

**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. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING THE FILING OF CERTAIN INFORMATION UNDER SEAL
IN CONNECTION WITH DEBTORS' MOTION FOR AN ORDER PURSUANT TO
11 U.S.C. §§ 362, 363 & 365(a) AND FED R. BANKR. P. 6004, 6006 & 9019
(I) APPROVING THE LETTER OF INTENT BETWEEN CERTAIN DEBTORS AND
EMBRAER S.A., (II) AUTHORIZING THE DEBTORS TO ASSUME AMENDED
PURCHASE AGREEMENT, EAMS MAINTENANCE AGREEMENT, AND AMENDED
EPOOL AGREEMENT, (III) APPROVING ALLOWED CLAIMS,
AND (IV) GRANTING RELATED RELIEF**

A hearing having been held on December 8, 2016 (the "Hearing") to consider the motion dated November 15, 2016 (the "Motion to Seal") 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 granting leave to file under seal certain information in connection with *Debtors' Motion for an Order Pursuant to 11 U.S.C. §§ 362, 363 & 365(a) and Fed. R. Bankr. P. 6004, 6006 & 9019 (I) Approving the Letter of Intent Between Certain Debtors and Embraer S.A., (II) Authorizing the Debtors to Assume Amended Purchase Agreement, EAMS Maintenance Agreement, and Amended EPool Agreement, (III) Approving*

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.

Allowed Claims, and (IV) Granting Related Relief (the “Motion”),² as more fully described in the Motion to Seal; and the Court having jurisdiction to consider the Motion to Seal and the relief requested therein pursuant to 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 to Seal and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion to Seal having been provided in accordance with the Order Pursuant to 11 U.S.C. § 105(a) & Fed. R. Bankr. P. 1015(c), 2002(m) & 9007 Implementing Certain Notice and Case Management Procedures (ECF No. 70); and it appearing that no other or further notice need be provided; and the relief requested in the Motion to Seal being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion to Seal and upon the transcript of the Hearing; and the Court having found and determined that the relief sought in the Motion to Seal is in the best interests of the Debtors, their estates, creditors and all parties in interest, and that the legal and factual bases set forth in the Motion to Seal establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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

ORDERED that the Debtors are authorized to file under seal the LOI and the portions of the Motion that disclose Confidential Information (the “Sealed Information”) pursuant to Bankruptcy Code section 107(b) and Bankruptcy Rule 9018. The Sealed Information

2. Capitalized terms not otherwise herein defined shall have the meanings ascribed to them in the Motion to Seal and the Motion.

shall remain under seal and confidential, and no such information shall be made available to anyone, other than as set forth in this Order; and it is further

ORDERED that the Debtors are authorized to file a redacted version of the Motion on the docket maintained in these chapter 11 cases; and it is further

ORDERED that the Debtors shall file an unredacted copy of the Motion with the Clerk of this Court under seal in an envelope, clearly indicating that the same has been filed under seal by order of the United States Bankruptcy Court for the Southern District of New York and may not be unsealed until and unless permitted by further order of the Court; and it is further

ORDERED that the Clerk of the Court shall treat the Sealed Information as confidential and counsel for the Debtors shall contact the Clerk's Office regarding the return or disposition of the Sealed Information within ten (10) days after issuance of a final order with respect to the Motion; and it is further

ORDERED that prior to a final order regarding the relief requested in the Motion to Seal in its entirety, the following persons may access the Sealed Information under the following conditions: (a) the Court, (b) Embraer and its counsel, (c) the United States Trustee for the Southern District of New York, (d) counsel for the UCC on a "Professionals' Eyes Only" basis in accordance with the confidentiality agreement between Republic and advisors to the UCC dated March 10, 2016, and (e) those persons who (1) are deemed acceptable by the Debtors and Embraer and (2) have executed a confidentiality agreement acceptable to the Debtors and Embraer; and it is further

ORDERED that access to the Sealed Information, subject to the conditions set forth above, shall be for the sole purpose of determining whether the relief requested in the Motion should be granted; and it is further

ORDERED that any party permitted access to the Sealed Information shall not share any information contained in such documents with any third party (including any people within such party's organization other than on a need-to-know basis for the purpose set forth in the immediately preceding paragraph), and any party found to have violated these conditions shall be subject to sanctions for violation of this Order; and it is further

ORDERED that this Order is without prejudice to the rights of any party in interest to seek to make public any portion of the pleadings and/or documents filed under seal pursuant to this Order; and it is further

ORDERED that this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: New York, New York
December 14, 2016

/s/ Sean H. Lane
Honorable Sean H. Lane
United States Bankruptcy Judge