

Hearing Date & Time: April 14, 2016 at 11:00 a.m. (Eastern Time)
Objection Deadline: April 7, 2016 at 4:00 p.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 REVISED SCHEDULE TO DEBTORS' MOTION
FOR ORDER PURSUANT TO 11 U.S.C. §§ 365(a) & 105(a) AND FED.
R. BANKR. P. 6006 & 9019(a) (I) APPROVING SETTLEMENT AGREEMENT WITH
RESPECT TO 27 BOMBARDIER Q-400 AIRCRAFT AND (II) AUTHORIZING
THE DEBTORS TO (A) REJECT THE LEASES ON CERTAIN AIRCRAFT
AND (B) ASSUME AND ASSIGN THE SUBLEASE AND CERTAIN VENDOR
CONTRACTS RELATED TO THE REJECTED LEASES**

PLEASE TAKE NOTICE that on March 24, 2016, Republic filed with this

Court the Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 365(a) & 105(a) and Fed. R.

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.

Bankr. P. 6006 & 9019(a) (I) Approving Settlement Agreement With Respect To 27 Bombardier Q-400 Aircraft And (II) Authorizing The Debtors To (A) Reject The Leases On Certain Aircraft And (B) Assume And Assign The Sublease And Certain Vendor Contracts Related To The Rejected Leases [ECF No. 249] (as corrected by the Notice of Corrected Exhibit and Schedule to the motion, filed with the Court on March 30, 2016 [ECF No. 281], the “Motion”).²

PLEASE TAKE FURTHER NOTICE that Schedule 3 to the proposed order (“Schedule 3”) filed with the Motion listed the Assumed Agreements subject to assumption and assignment to NAC or its designee, subject to NAC’s right to deselect any Assumed Agreement.

PLEASE TAKE FURTHER NOTICE that on April 13, 2016, NAC filed a notice providing that it was exercising its right to deselect certain Assumed Agreements [ECF No. 350] (the “NAC Deselection Notice”).

PLEASE TAKE FURTHER NOTICE that Schedule 3 to the Proposed Order has been revised to remove the agreements for which NAC exercised its rights to deselect in the NAC Deselection Notice. The revised Schedule 3 to the proposed Order is attached hereto as **Exhibit A**, and a blackline reflecting the revisions is attached hereto as **Exhibit B**.

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

Dated: New York, New York
April 13, 2016

/s/ Gary D. Ticoll
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*Attorneys for the Debtors and Debtors in
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Exhibit A

Revised Schedule 3

Schedule 3: Assumed Agreements¹

Counterparties	Agreement Description	Proposed Cure Amount
SUBLEASE DOCUMENTS		
Flybe Limited Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Master Sublease Agreement, dated as of September 16, 2014 and amended and restated as of November 28, 2014, as supplemented by each Sublease Supplement	\$0
Flybe Limited Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Additional Agreement, dated as of September 16, 2014, and amended and restated as of November 28, 2014	\$0
Flybe Group plc Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Parent Guarantee, dated as of September 16, 2014	\$0

1. The inclusion of a Contract or Lease on this Schedule 3 does not constitute a determination that such Contract or Lease is an executory contract or unexpired lease under section 365 of the Bankruptcy Code. As such, Republic may take the position that any Contract or Lease on this Schedule 3 is not an executory contract or unexpired lease. References to all Contracts and Leases listed on this Schedule 3 include any and all amendments, modifications or replacements related thereto, and any and all related agreements. Republic reserves the right to amend this Schedule 3 to add or remove Contracts or Leases, or to amend the Cure amount for any Contract or Lease.

Counterparties	Agreement Description	Proposed Cure Amount
VENDOR CONTRACTS		
Pratt & Whitney Canada Corp. 1000 Marie-Victorin (01ES4) Longueuil, Quebec, J4G 1A1 Canada	Term Cost Program No. GS12-0032, dated as of May 1, 2012, between P&WC and Republic, as amended by Amendment No. 1 to Term Cost Program GS12-0032, dated as of November 12, 2012 and Amendment No. 2 to Term Cost Plan No. GS12-0032, dated as of March 31, 2015, as amended and restated by Amended and Restated Term Cost Program dated as of March 31, 2015 and Amendment No. 1 to the Amended and Restated Term Cost Plan dated December 31, 2015	\$400,805.57

Exhibit B

Blackline of Revised Schedule 3

Schedule 3: Assumed Agreements¹

Counterparties	Agreement Description	Proposed Cure Amount
SUBLEASE DOCUMENTS		
Flybe Limited Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Master Sublease Agreement, dated as of September 16, 2014 and amended and restated as of November 28, 2014, as supplemented by each Sublease Supplement	\$0
Flybe Limited Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Additional Agreement, dated as of September 16, 2014, and amended and restated as of November 28, 2014	\$0
Flybe Group plc Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Parent Guarantee, dated as of September 16, 2014	\$0
VENDOR CONTRACTS		

¹. The inclusion of a Contract or Lease on this Schedule 3 does not constitute a determination that such Contract or Lease is an executory contract or unexpired lease under section 365 of the Bankruptcy Code. As such, Republic may take the position that any Contract or Lease on this Schedule 3 is not an executory contract or unexpired lease. References to all Contracts and Leases listed on this Schedule 3 include any and all amendments, modifications or replacements related thereto, and any and all related agreements. Republic reserves the right to amend this Schedule 3 to add or remove Contracts or Leases, or to amend the Cure amount for any Contract or Lease.

Counterparties	Agreement Description	Proposed Cure Amount
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Bombardier Inc. 400 Cote Vertu Road West Dorval Quebec, Canada H4S 1Y9	Smart Parts Program Q400 (SPQ400) Agreement dated August 2, 2012	\$961,829.29
GE Aviation Systems Limited, trading as Dowty Propellers Anson Business Park Cheltenham Road East Gloucester, GL2 9QN Flybe Ltd. Jack Walker House Exeter International Airport Exeter Devon EX5 2HL United Kingdom Attn: Company Secretary Fax: +44(0) 1392 266 772	Repair and Overhaul Agreement dated November 16, 2012-	\$47,586.37
Pratt & Whitney Canada Corp.- A United Technologies Company (f/k/a Hamilton Sunstrand Corporation) 1000 Marie-Victorin (Mail Stop 01PM4) Longueuil, Quebec J4G 1A1	Maintenance Support Agreement No. 12 MSA 291 dated August 1, 2012	\$37,759.60
Emery Air Inc. Once Airport Circle Rockford, IL 61109	Aircraft Maintenance Services Agreement	\$1,508,200.04
Skyservice F.B.O. Inc.	Dash 8 Q400—FAA to EASA Modifications	\$28,979.10

Counterparties	Agreement Description	Proposed Cure Amount
6120 Midfield Road Mississauga, IN L5P 1B1		
Goodrich Corporation A UTC Aerospace Corporation 101 Waco Street Troy OH 45373	Dash 8 400 Charge Per Aircraft Landing Agreement	\$26,061.01
Dunlop Aircraft Tyres Limited 40 Fort Parkway Edington, Brimingham B24-9HL	Cost Per Aircraft Landing Proposal and Agreement, dated August 1, 2012 (as amended and supplemented and in effect)	\$9,619.12
Global Aerospace Corporation 7075 Fir Tree Drive Mississauga, IN L5S 1J7	Q400 Landing Gear Service Level Agreement dated January 1, 2012	\$67,749.00
GKN Aerospace Services C/O Hutchinson Aerospace 4510 Van Owen Street Burbank, CA 91505	Maintenance Agreement	\$75,962.00