.00
Million Air Indianapolis	38	Shuttle America Corporation	\$ 2,765.59			X	X	\$ 1,702.21		\$1,702.21
NMC-WOLLARD, Inc.	220	Midwest Airlines, Inc.	\$ 391.07		X			\$ -		\$0.00
NORCROSS AIR	7	Republic Airways Holdings Inc.	\$ 2,517.50					\$ 2,517.50		\$2,517.50
NORCROSS AIR	52	Republic Airways Holdings Inc.	\$ 2,517.50	X				\$ -		\$0.00
Parker Hannifin Corp.	214	Republic Airline Inc.	\$ 173,992.80					\$ 173,992.80		\$173,992.80
Parker Hannifin Corp.	216	Republic Airline Inc.	\$ 173,992.80	X				\$ -		\$0.00
Piedmont Aviation Component Services LLC	237	Republic Airways Services, Inc.	\$ 71,640.06		X					\$0.00
Piedmont Aviation Component Services LLC	239	Shuttle America Corporation	\$ 71,640.06	X	X			\$ -		\$0.00
Piedmont Aviation Component Services LLC	240	Republic Airline Inc.	\$ 71,640.06	X	X			\$ -		\$0.00
Piedmont Aviation Component Services LLC	241	Midwest Air Group, Inc.	\$ 71,640.06	X	X			\$ -		\$0.00
Piedmont Aviation Component Services LLC	242	Midwest Airlines, Inc.	\$ 71,640.06	X	X			\$ -		\$0.00
Piedmont Aviation Component Services LLC	243	Skyway Airlines, Inc.	\$ 71,640.06	X	X			\$ -		\$0.00
Piedmont Aviation Component Services LLC	238	Republic Airways Holdings Inc.	\$ 71,640.06	X	X			\$ -		\$0.00
POLYGON AEROSPACE LLC	268	Republic Airways Holdings Inc.	\$ 19,977.67					\$ 19,977.67		\$19,977.67
PPG Industries, Inc	304	Republic Airways Holdings Inc.	\$ 10,547.00		X			\$ -	\$ -	\$0.00
PPG Industries, Inc.	306	Shuttle America Corporation	\$ 7,547.00					\$ -	\$ 7,547.00	\$0.00
Pratt & Whitney Component Solutions	333	Republic Airways Holdings Inc.	\$ 79,776.58		X			\$ -		\$0.00
PRC-Desoto International, Inc. (an affiliate of PPG Industries, Inc.)	305	Republic Airways Holdings Inc.	\$ 127,940.10		X			\$ -		\$0.00
PRC-Desoto International, Inc. (an affiliate of PPG Industries, Inc.)	302	Republic Airways Holdings Inc.	\$ 112,137.61		X			\$ -		\$0.00

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PRC-Desoto International, Inc. (an affiliate of PPG Industries, Inc.)	342	Republic Airline Inc.	\$ 17,013.32		X	X		\$ -		\$0.00
PRECISION ELECTRONICS, LLC	25	Republic Airways Holdings Inc.	\$ 5,000.00			X		\$ -		\$0.00
Precision Electronics, LLC	47	Republic Airways Holdings Inc.	\$ 600.00				X	\$ -		\$0.00
Premier Aviation Overhaul Center, Ltd.	244	Republic Airways Holdings Inc.	\$ 36,388.11			X		\$ 13,996.34		\$13,996.34
Presagia Corp	24	Republic Airways Holdings Inc.	\$ 90,720.00			X		\$ -		\$0.00
Prime Air, LLC	9	Republic Airways Holdings Inc.	\$ 13,495.00		X			\$ 13,495.00		\$13,495.00
Prime Air, LLC	10	Republic Airways Holdings Inc.	\$ 13,495.00	X				\$ -		\$0.00
Pure Water Of Kansas City	76	Republic Airways Holdings Inc.	\$ 850.22		X			\$ -		\$0.00
Quality Inn - Manchester	253	Shuttle America Corporation	\$ 3,364.83			X		\$ -		\$0.00
Quality Inn - Manchester	254	Shuttle America Corporation	\$ 3,364.83	X		X		\$ -		\$0.00
Quality Inn - Manchester	205	Republic Airline Inc.	\$ 2,777.32			X		\$ -		\$0.00
Quality Inn - Manchester	256	Republic Airline Inc.	\$ 2,777.32	X		X		\$ -		\$0.00
Quality Inn - Manchester	204	Shuttle America Corporation	\$ 1,762.53			X		\$ -		\$0.00
Quality Inn - Manchester	255	Shuttle America Corporation	\$ 1,762.53	X		X		\$ -		\$0.00
Red Lion Hotel Harrisburg	90	Republic Airline Inc.	\$ 31,086.66			X		\$ -		\$0.00
Regent Aerospace Corp.	130	Republic Airways Holdings Inc.	\$ 33,437.84				X	\$ 20,955.96		\$20,955.96
Regional One, Inc.	327	Republic Airways Holdings Inc.	\$ 6,660.75	X				\$ -		\$0.00
Regional One, Inc.	329	Republic Airways Holdings Inc.	\$ 6,660.75					\$ 6,660.75		\$6,660.75
Reminger Co., LPA	312	Republic Airline Inc.	\$ 682.50			X		\$ -		\$0.00
Ritz Charles	153	Republic Airways Services, Inc.	\$ 7,886.62			X		\$ -		\$0.00
Sability, Inc.	133	Republic Airways Holdings Inc.	\$ 3,258.75			X		\$ -		\$0.00
