

**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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**ORDER PURSUANT TO 11 U.S.C. §§ 503(b)(9) & 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**

A hearing having been held on February 26, 2016 (the "Hearing"), to consider the motion, dated February 25, 2016 (the "Motion"),<sup>2</sup> 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 503(b)(9) and 105(a) of title 11, United States Code (the "Bankruptcy Code"), for entry of an order approving the procedures (the "Procedures") for the assertion of unpaid claims pursuant to section 503(b)(9) of the Bankruptcy Code (the "503(b)(9) Claims") and prohibiting vendors from pursuing 503(b)(9) Claims outside of the Procedures, all as more fully set forth in the Motion; and the Declaration of Bryan K. Bedford Pursuant to Local Bankruptcy Rule 1007-2 (the "Bedford Declaration") having been filed with the Court contemporaneously with the Motion; and the Court having jurisdiction to consider the Motion

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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.
  2. Capitalized terms not otherwise herein defined shall have the meanings ascribed to them in 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, and (ix) the Office of the United States Attorney for the Southern District of New York (collectively, the "Notice Parties") 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 Court having found and determined that the relief sought in the Motion is an exercise of sound business judgment, and 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 the following Procedures, which Procedures are hereby authorized and approved in their entirety, shall apply to all 503(b)(9) Claims:

- (a) Any Vendor asserting a 503(b)(9) Claim must prepare and sign, under penalty of perjury, a proof of claim (a "Proof of 503(b)(9) Claim") that

sets forth (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, purchase orders, 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 any such services and the percentage of value related to the Goods, and (III) whether the Vendor has filed any other claim against any Debtor regarding the Goods with respect to which its Proof of 503(b)(9) Claim is filed;

- (b) Usage of the Proof of 503(b)(9) Claim Form substantially in the form annexed hereto as Schedule 1 is approved;
- (c) All Proofs of 503(b)(9) Claims must be submitted to Republic's proposed claims and noticing agent, Prime Clerk LLC ("Prime Clerk"), so as to be received no later than the seventy-fifth (75th) day after the Commencement Date (the "503(b)(9) Claim Filing Deadline"), either (1) by mail or hand delivery at Republic Airways Holdings Claims Processing Center c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022, or (2) electronically via the interface provided on Prime Clerk's website at <http://cases.primeclerk.com/RJET/EPOC-index>. Proofs of 503(b)(9) Claim sent by facsimile or electronic mail will not be accepted;
- (d) A copy of all Proofs of 503(b)(9) Claim must also be served upon (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 900, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) the proposed attorneys for Republic, Zirinsky Law Partners PLLC, 375 Park Avenue, Suite 2607, New York, New York 10152 (Attn: Bruce R. Zirinsky, Esq. (bzirinsky@zirinskylaw.com), Sharon J. Richardson, Esq. (srichardson@zirinskylaw.com), and Gary D. Ticoll, Esq. (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) and Ramsey Chamie, Esq. (ramsey.chamie@hugheshubbard.com));
- (e) Republic shall have seventy-five (75) days (or such later date as may be approved by the Court) after the 503(b)(9) Claim Filing Deadline to file with the Court and serve any objections (the "Objections") to timely filed 503(b)(9) Claims (the "Objection Deadline");

- (f) Vendors shall have until thirty (30) days after the filing of the applicable Objection to file with the Court and serve on the attorneys for Republic any replies to such Objections;
- (g) All timely filed 503(b)(9) Claims will be deemed allowed unless objected to by Republic on or before the Objection Deadline;
- (h) Notwithstanding and without limiting the foregoing, Republic is authorized, but not required, to negotiate, in its sole discretion, with any Vendor and to seek an agreement resolving any Objection to such Vendor's 503(b)(9) Claim. The approval of such an agreement will be subject to notice and a hearing;
- (i) If Republic cannot reach agreement with a Vendor regarding a particular Objection to such Vendor's 503(b)(9) Claim, Republic will schedule the matter for a hearing by the Court;
- (j) To the extent a 503(b)(9) Claim is allowed, such 503(b)(9) Claim will be satisfied pursuant to and as set forth in such chapter 11 plan as shall be confirmed by the Court, any agreement between Republic and the holder of a 503(b)(9) claim, or as otherwise ordered by the Court after notice and an opportunity for a hearing; provided that Republic reserves the right to exercise any lawful right of setoff against any 503(b)(9) Claim; and
- (k) Vendors shall be forever barred, without further order of the Court, from asserting a Section 503(b)(9) Claim after the expiration of the 503(b)(9) Claim Filing Deadline, but shall not be barred from asserting a related or unrelated general unsecured claim; and it is further

