

Hearing Date & Time: December 21, 2016 at 11:00 a.m. (Eastern Time)
Objection Deadline: December 14, 2016 at 4:00 p.m. (Eastern Time)

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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 HEARING ON DEBTORS' MOTION PURSUANT TO
11 U.S.C. §§ 105(a), 1125, 1126 & 1128, FED. R. BANKR. P. 2002, 3017, 3018
& 3020, AND LOCAL BANKRUPTCY RULES 3018-1 & 3020-1
FOR ENTRY OF ORDER (i) APPROVING DISCLOSURE STATEMENT,
(ii) ESTABLISHING SOLICITATION AND VOTING PROCEDURES, AND
(iii) APPROVING FORM AND MANNER OF NOTICES**

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 ALL PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of Debtors and Case Numbers

Republic Airways Services, Inc.	16-10426
Shuttle America Corporation	16-10427
Republic Airline Inc.	16-10428
Republic Airways Holdings, Inc.	16-10429
Midwest Air Group, Inc.	16-10430
Midwest Airlines, Inc.	16-10431
Skyway Airlines, Inc.	16-10432

PLEASE TAKE NOTICE that on November 16, 2016, 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”) filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as it may be amended, modified, or supplemented, the “Plan”)² and the Disclosure Statement for Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as it may be amended, modified, or supplemented, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that a hearing will be held at **11:00 a.m. (Eastern Time) on December 21, 2016** before the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 (the “Disclosure Statement Hearing”) to consider *Debtors’ Motion Pursuant to 11 U.S.C. §§ 105(a), 1125, 1126, & 1128, Fed. R. Bankr P. 2002, 3017, 3018 & 3020, and Local Bankruptcy Rules 3018-1 & 3020-1 for Entry of Order (i) Approving Disclosure Statement, (ii) Establishing Solicitation and Voting Procedures, and (iii) Approving Form and Manner of Notices* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to obtain a copy of the Motion, the Disclosure Statement, or the Plan may request such copy, in writing, from **Prime Clerk LLC, Attn: RJET Ballot Processing, 830 3rd Avenue, 3rd Floor, New York, New York 10022**. Interested parties may also obtain the Motion, the Disclosure Statement, and the Plan free of charge at www.primeclerk.com/rjet. In addition, the Motion, the Disclosure Statement, and the Plan are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: www.nysb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

2. Capitalized terms not defined herein have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE THAT objections and responses if any, to the Motion and approval of the Disclosure Statement, including any proposed modifications to the Disclosure Statement, must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the *Order Pursuant to 11 U.S.C. § 105(a) & Fed. R. Bankr. P. 1015(c), 2002(m) & 9007 Implementing Certain Notice and Case Management Procedures*, dated March 2, 2016 (ECF No. 70), (c) set forth the name(s) of the objecting party or parties, (d) set forth the nature and amount of the claim(s) or equity interest(s) held or asserted by each objecting party or parties against the Debtor(s), (e) state with particularity the legal and factual bases relied upon for the objection or response, and (f) be filed with the Bankruptcy Court, together with proof of service, and served **so that they are actually received by the following parties no later than 4:00 p.m. (Eastern Time) on December 14, 2016:** (i) the Chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 701, New York, New York, 10004, (ii) the attorneys for the Debtors, 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 Dustin Smith, Esq. (dustin.smith@hugheshubbard.com)), (iii) the Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Brian Masumoto, Esq.), and (iv) counsel to the Official Committee of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019 (Attn: Brett H. Miller, Esq. (bmiller@mofo.com), Todd M. Goren, Esq. (tgoren@mofo.com), and Erica J. Richards, Esq. (erichards@mofo.com)).

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by Republic with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION OR RESPONSE TO THE MOTION OR TO APPROVAL OF THE DISCLOSURE STATEMENT IS NOT TIMELY AND PROPERLY FILED AND SERVED, THE OBJECTING OR RESPONDING PARTY MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

PLEASE TAKE FURTHER NOTICE THAT except as otherwise ordered by the Bankruptcy Court, following approval of the Disclosure Statement by the Bankruptcy Court, any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and a Ballot for voting on the Plan.

Dated: New York, New York
November 16, 2016

/s/ Bruce R. Zirinsky
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