

**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.** : **(Jointly Administered)**

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**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIMS**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE DEBTORS SET FORTH BELOW:**

<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.	16-10429	06-1449146	
Republic Airways Services, Inc.	16-10426	26-2882301	Bestcare Holdings, Inc.
Republic Airline Inc.	16-10428	06-1562737	
Shuttle America Corporation	16-10427	76-0491397	Chautauqua Airlines, Inc.
Midwest Air Group, Inc.	16-10430	39-1828757	
Midwest Airlines, Inc.	16-10431	39-1440079	
Skyway Airlines, Inc.	16-10432	36-3924344	

The United States Bankruptcy Court for the Southern District of New York has entered an Order (the “Bar Order”) establishing **July 22, 2016 at 4:00 p.m. (Eastern Time)** (the “General Bar Date”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim against any of the Debtors listed above (the “Debtors”). Governmental units may have until **August 23, 2016 at 4:00 p.m. (Eastern Time)** (the “Governmental Bar Date,” and together with the General Bar Date, the “Bar Dates”), the date that is one hundred eighty (180) days after the order for relief, to file proofs of claims.

The Bar Dates and the procedures set forth below for filing proofs of claims apply to all claims against the Debtors that arose prior to February 25, 2016, the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, except for those holders of the claims listed in Section 4 below that are specifically excluded from the Bar Date filing requirement.

**1. WHO MUST FILE A PROOF OF CLAIM**

You MUST file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose prior to February 25, 2016 (the "Commencement Date"), and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Commencement Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Commencement Date.

Under Section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

**2. WHAT TO FILE**

Your filed proof of claim must conform substantially to Official Bankruptcy Form No. 410. The Debtors are enclosing a proof of claim form for use in these cases; if your

claim is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as disputed, contingent, or unliquidated. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at <http://www.uscourts.gov/services-forms/forms> or <https://cases.primeclerk.com/rjet>.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor's initials) or a financial account number (only the last four digits of such financial account).

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is set forth above.

**3. WHEN AND WHERE TO FILE**

Except as provided for herein, all proofs of claims must be filed by delivering the original executed proof of claim (i) by overnight courier, hand delivery or by mailing the original executed proof of claim, in each case so as to be **received on or before the General Bar Date or the Governmental Bar Date, as applicable**, at the following addresses:

By overnight courier, hand delivery or first class mail to:

**Republic Airways Holdings Claims Processing Center**  
c/o Prime Clerk LLC  
830 3rd Avenue, 3rd Floor  
New York, NY 10022

or (ii) electronically via the interface provided on the website of the Debtors' Court-approved claims and noticing agent, Prime Clerk LLC ("Prime Clerk"), at <http://cases.primeclerk.com/RJET/EPOC-index> (the "Electronic Filing System").

**OR**

If by hand delivery:

United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

Proofs of claims will be deemed filed only when **actually received**. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission (other than proofs of claims filed electronically through the Electronic Filing System).

**4. WHO NEED NOT FILE A PROOF OF CLAIM**

You do **not** need to file a proof of claim on or prior to the applicable Bar Date if you are:

- (a) Any person or entity that has already filed a proof of such claim against the

Debtors in the above-captioned cases in a form substantially similar to Official Bankruptcy Form No. 410;

- (b) Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent,” or “unliquidated,” and (ii) the claimant does not disagree with the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (c) Any holder of a claim that heretofore has been allowed by Order of this Court;
- (d) Any holder of a claim that has been paid in full;
- (e) Any holder of a claim for which a specific filing deadline for such claim has previously been fixed by this Court;
- (f) Any Debtor having a claim against another Debtor, or any of the non-debtor subsidiaries of Republic Airways Holdings Inc. having a claim against any of the Debtors;
- (g) Any holder of a claim allowable under § 503(b) and § 507(a) (2) of the Bankruptcy Code as an expense of administration, provided however that any holder of a claim allowable under § 503(b)(9) shall continue to be subject to the Order Pursuant to 11 U.S.C. §§ 503(b)(9) & 105(a) (i) Establishing Deadline and Approving Procedures for the Asserting, 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 dated February 29, 2016 [ECF No. 52] and such Order shall remain in full force and effect;

- (h) Any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (a “Debt Claim”) under the agreements governing any syndicated credit facility or debt security issued by or for the benefit of the Debtors pursuant to an indenture (together, the “Debt Instruments”); provided, however, that (x) the foregoing exclusion in this subparagraph shall not apply to the administrative agent under the applicable credit facility or the indenture trustee under the applicable indenture (each, a “Debt Representative”), (y) each Debt Representative shall be authorized and required to file a single proof of claim, on or before the Bar Date, on account of all Debt Claims against all Debtors under the applicable Debt Instruments and (z) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Debt Instrument, shall be required to file a proof of claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;
- (i) Any holder of an equity interest in the Debtors need not submit a proof of claim or interest with respect to the ownership of such equity interest; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors other than with respect to ownership of such equity interest, including a claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a Proof of Claim asserting such claim on or prior to the Bar Date pursuant to procedures set forth herein; and
- (j) Any officer or director of any of the Debtors that holds a claim for

indemnification, contribution, or reimbursement.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the applicable Bar Date pursuant to procedures set forth in this Notice.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

**5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you have a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before June 13, 2016, the date of entry of the Bar Order, you must file a proof of claim by the applicable Bar Date. Any person or entity that has a claim arising from the rejection of an executory contract or unexpired lease, as to which the order is dated after the date of entry of the Bar Order, must file a proof of claim with respect to such claim on or before such date as the Court may fix in the applicable order authorizing rejection of such contract or lease.

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT

BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. **THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed proof of claim form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent or unliquidated.

As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of



claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established by Prime Clerk for the Debtors' cases at <https://cases.primeclerk.com/rjet> and (ii) on the Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). (A login and password to the Court's Public Access to Electronic Court Records ("PACER")) are required to access the information on the Court's website and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)). Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Debtors' Schedules also may be obtained by written request to the Debtors' claims agent, Prime Clerk, at the address and telephone number set forth below:

**Republic Airways Holdings Inc.**  
c/o Prime Clerk LLC  
830 3rd Avenue, 3th Floor  
New York, NY 10022  
Toll Free: (855) 252-2304

**A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

**Questions regarding this notice may be directed to Prime Clerk at (855) 252-2304 or <https://cases.primeclerk.com/rjet> or Lauren Lipari, Esq., Hughes, Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004 at (212) 837-6432.**

Dated: New York, New York  
June 13, 2016

**BY ORDER OF THE COURT**