

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****12/15**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Republic Airways Holdings Inc.

2. **All other names debtor used in the last 8 years**
Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 06 - 1449146

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	8909 Purdue Road Number Street	Number Street
	Suite 300	P.O. Box
	Indianapolis IN 46268 City State ZIP Code	City State ZIP Code
	Location of principal assets, if different from principal place of business	
	Marion County County	Number Street
		Indiana and New York
		City State ZIP Code

5. **Debtor's website (URL)** www.rjet.com

6. **Type of debtor**
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Republic Airways Holdings Inc. Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above (Airline)

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

4 8 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor (See Schedule 1) Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Republic Airways Holdings Inc.
Name
Case number (if known)

11. Why is the case filed in *this* district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors
(consolidated)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets
(consolidated)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Republic Airways Holdings Inc. Case number (if known) _____
Name

16. Estimated liabilities (consolidated)

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 02/25/2016
MM / DD / YYYY

X

Signature of authorized representative of debtor

Title Senior Vice President and Chief Financial Officer

Joseph P. Allman

Printed name

18. Signature of attorney

X

Signature of attorney for debtor

Date 02/25/2016

MM / DD / YYYY

Bruce R. Zirinsky

Printed name

Zirinsky Law Partners PLLC

Firm name

375 Park Avenue, Suite 2607

Number Street

New York

City

NY

State

10152

ZIP Code

(212) 763-0192

Contact phone

bzirinsky@zirinskylaw.com

Email address

1544055

Bar number

NY

State

Schedule 1

**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY THE DEBTORS
AND ITS AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. A motion is being filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only. Additional detail regarding the relationship of each debtor is set forth in the corporate ownership statement, filed contemporaneously herewith.

Entity Name	Relationship	Case Number	Judge
Republic Airways Holdings Inc.	Debtors' Parent Company	Not yet assigned	Not yet assigned
Midwest Air Group, Inc.	Direct subsidiary of Republic Airways Holdings Inc.	Not yet assigned	Not yet assigned
Republic Airline Inc.	Direct subsidiary of Republic Airways Holdings Inc.	Not yet assigned	Not yet assigned
Republic Airways Services, Inc.	Direct subsidiary of Republic Airways Holdings Inc.	Not yet assigned	Not yet assigned
Shuttle America Corporation	Direct subsidiary of Republic Airways Holdings Inc.	Not yet assigned	Not yet assigned
Midwest Airlines, Inc.	Indirect subsidiary of Republic Airways Holdings Inc.	Not yet assigned	Not yet assigned
Skyway Airlines, Inc.	Indirect subsidiary of Republic Airways Holdings Inc.	Not yet assigned	Not yet assigned

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re : **Chapter 11 Case No.**
REPUBLIC AIRWAYS HOLDINGS INC., : **16-_____ (____)**
Debtor. : **(Joint Administration Pending)**

-----X

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-49697.

2. The following financial data is the latest available information and refers to the debtor's condition on January 16, 2016.

- a. Total assets \$3,561,491,520 (unaudited)
- b. Total debts (including debts listed in 2.c., below) \$2,971,485,269 (unaudited)
- c. Debt securities held by more than 500 holders N/A

						Approximate number of holders:
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____

- d. Number of shares of preferred stock None issued or outstanding
- e. Number of shares common stock (as of December 31, 2015) 50,948,385 (shares outstanding)

Comments, if any: _____

3. Brief description of debtor's business: Republic Airways Holdings Inc. is a holding company which through its wholly-owned air carrier subsidiaries offers scheduled regional passenger service on over 1,200 flights daily to over 100 cities in 39 states and Canada.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: (As of December 31, 2015)

Solus Alternative Asset Management LP, Solus GP LLC, Christopher Pucillo, Man GLG Select Opportunities Master Fund LP, GLG LLC, Man Group plc, Dimensional Fund Advisors LP, BlackRock, Inc., Axar Master Fund, Ltd., Axar Capital Management, LP, Axar GP, LLC, Andrew Axelrod, Manning & Napier Advisors, LLC

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
REPUBLIC AIRWAYS HOLDINGS INC.**

The undersigned, being all the members of the Board of Directors of Republic Airways Holdings Inc., a Delaware corporation, do hereby adopt the resolutions attached as Exhibit A.

IN WITNESS WHEREOF, the undersigned have signed this written consent as of the date indicated below.

This consent may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

Dated: _____ February 25 , 2016



Bryan K. Bedford

Neal S. Cohen

Lawrence J. Cohen

Robert L. Colin

Daniel P. Garton

Douglas J. Lambert

Mark L. Plaumann

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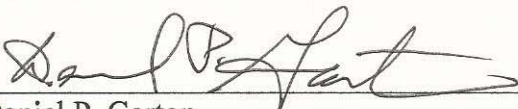
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IN WITNESS WHEREOF, the undersigned have signed this written consent as of the date indicated below.

