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*Proposed 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-_____ (___)**
Debtors.¹ : **(Joint Administration Pending)**

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**NOTICE OF COMMENCEMENT OF CHAPTER 11 CASES
AND AGENDA FOR FIRST DAY HEARING**

PLEASE TAKE NOTICE that on February 25, 2016 (the “Commencement Date”), Republic Airways Holdings Inc. (“RAH”), Case No. 16-10429, 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”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

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.

PLEASE TAKE FURTHER NOTICE that a hearing has been scheduled for **February 26, 2016 at 4:00 p.m. (Eastern Time) before the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 701, New York, New York 10004** (the “First Day Hearing”) and may be adjourned from time to time without further notice other than an announcement at the First Day Hearing or at an adjournment thereof.

PLEASE TAKE FURTHER NOTICE that an agenda with respect to the First Day Hearing is set forth below. Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Court’s website at www.nysb.uscourts.gov, (ii) contacting the Office of the Clerk of the Court at One Bowling Green, New York, New York 10004, or (iii) from the Debtors’ proposed notice and claims agent, Prime Clerk LLC (“Prime Clerk”), at www.primeclerk.com/RJET or by calling **(855) 252-2304 (toll free)** for U.S.-based parties; or **(917) 460-0803** for International parties or by **e-mail** at RJETInfo@primeclerk.com. Note that a PACER password is needed to access documents on the Court’s website.

AGENDA FOR FEBRUARY 26, 2016 AT 4:00 P.M. FIRST DAY HEARING

I. Introduction and Request for First Day Hearing

Introduction –Bruce R. Zirinsky (Zirinsky Law Partners PLLC)

II. Motions and Related Pleadings to Be Heard at the First Day Hearing

1. Debtors’ Motion Pursuant to Fed. R. Bankr. P. 1015(b) for Entry of Order Directing Joint Administration of Chapter 11 Cases [**ECF No. 3**].
2. Debtors’ Motion Pursuant to 11 U.S.C. §§ 105(a), 345(b), 363(b), 363(c), 364(a), 503(b) & 507(a) and Fed. R. Bankr. P. 6003 & 6004 for Entry of Interim and Final Orders (i) Authorizing Debtors to (a) Continue Using Existing Cash Management System, (b) Honor Certain Prepetition Obligations Related to the Use Thereof, (c) Provide Postpetition Intercompany Claims Administrative Expense Priority, and (d) Maintain Existing Bank Accounts and Business Forms and (ii) Waiving the Requirements of 11 U.S.C. § 345(b) [**ECF No. 6**]
3. Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) & 105(a) for Entry of Interim and Final Orders (i) Authorizing (a) Payment of Prepetition Wages, Salaries, and Other Compensation and Benefits and (b) Maintenance of Employee Benefits Programs and Payment of Related Administrative Obligations and (ii) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [**ECF No. 7**]
4. Debtors’ Motion Pursuant To 11 U.S.C. §§ 105(a), 362(d), 363(b) & 365(a) For Entry Of Interim And Final Orders (i) Authorizing Debtors (A) To Assume Clearinghouse Agreements *Nunc Pro Tunc* To The Commencement Date and (B) Immediately Satisfy Certain Related Prepetition Settlement Obligations, (ii) Modifying The Automatic Stay, and (iii) Authorizing And Directing Financial Institutions To Honor And Process Related Checks And Transfers [**ECF No. 11**]

5. *Ex Parte* Motion of Debtors' Pursuant to Fed. R. Bankr. P. 9006(c) and Local Bankruptcy Rule 9006-1(b) and 9077-1(b) to Shorten Notice Period with Respect to Debtors' Motion for an Order (i) Authorizing, But Not Directing, Debtors To Pay Prepayment Obligations To PK AirFinance US, Inc. Under a Certain Aircraft Loan Agreement and (ii) Directing PK AirFinance US, Inc. And Wells Fargo Bank Northwest, N.A., as Security Trustee, To Take All Steps Necessary To Release Related Aircraft Collateral **[ECF No. 21]**
6. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363(b) & 503(b)(9) for Entry of Interim and Final Orders (i) Authorizing, But Not Directing, Debtors to Pay Prepetition Obligations of Critical Vendors and (ii) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers **[ECF No. 10]**
7. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363(b), 503(b) & 507(a) for Entry of Interim and Final Orders (i) Authorizing, But Not Directing, Debtors to Pay Certain Prepetition (a) Charges of Shippers, Warehousemen, and Other Lien Claimants and (b) Customs Duties, (ii) Granting Administrative Expense Status for Certain Goods Delivered Postpetition, and (iii) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers **[ECF No. 9]**
8. Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b), 105(a) & 503(b)(9) for Entry of Interim and Final Orders (i) Authorizing, But Not Directing, Debtors to Pay Prepetition Obligations Owed to Foreign Creditors and (ii) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers **[ECF No. 8]**
9. Debtors' Motion Pursuant to 11 U.S.C. §§ 362 & 105(a) for Entry of Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors **[ECF No. 18]**
10. Debtors' Motion Pursuant to 11 U.S.C. §§ 342(a), 521 & 105(a), Fed. R. Bankr. P. 1007(a), 1007(c), 2002, 2015.3 & 9006(b), and Local Bankruptcy Rule 1007-1 for Entry of Order (i) Extending Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs, (ii) Granting Additional Time to File 2015.3 Reports, (iii) Waiving Requirement to File List of Creditors, and (iv) Waiving Requirement to File an Equity List and Modifying the Provision of Notice to Equity Security Holders **[ECF No. 5]**
11. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b) & 503(b) for Entry of Orders (i) Authorizing Debtors to Continue Their Insurance Programs and Satisfy Insurance Obligations, (ii) Modifying the Automatic Stay with Respect to the Workers' Compensation Claims, and (iii) Authorizing and Directing Financial Institutions to Honor and Pay Related Checks and Fund Transfers **[ECF No. 13]**

12. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), and 541 for Entry of Interim and Final Orders (i) Authorizing, But Not Directing, Debtors to Pay Prepetition Taxes and Assessments and (ii) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [**ECF No. 14**]
13. Debtors' Motion Pursuant to 11 U.S.C. §§ 366 & 105(a) for Entry of Interim and Final Orders (i) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utilities, (ii) Establishing Procedures for Resolving Objections by Utility Companies, and (iii) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service [**ECF No. 12**]
14. Debtors' Motion for Entry of Order Pursuant to 11 U.S.C. §§105 & 546(c) Establishing and Implementing Exclusive and Global Procedures for Treatment of Reclamation Claims [**ECF No. 15**]
15. Debtors' Motion Pursuant to 11 U.S.C. §§ 503(b)(9) & 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 (Corrected) [**ECF No. 30**]
16. Debtors' Application Pursuant to 28 U.S.C. §§ 156(c), 11 U.S.C. § 105(a), and Local Bankruptcy Rule 5075-1 for an Order Appointing Prime Clerk LLC as Claims and Noticing Agent *Nunc Pro Tunc* to the Commencement Date [**ECF No. 19**]
17. Debtors' Motion for the Entry of an Order Pursuant to 11 U.S.C. §§ 105(a), 362 & 365 of the Bankruptcy Code Enforcing and Restating Automatic Stay and *Ipsa Facto* Provisions [**ECF No. 17**]
18. Debtors' Motion Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c), 2002(m) & 9007 for Entry of Order Implementing Certain Notice and Case Management Procedures [**ECF No. 20**]

III. Related Pleadings

19. Chapter 11 Voluntary Petition for Republic Airways Services, Inc. [**Case No. 16-14026, ECF No. 1**]
20. Chapter 11 Voluntary Petition for Shuttle America Corporation [**Case No. 16-14027, ECF No. 1**]
21. Chapter 11 Voluntary Petition for Republic Airline Inc. [**Case No. 16-14028, ECF No. 1**]
22. Chapter 11 Voluntary Petition for Republic Airways Holdings, Inc. [**Case No. 16-14029, ECF No. 1**]

23. Chapter 11 Voluntary Petition for Midwest Air Group, Inc. [**Case No. 16-14030, ECF No. 1**]
24. Chapter 11 Voluntary Petition for Skyway Airlines, Inc. [**Case No. 16-14031, ECF No. 1**]
25. Chapter 11 Voluntary Petition for Midwest Airlines, Inc. [**Case No. 16-14032, ECF No. 1**]
26. Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 [**Case No. 16-14029, ECF No. 4**]
27. Corporate Ownership Statement Pursuant to Fed. R. Bankr. P. 1007(a)(1) and Local Bankruptcy Rule 1007-3 [**ECF No. 2**]

IV. Motions/Applications to be Heard at Later Hearing

28. Debtors' Motion for an Order (i) Authorizing, But Not Directing, Debtors to Pay Prepayment Obligations to PK AirFinance US, Inc. Under Certain Aircraft Loan Agreement and (ii) Directing PK AirFinance US, Inc. and Wells Fargo Bank Northwest, N.A., as Security Trustee, to Take All Steps Necessary to Release Related Aircraft Collateral [**ECF No. 22**]
29. Debtors' Motion for Entry of an Order Authorizing the Debtors to (i) Enter into Agreements Under 11 U.S.C. § 1110(a), (ii) Enter into Stipulations to Extend the Time to Comply with 11 U.S.C. § 1110, and (iii) File Redacted Section 1110 Election Notices and Section 1110(b) Stipulations [**ECF No. 23**]
30. Debtors' Application Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) & 2016 and Local Bankruptcy Rules 2014-1 & 2016-1 for Authority to Retain and Employ Zirinsky Law Partners PLLC as Lead Bankruptcy Attorneys for the Debtors *Nunc Pro Tunc* to the Commencement Date [**ECF No. 24**]
31. Debtors' Application Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) & 2016 and Local Bankruptcy Rules 2014-1 & 2016-1 for Authority to Retain and Employ Hughes Hubbard & Reed LLP as Attorneys for the Debtors *Nunc Pro Tunc* to the Commencement Date [**ECF No. 25**]
32. Debtors' Application for Authority to Employ and Retain Seabury Corporate Advisors LLC and Seabury Securities LLC as Financial Advisor and Investment Banker to the Debtors *Nunc Pro Tunc* to the Commencement Date [**ECF No. 26**]
33. Debtors' Application Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) & 2016(a), and Local Bankruptcy Rules 2014-1 & 2016-1 for Authority to Employ and Retain Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Commencement Date [**ECF No. 27**]

34. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 327 & 330 for Authority to Employ Professionals Used in the Ordinary Course of Business *Nunc Pro Tunc* to the Commencement Date [ECF No. 28]
35. Debtors' Motion for Entry of Order Pursuant to 11 U.S.C. §§ 331 & 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [ECF No. 29]

Dated: New York, New York
February 25, 2016

/s/ Sharon J. Richardson

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