

**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.¹ : **(Jointly Administered)**

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**ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 327 & 330 OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO EMPLOY
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS
NUNC PRO TUNC TO THE COMMENCEMENT DATE**

A hearing having been held on March 22, 2016 (the "Hearing"), to consider the motion, dated February 25, 2016 (the "Motion"),² of Republic Airways Holdings Inc. ("RAH"), and certain of its wholly-owned direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively with RAH, "Republic" or the "Debtors"), pursuant to sections 105(a), 327, and 330 of title 11, United States Code (the "Bankruptcy Code"), for entry of an order authorizing Republic to (i) establish certain procedures for the Debtors to retain and compensate those professionals that Republic employs in the ordinary course of business (collectively, the "Ordinary Course Professionals"), effective as of the Commencement Date, without (a) the submission of separate employment applications or (b) the issuance of separate retention orders for each individual Ordinary Course Professional, and (ii) compensate and reimburse such professionals without individual fee applications, all as

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.

more fully set forth in the Motion and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 having been filed with this Court contemporaneously with this Motion (the "Bedford Declaration"); 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) all parties having filed requests for notices in these cases pursuant to Fed. R. Bankr. P. 2002, 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 appearances of all interested parties having been noted in the record of the Hearing; and the Court having found and determined that the relief sought in the Motion is in the best interests of Republic, its estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary or appropriate by Republic, Republic is authorized to employ the Ordinary Course Professionals listed on Exhibit 1 annexed hereto in the ordinary course of business in accordance with the following procedures (the "Procedures"), *nunc pro tunc* to the Commencement Date:

1. Within forty-five (45) days of the later of (i) the entry of this Order and (ii) the date on which the Ordinary Course Professional commences services for Republic, each Ordinary Course Professional will provide the following to Republic's attorneys: (a) a declaration and disclosure statement (the "OCP Declaration"), substantially in the form annexed hereto as Exhibit 2, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to Republic or its estates with respect to the matter(s) on which such professional is to be employed and (b) a completed retention questionnaire (the "Retention Questionnaire"), substantially in the form annexed hereto as Exhibit 3.
2. Following receipt of the completed OCP Declaration and Retention Questionnaire, Republic will file the same with the Court and serve a copy upon (collectively, the "Reviewing Parties"): (i) the U.S. Trustee and (ii) the attorneys for any statutory committees appointed in these chapter 11 cases.
3. The Reviewing Parties will have fourteen (14) days following the date of service to notify Republic's counsel, in writing, of any objection to the retention based on the contents of the OCP Declaration or Retention Questionnaire (the "Retention Objection Deadline"). If no objection is filed and served before the Retention Objection Deadline, the retention and employment of such Ordinary Course Professional shall be deemed approved without further order of the Court.
4. If an objection is filed by the Retention Objection Deadline and such objection cannot be resolved within twenty-one (21) days after the Retention Objection Deadline, the matter will be set for hearing before the Court.
5. No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these Procedures.

6. Once Republic retains an Ordinary Course Professional in accordance with these Procedures, Republic may pay such Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred upon the submission to, and approval by, Republic of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to Republic's right to dispute any such invoices); provided that, subject to increase as provided in subparagraph 8, below, the Ordinary Course Professional's total compensation and reimbursements will not exceed \$50,000 for each month starting from the first full calendar month following the Commencement Date (the "Monthly Cap").
7. In the event that an Ordinary Course Professional seeks more than the Monthly Cap for any month during these chapter 11 cases, such Ordinary Course Professional will file a fee application, to be heard on notice, for the full amount of its fees and expenses for any month where such Ordinary Course Professional's fees and disbursements exceeded the Monthly Cap (Republic may make an interim payment to the Ordinary Course Professional prior to a hearing on the application of up to the amount of the Monthly Cap for each month so long as the Ordinary Course Professional has been retained, either automatically through expiration of the Objection Deadline, or by approval of the Court), in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the U.S. Trustee, and all Orders of the Court.
8. Payment to any one Ordinary Course Professional will not exceed \$500,000 for the entire period in which the chapter 11 cases are pending, subject to further Order of the Court. In the event that an Ordinary Course Professional's fees and expenses exceed \$500,000 for the entire period in which the chapter 11 cases are pending (the "Aggregate Cap"), such Ordinary Course Professional will be required to file a separate retention application to be retained as a professional pursuant to section 327 or 328 of the Bankruptcy Code. Notwithstanding anything in this Order to the contrary, the Monthly Cap and the Aggregate Cap may be increased by Republic without further order of the Court, with the consent of the U.S. Trustee and the statutory committee of unsecured creditors, if any, appointed in these chapter 11 cases.
9. Within 30 days after the end of each quarterly period, Republic will file a statement with the Court and serve the same on the Reviewing Parties, certifying Republic's compliance with the terms of the relief requested herein. The statement shall include for each Ordinary Course Professional (i) the name of such Ordinary Course Professional and (ii) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursements of expenses incurred by such Ordinary Course Professional.