ORDERED that the foregoing Procedures are the sole and exclusive method for the assertion, resolution, allowance and satisfaction of 503(b)(9) Claims against the Debtors and that all Vendors are prohibited from using any other means for the assertion, resolution, allowance or satisfaction of 503(b)(9) Claims, including, without limitation, the filing of a motion for allowance, or to compel payment, of any 503(b)(9) Claim; and it is further

ORDERED that notice of entry of this Order and of the 503(b)(9) Claim Filing Deadline in substantially the form set forth in Schedule 2 hereto (the "Notice") is approved in all respects; and it is further

ORDERED that within three (3) business days after entry of this Order, Republic shall serve the Notice by first-class mail, upon the following parties (i) the Office of the U.S. Trustee for the Southern District of New York, (ii) the attorneys for any statutory committee of unsecured creditors appointed in these chapter 11 cases, (iii) all parties having requested notices pursuant to Fed. R. Bankr. P. 2002, and (iv) all parties known to Republic, as of the date of entry of this Order, as having potential 503(b)(9) Claims; and it is further

ORDERED that notice given in accordance with the preceding decretal paragraph shall constitute good and sufficient notice of the 503(b)(9) Claim Filing Deadline and of the Procedures, and no other or further notice need be given; and it is further

ORDERED that to the extent a Vendor asserting a 503(b)(9) Claim has been paid pursuant to another order entered by the Court in these chapter 11 cases, the Procedures shall not apply and any such 503(b)(9) Claim shall be deemed withdrawn with prejudice and without the need for any application to, or further order of, the Court; 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 or priority 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; and it is further

ORDERED that notwithstanding entry of this Order, nothing herein shall create, or is intended to create, any rights in favor of or enhance the status of any claim held by, any party; 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  
February 29, 2016

/s/ Sean H. Lane  
United States Bankruptcy Judge

**Schedule 1**

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

| Fill in this information to identify the case<br>(Select only one Debtor per claim form): |   |
|---|---|
| • Republic Airways Holdings Inc. (Case No. 16-XXXXX)                                      | • Midwest Air Group, Inc. (Case No. 16-XXXXX) |
| • Republic Airways Services, Inc. (Case No. 16-XXXXX)                                     | • Midwest Airlines, Inc. (Case No. 16-XXXXX)  |
| • Republic Airline Inc. (Case No. 16-XXXXX)   | • Skyway Airlines, Inc. (Case No. 16-XXXXX)   |
| • Shuttle America Corporation (Case No. 16-XXXXX)   |   |

## Proof of 503(b)(9) Claim

Read the instructions before filling out this form. This form is for asserting claims entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9) against one of the above Debtors arising between February \_\_, 2016 and February \_\_, 2016. Do not use this form to assert any other pre-petition claims. Assert such claims on Form 410.