Schneller LLC	340	Republic Airways Holdings Inc.	\$ 9,366.16					\$ 9,366.16		\$9,366.16
SCIS Air Security Corporation	140	Shuttle America Corporation	\$ 9,019.72			X		\$ -		\$0.00
Ser-Mat International, LLC	178	Republic Airways Holdings Inc.	\$ 65,803.87				X	\$ 23,887.13		\$23,887.13
Ser-Mat International, LLC.	230	Republic Airways Holdings Inc.	\$ 65,803.87	X			X	\$ -		\$0.00
Sheraton Suites Philadelphia Airport	279	Republic Airways Holdings Inc.	\$ 17,069.50			X		\$ -		\$0.00
Sheraton Suites Philadelphia Airport	287	Republic Airways Holdings Inc.	\$ 17,069.50	X		X		\$ -		\$0.00
Shoreline Marine, Inc. dba Safetech	154	Republic Airways Holdings Inc.	\$ 2,671.16		X			\$ -		\$0.00
Snow and Ice Management Co. of PA, Inc.	114	Republic Airline Inc.	\$ 19,814.71			X		\$ -		\$0.00
Solutia, Inc.	169	Republic Airline Inc.	\$ 27,830.40				X	\$ 27,830.40		\$27,830.40
Sonar Credit Partners III, LLC as Transferee of Aero Supply USA	16	Republic Airways Holdings Inc.	\$ 6,949.01		X			\$ -		\$0.00

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SONICARE SOLUTIONS INC	135	Republic Airways Holdings Inc.	\$ 31,283.00		X			\$ -		\$0.00
Spirit Airlines, Inc.	303	Republic Airways Holdings Inc.	\$ 21,800.00			X		\$ -		\$0.00
STAG ENTERPRISE INC	107	Republic Airways Holdings Inc.	\$ 15,523.86					\$ 15,523.86		\$15,523.86
STG AEROSPACE INC.	85	Republic Airways Holdings Inc.	\$ 65,796.05				X	\$ -		\$0.00
Strom Aviation, Inc.	22	Republic Airline Inc.	\$ 8,694.09			X		\$ -		\$0.00
STS COMPONENT SOLUTIONS	59	Republic Airways Holdings Inc.	\$ 9,398.52				X	\$ -		\$0.00
Suburban General Maintenance	149	Shuttle America Corporation	\$ 2,169.47			X		\$ -		\$0.00
Summit Handling Systems Inc	247	Shuttle America Corporation	\$ 2,830.75			X		\$ -		\$0.00
SUTRA, INC.	109	Republic Airline Inc.	\$ 3,600.00			X		\$ -		\$0.00
TAC AIR	175	Shuttle America Corporation	\$ 3,383.87		X			\$ -		\$0.00
TAC AIR	176	Republic Airline Inc.	\$ 300.00			X		\$ -		\$0.00
That's Good HR, Inc.	89	Republic Airways Holdings Inc.	\$ 9,593.54			X		\$ -		\$0.00
TRIUMPH ACCESSORY SERVICES-GRAND PRAIRIE	147	Republic Airways Holdings Inc.	\$ 1,150.00			X		\$ -		\$0.00
UPMC	26	Republic Airways Holdings Inc.	\$ 4,675.00			X		\$ -		\$0.00
US Airports Flight Support, LLC	326	Shuttle America Corporation	\$ 2,941.42			X		\$ -		\$0.00
Vaco Indianapolis	29	Republic Airways Holdings Inc.	\$ 4,072.00			X		\$ -		\$0.00
Vaco Indianapolis	65	Republic Airways Holdings Inc.	\$ 3,310.00			X		\$ -		\$0.00
VANTAGE REAL ESTATE GROUP, LLC	98	Republic Airways Holdings Inc.	\$ 13,105.92			X		\$ -		\$0.00
VANTAGE REAL ESTATE GROUP, LLC	101	Shuttle America Corporation	\$ 7,235.56			X		\$ -		\$0.00
VINTAGE TITANIUM SPARES	252	Republic Airways Holdings Inc.	\$ 400.00					\$ 400.00		\$400.00
VT SAN ANTONIO AEROSPACE, INC.	191	Republic Airways Holdings Inc.	\$ 72.00					\$ 72.00		\$72.00
Wiggins Airways, Inc.	208	Republic Airways Holdings Inc.	\$ 1,864.56		X			\$ -		\$0.00
Wiggins Airways, Inc.	231	Republic Airways Holdings Inc.	\$ 1,864.56	X	X			\$ -		\$0.00
Wiggins Airways, Inc.	229	Shuttle America Corporation	\$ 886.00		X			\$ -		\$0.00
Wilsons Coffee LLC	311	Republic Airways Holdings Inc.	\$ 5,396.36		X			\$ -		\$0.00
Winter Services, LLC	193	Republic Airways Holdings Inc.	\$ 1,770.84			X		\$ -		\$0.00
Wochner Aviation LLC	75	Republic Airways Holdings Inc.	\$ 7,848.00			X		\$ -		\$0.00
World Management, Inc	155	Republic Airways Services, Inc.	\$ 14,098.70			X		\$ -		\$0.00
Zodiac Seats California LLC ZSC	296	Republic Airways Holdings Inc.	\$ 169,898.55		X			\$ -		\$0.00
Zodiac Services Americas LLC	12	Republic Airways Holdings Inc.	\$ 56,265.20		X			\$ -		\$0.00
Zodiac Services Americas LLC	35	Republic Airways Holdings Inc.	\$ 56,265.20	X	X			\$ -		\$0.00
Zodiac Services Americas LLC	31	Republic Airways Holdings Inc.	\$ 56,265.20	X	X			\$ -		\$0.00