10. If Republic seeks to retain an Ordinary Course Professional not already listed on Exhibit 1 to the proposed order during these chapter 11 cases, Republic will file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals (the “Supplemental Notice of Ordinary Course Professionals”), along with the professionals’ respective OCP Declarations and Retention Questionnaires.
11. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon Republic’s counsel, as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

ORDERED that entry of this Order and approval of the Procedures does not affect Republic’s ability to (i) dispute any invoice submitted by an Ordinary Course Professional and (ii) retain additional Ordinary Course Professionals from time to time as the need arises, and all rights of Republic are reserved with respect thereto; and it is further

ORDERED that the form of OCP Declaration and Retention Questionnaire are approved; and it is further

ORDERED that nothing contained in this Order or in the Motion is intended to be or shall be construed as (a) an admission as to the validity 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. Likewise any payment made pursuant to this Order is not intended to be and shall not be construed as an admission to the validity of any claim or a waiver of Republic’s rights to dispute such claim subsequently; 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
March 23, 2016

/s/ Sean H. Lane
United States Bankruptcy Judge

Exhibit 1

List of Ordinary Course Professionals

Professional	Address	Contact	Services Performed by Professional
Abagados Sierra y Vazquez	Prolongación Reforma No. 1190 25th Floor Santa Fe, Mexico DF 05349	Carlos Sierra	Legal Services related to sublease of aircraft to Aerolitoral
Argueta and Partners	Colonia Tepeyac, Redondel Ocotepaque, No. 1102, Contiguo a Casa Residencial de Embajada de China Taiwán, Tegucigalpa, Honduras	Guillermo Enrique Argueta Soto	Legal Services related to operations in Honduras
Aviation Support, S.A. de C.V.	1ª Cda. De Melchor Ocampo No. 4 Fracc. Pedregal de San Francisco, Coyoacán, 04320, México D.F.	Juan Carlos Pacheco M.	Legal Services related to operations in Mexico
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC	First Tennessee Building 165 Madison Avenue, Suite 2000 Memphis, TN 38103	Steven Hall	Litigation -- Contract (CPA) Law
Brigard & Urrutia	Calle 70A No. 4 – 41 Bogotá, Colombia	Álvaro Iván Cala	Legal Services related to operations in Columbia
Daugherty, Fowler, Peregrin, Haught & Jenson	100 N. Broadway, Suite 2000 Oklahoma City, Oklahoma 73102	Robert M. Peregrin	FAA matters
Dentons US LLP	1676 International Drive, Penthouse, McLean, VA 22102	Mark Dombroff	NTSB, Accident Response
Ford & Harrison LLP	271 17th St. NW, Ste. 1900, Atlanta, GA 30363	Andy McClintock	Labor Law
Hogan Lovells US LLP	Columbia Square, 555 Thirteenth Street, NW Washington, DC 20004	Robert E. Cohn	Regulatory Matters
Holland & Hart LLP	One Boulder Plaza, 1800 Broadway, Suite 300, Boulder, CO 80302	Scott S. Havlick	Trademark Matters
Ice Miller LLP	One American Square Suite 2900 Indianapolis, IN 46282-0200	David J. Carr	Labor Law
Jiménez Cruz Peña	Av. Winston Churchill 1099, Torre Citi, piso 14, Santo Domingo, D.N.	Rosa Diaz Abreu	Legal Services relating to operations in Dominican Republic

Professional	Address	Contact	Services Performed by Professional
Katz & Korin, PC	The Emelie Building, 334 North Senate Avenue, Indianapolis, IN 46204-1708	Offer Korin	Real Estate matters
McKay, Culmer & Associates	Duffus House, 36A Sears Road, P.O. Box N-7534, Nassau, Bahamas	W. Renae McKay	Legal Services relating to operations in the Bahamas
Morgan & Morgan	MMG Tower, 23rd Floor Ave. Paseo del Mar, Costa del Este, Panama City, Panama	Ana Cristina Castrellión	Legal Services relating to operations in Panama
Norton Rose Fulbright US LLP	666 Fifth Ave., New York, NY 10103-3198	James D. Tussing	Aircraft Transactions
Ogletree Deakins	111 Monument Circle, Ste. 4600, Indianapolis, IN 46204	Stephanie Smithey	Employee Benefits Law
O'Melveny & Myers LLP	2765 Sand Hill Road Menlo Park, CA 94025	Robert Siegel	Labor Law
Winslett Studnický McCormick & Bomser LLP	6 East 39th St., 6th Floor New York, NY 10016	Jim Neale	Litigation -- Contract (CPA) Law
Young Law Firm	28 Regent St., P.O. Box 111, Belize City, Belize	Michael C.E. Young	Legal Services relating to operations in Belize
Zurcher Odio & Raven	Plaza Roble Edificio, Los Balcones San Jose, Costa Rica	Marco A. López Volio	Legal Services relating to operations in Costa Rica

Exhibit 2

Ordinary Course Professional Declaration

**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.¹ : **(Jointly Administered)**

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**DECLARATION AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____**

_____, hereby declares, pursuant to 28 U.S.C. § 1746:

1. I am a _____ of _____, located at _____ (the
“Firm”).

2. 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 requested that the Firm provide
_____ services to Republic, and the Firm has consented to provide such services
(the “Services”).

3. The Services include, but are not limited to, the following:

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.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in Republic's chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of Republic, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to Republic or its estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these chapter 11 cases, Republic owed the Firm \$_____ in respect of prepetition services rendered to Republic.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury [under the laws of the United States of America] that the foregoing is true and correct.

Executed on _____, 2016.

Declarant Name

Exhibit 3

Retention Questionnaire

**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.¹ : **(Jointly Administered)**

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by 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”).

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY REPUBLIC TO:

Republic Airways Holdings Inc.
8909 Purdue Road
Suite 300
Indianapolis, Indiana 46268

Attn: Ethan J. Blank, Esq., General Counsel

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of Firm:

2. Date of retention: _____
3. Type of legal services to be provided:

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.

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable):

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

9. Name and title of individual completing this form:

Dated: _____