11 U.S.C. § 503(b)(9) applies only to claims arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

|  |   |                                       |
|--|---|---------------------------------------|
| 1. Who is the current creditor?  |   |                                       |
| Name of the current creditor (the person or entity to be paid for this claim) _____                                      |   |                                       |
| Other names the creditor used with the debtor _____  |   |                                       |
| 2. Has this claim been acquired from someone else?   |   |                                       |
| <input type="checkbox"/> No  |   |                                       |
| <input type="checkbox"/> Yes. From whom? _____   |   |                                       |
| 3. Where should notices and payments to the creditor be sent?<br><br>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) | Where should notices to the creditor be sent?                 |                                       |
|  | Where should payments to the creditor be sent? (if different) |                                       |
|  | Name _____  | Name _____                            |
|  | Number _____ Street _____                                     | Number _____ Street _____             |
|  | City _____ State _____ ZIP Code _____                         | City _____ State _____ ZIP Code _____ |
|  | Contact phone _____   | Contact phone _____                   |
| Contact email _____  | Contact email _____   |                                       |
| 4. Does this claim amend one already filed?  |   |                                       |
| <input type="checkbox"/> No  |   |                                       |
| <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____                                     |   | Filed on _____                        |
| MM / DD / YYYY   |   |                                       |
| 5. Do you know if anyone else has filed a proof of claim for this claim?   |   |                                       |
| <input type="checkbox"/> No  |   |                                       |
| <input type="checkbox"/> Yes. Who made the earlier filing? _____   |   |                                       |



**Part 2:** Give Information About the Claim as of the Date the Case Was Filed

6. **On what date (or dates) were the goods delivered? (if known)** \_\_\_\_\_(mm/dd/yyyy)

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7. **How much is the claim?**  
\$ \_\_\_\_\_

Note: 11 U.S.C. § 503(b)(9) applies only to claims arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Do not include in the above amount the value of goods received by the Debtor outside of that period, or the value of any other services performed. Assert such claims on Form 410.

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8. **What is the description of the goods provided in the claim?**  
\_\_\_\_\_

**Part 3:** Sign Below

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_(mm/dd/yyyy)

\_\_\_\_\_  
Signature  
**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company \_\_\_\_\_  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_  
Number Street

City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

**Schedule 2**

**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.<sup>1</sup>** : **(Joint Administration Pending)**

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**NOTICE OF DEADLINE FOR FILING CLAIMS  
UNDER 11 U.S.C. § 503(b)(9)**

**IF YOU ARE CLAIMANT UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE BECAUSE YOU DELIVERED GOODS IN THE ORDINARY COURSE TO ONE OF THE DEBTORS LISTED BELOW WITHIN 20 DAYS PRIOR TO THE COMMENCEMENT DATE FOR WHICH YOU HAVE NOT BEEN PAID (ON OR AFTER FEBRUARY 5, 2016 THROUGH AND INCLUDING FEBRUARY 24, 2016) YOU MUST TAKE ALL ACTIONS STATED IN THIS NOTICE OR YOUR RIGHTS WILL BE AFFECTED**

| <b>Name of Debtor</b>           | <b>Case Number</b> | <b>Tax Identification Number</b> | <b>Other Names Used by Debtor in the Past 8 Years</b> |
|---------------------------------|--------------------|----------------------------------|---|
| Republic Airways Holdings Inc.  | 16-_____ (___)     | 06-1449146                       | N/A   |
| Republic Airways Services, Inc. | 16-_____ (___)     | 26-2882301                       | Bestcare Holdings, Inc.                               |
| Republic Airline Inc.           | 16-_____ (___)     | 06-1562737                       | N/A   |
| Shuttle America Corporation     | 16-_____ (___)     | 76-0491397                       | Chautauqua Airlines, Inc.                             |
| Midwest Air Group, Inc.         | 16-_____ (___)     | 39-1828757                       | N/A   |
| Midwest Airlines, Inc.          | 16-_____ (___)     | 39-1440079                       | N/A   |
| Skyway Airlines, Inc.           | 16-_____ (___)     | 36-3924344                       | N/A   |

PLEASE TAKE NOTICE that on February 25, 2016 (the “Commencement Date”), 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”), each commenced a voluntary case under chapter 11 of title 11, United States Code (the “Bankruptcy Code”).

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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.

