

Presentment Date & Time: April 8, 2016 at 12:00 p.m. (Eastern Time)
Objection Deadline: April 5, 2016 at 11:30 a.m. (Eastern Time)

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*Attorneys for the Debtors
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**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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**NOTICE OF PRESENTMENT OF PROPOSED ORDER FURTHER EXTENDING THE
TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES OF
EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND STATEMENTS OF
FINANCIAL AFFAIRS AND OPPORTUNITY FOR HEARING**

PLEASE TAKE NOTICE that upon the annexed Motion for Entry of Order

Further Extending the Time to File Schedules of Assets and Liabilities, Schedules of Executory

Contracts and Unexpired Leases, and Statements of Financial Affairs of Republic Airways

1. The Debtors in these chapter 11 cases are the following entities: Republic Airways Holdings Inc.; Republic Airways Services, Inc.; Republic Airline Inc.; Shuttle America Corporation; 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.

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, the undersigned will present the attached proposed order to the Honorable Sean H. Lane, United States Bankruptcy Judge, for signature on **April 8, 2016 at 12:00 noon** (the "Presentment Date").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the proposed order must, together with proof of service, shall be filed with the Clerk and a courtesy copy shall be received in the Bankruptcy Judge's chambers and by the undersigned not later than **11:30 a.m. on April 5, 2016** (the "Objection Deadline"). Unless objections are received by that time, the order may be signed.

Dated: New York, New York
March 29, 2016



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**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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**DEBTORS' MOTION FOR ENTRY OF ORDER FURTHER EXTENDING
THE TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES,
SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES,
AND STATEMENTS OF FINANCIAL AFFAIRS**

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 SEAN H. LANE
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 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 Fed. R. Bankr. P. 1015(b), the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

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. On February 29, 2016, this Court entered an Order (ECF No. 49) that, among other things, extended the time by which Republic must file its schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules") by an additional thirty days, through April 11, 2016. By this Motion, Republic requests that the Court further extend the deadline by an additional forty-five (45) days, through May 26, 2016, without prejudice to Republic's right to request additional time should it become necessary.

**Cause Exists to Further
Extend The Time to File the Schedules**

8. Republic operates a complex business and has thousands of potential creditors. The nature and scope of Republic's operations require it to maintain voluminous records. Given the scope and complexity of Republic's operations, Republic needs additional time to gather the necessary information to prepare and file its Schedules. To prepare its Schedules, Republic must compile information from books, records, documents, and electronic databases relating to thousands of claims, assets, and contracts. At the same time, employee and professional efforts also must be devoted to stabilizing Republic's business and operations during these initial critical months of the chapter 11 cases.

9. Although Republic has already devoted substantial resources to the task of gathering the necessary information that will enable it to prepare and finalize what will be voluminous Schedules, in view of the amount of work entailed in completing the Schedules and the competing demands that have been placed upon Republic's employees and professionals since the Commencement Date, Republic may not be able to properly and accurately complete the Schedules by the current deadline, April 11, 2016.

10. At present, Republic anticipates that it may require at least an additional forty-five (45) days to complete its Schedules. Republic therefore requests that the Court extend the period by an additional forty-five (45) days – through May 26, 2016 – without prejudice to Republic's right to request further extensions, for cause shown.

11. This Court has authority to grant the requested extension under Fed. R. Bankr. P. 1007(c) and 9006(b), which respectively provide that “[a]ny extension of time to file the schedules [and] statements . . . may be granted only on motion for cause shown and on notice to the United States Trustee, any committee . . . trustee, examiner, or other party as the court may

direct,” and “when an act is required or allowed to be done at or within a specified period by these rules . . . or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order.”

12. Republic respectfully submits that the vast amount of information that it must assemble and compile and the number of employee and professional hours required to complete the Schedules constitute good and sufficient cause for granting the requested extension of time.

Notice

13. Notice of this motion is being provided in accordance with the Court’s Case Management Order, dated March 2, 2016 (ECF No. 70), and upon filing with the Court, the motion 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.

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

WHEREFORE Republic respectfully requests entry of an order substantially in the form attached hereto granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
March 29, 2016



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**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 FURTHER EXTENDING THE TIME TO FILE SCHEDULES OF ASSETS AND
LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the motion, dated March 29, 2016 (the "Motion"), 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 further extending the time to file schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules"), all as more fully set forth in 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 proper notice of the Motion having been provided, and it appearing that no other or further notice need be

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.

provided; and the Court having entered an initial order extending the deadline to file the Schedules through April 11, 2016 (ECF No. 49); and upon the Motion, the papers in support thereof and the responses thereto, if any; and the Court having found and determined that the relief requested in the Motion 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 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 section 521 of the Bankruptcy Code, Fed. R. Bankr. P. 1007(c) and 9006(b), and Local Bankruptcy Rule 1007-1, the date by which Republic shall file its Schedules is hereby extended by an additional forty-five (45) days, through and including May 26, 2016, without prejudice to Republic's right to seek further extensions upon a showing of cause therefor; 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
April __, 2016

United States Bankruptcy Judge