PLEASE TAKE FURTHER NOTICE that on February 25, 2016, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered that certain *Order Pursuant to 11 U.S.C. §§ 503(b)(9) & 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. \_\_\_\_\_) (the “503(b)(9) Claims Procedures Order”)<sup>2</sup> thereby establishing exclusive procedures for the assertion, resolution, allowance, and satisfaction of claims asserted pursuant to section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”) in these chapter 11 cases. Pursuant to the 503(b)(9) Claims Procedures Order, any person or entity asserting a 503(b)(9) Claim must prepare and sign, under penalty of perjury, a proof of claim (a “Proof of 503(b)(9) Claim”) that sets forth: (i) the value of the Goods the Vendor contends the Debtors received within 20 days before the Commencement Date, (ii) documentation, including invoices, receipts, purchase orders, 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 (x) whether the value of such Goods listed in the Proof of 503(b)(9) Claim represents a combination of services and Goods, (y) the percentage of value related to any such services and the percentage of value related to the Goods, and (z) whether the Vendor has filed any other claim against any Debtor regarding the Goods with respect to which its Proof of 503(b)(9) Claim is filed.

PLEASE TAKE FURTHER NOTICE that all Proofs of 503(b)(9) Claims must be delivered to Prime Clerk LLC (“Prime Clerk”), **so as to be received no later than 4:00 p.m. (Eastern Time) on May 10, 2016** (the “503(b)(9) Claim Filing Deadline”), either (1) by mail or hand delivery at Republic Airways Holdings Claims Processing Center c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022, or (2) electronically via the interface provided on Prime Clerk’s website at <http://cases.primeclerk.com/RJET/EPOC-index>. Proofs of 503(b)(9) Claim sent by facsimile or electronic mail will not be accepted,

PLEASE TAKE FURTHER NOTICE that a copy of all Proofs of 503(b)(9) Claim must also be served on (i) the Debtors, c/o Republic Airways Holdings Inc., 8909 Purdue Road, Suite 900, Indianapolis, Indiana 46268 (Attn: Ethan J. Blank, Esq. (Ethan.Blank@rjet.com)) and (ii) the attorneys for Republic, Zirinsky Law Partners PLLC, 375 Park Avenue, Suite 2607, New York, New York 10152 (Attn: Bruce R. Zirinsky, Esq. (bzirinsky@zirinskylaw.com), Sharon J. Richardson, Esq. (srichardson@zirinskylaw.com), and Gary D. Ticoll, Esq. (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) and Ramsey Chamie, Esq. (ramsey.chamie@hugheshubbard.com)).

PLEASE TAKE FURTHER NOTICE **that any Proof of 503(b)(9) Claim not asserted prior to the 503(b)(9) Claim Filing Deadline in accordance with the Procedures Order shall be deemed invalid without further order of the Court.**

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2. Capitalized terms not otherwise herein defined shall have the meanings ascribed to them in the 503(b)(9) Claims Procedures Order.

PLEASE TAKE FURTHER NOTICE that a copy of the 503(b)(9) Claims Procedures Order can be viewed (a) for a fee on the Court's website at [ecf.nysb.uscourts.gov](http://ecf.nysb.uscourts.gov) and (b) free of charge on the website maintained by Prime Clerk LLC ("Prime Clerk") at <https://cases.primeclerk.com/RJET>.

PLEASE TAKE FURTHER NOTICE THAT in the event a holder of a claim prepares and submits a Proof of 503(b)(9) Claim by the 503(b)(9) Claim Filing Deadline, and otherwise complies with the procedures set forth in the 503(b)(9) Claims Procedures Order, and such claim is later determined not to be entitled to administrative expense status pursuant to section 503(b)(9) of the Bankruptcy Code, such Proof of 503(b)(9) Claim shall be deemed a timely filed proof of general unsecured claim.

**If you have any questions relating to this Notice, you may contact Prime Clerk at (855) 252-2304 (toll free) or (917) 460-0803 (international toll) or by e-mail at [RJETInfo@primeclerk.com](mailto:RJETInfo@primeclerk.com)**

**YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF 503(b)(9) CLAIM.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A 503(b)(9) CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A 503(b)(9) CLAIM.**