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Dated: February 25, 2016

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Douglas J. Lambert

Mark L. Plaumann

Exhibit A

Republic Airways Holdings Inc.
(the “Company”)
Resolutions Adopted by the Board of Directors
(the “Board”)

Commencement of Chapter 11 Case

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, employees, shareholders, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and be it further

RESOLVED, that any officer of the Company (each, an “Authorized Officer”), in each case, acting singly or jointly, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions seeking relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) at such time that the Authorized Officer executing the same shall determine; and be it further

Retention of Advisors

RESOLVED, that the law firm of Zirinsky Law Partners PLLC, 375 Park Avenue, Suite 2607, New York, New York 10152, is hereby employed as attorneys for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the law firm of Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004, is hereby employed as attorneys for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firms of Seabury Corporate Advisors LLC and Seabury Securities LLC (including their affiliates), 1350 Avenue of the Americas, 25th Floor, New York, New York 10019, are hereby employed as financial advisor and investment banker for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Deloitte & Touche LLP, 111 Monument Circle, Suite 2000, Indianapolis, Indiana 46204, is hereby employed as independent auditor for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Prime Clerk LLC, 830 Third Avenue, 9th Floor, New York, New York 10022, is hereby employed as claims and noticing agent and administrative advisor for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that each Authorized Officer, in each case, acting singly or jointly, is hereby authorized and empowered, in the name and on behalf of the Company, to employ and retain all assistance by legal counsel, accountants, appraisers, financial advisors, restructuring advisors, brokers, and other professionals, subject to Bankruptcy Court approval, and each Authorized Officer is authorized and empowered to execute all documents and perform any and

all further acts and deeds such Authorized Officer deems necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Company's chapter 11 case; and be it further

General Authorization and Ratification

RESOLVED, that each Authorized Officer, in each case, acting singly or jointly, is hereby authorized and empowered, in the name and on behalf of the Company, to enter into, execute, deliver, certify, file, record, negotiate, and perform in the Company's chapter 11 case, all petitions, schedules, motions, lists, certifications, agreements, instruments, affidavits, declarations, plans, disclosure statements, applications, pleadings, and other papers or documents, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable with a view to the successful prosecution of the Company's chapter 11 case; and be it further

RESOLVED, that each Authorized Officer, in each case, acting singly or jointly, is hereby authorized and empowered, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record, negotiate, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the successful prosecution of the Company's chapter 11 case; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and be it further

RESOLVED, that this Consent may be executed in any number of counterparts, and any of the undersigned may execute this Consent on any one or more of such counterparts. All of such counterparts taken together shall be deemed to constitute one and the same instrument.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re : **Chapter 11 Case No.**

REPUBLIC AIRWAYS HOLDINGS INC., : **16-_____ (___)**

Debtor. :

-----X

Consolidated List of Creditors Holding 40 Largest Unsecured Claims

Pursuant to Local Bankruptcy Rule 1007-2(a)(4), the following lists the holders of the forty (40) largest unsecured claims against the Debtors on a consolidated basis, as of February 24, 2016, excluding claims of insiders as defined in 11 U.S.C. § 101. The information herein shall not constitute an admission of liability of, and shall not be binding on, the Debtors.

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	GE ENGINE SERVICES, LLC, 1 NEUMANN WAY CINCINNATI, OH 45215	Jim Zyck: Jim.zyck@ge.com	Trade				20,612,355
2	NAC AVIATION 21 Ltd., 5th Floor, Bedford Place, Henry St, Limerick Ireland	Tom Turley: +353(86) 816-5666; ttu@nac.dk	Contract	Contingent			Unliquidated
3	NAC AVIATION 23 Ltd., 5th Floor, Bedford Place, Henry St, Limerick Ireland	Tom Turley: +353(86) 816-5666; ttu@nac.dk	Contract	Contingent			Unliquidated

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
4	GE Capital Aviation Services, 901 Main Avenue Norwalk, CT 06851	Jim Steckert: 203-842-5224; jim.steckart@gecas.com	Contract	Contingent			Unliquidated
5	RESIDCO, 70 W Madison, Suite 2340 Chicago, IL 60602	Glenn Davis: 312-635-3161; davis@residco.com	Contract	Contingent			Unliquidated
6	CitiBank NA, 2 Court Square 7th Floor Long Island City, NY 11101	Joseph Shanahan: 212-816-5426; joseph.b.shanahan@citi.com	Bank Loan	Continent		Unknown	Unliquidated
7	Embraer Aircraft Customer Services, Inc., 276 SW 34th Street Fort Lauderdale, FL 33315	Paolo Caser de Souza e Silva: pcsilva@embraer.com.br	Trade				10,058,816
8	EAMS-Embraer Aircraft Maintenance Services, Inc., 10 Airways Blvd. Nashville, TN 37217	John Linn: 954-359-3818; 954-328-6095 jlinn@embraer.com	Trade				6,345,766
9	Emery Air, Inc., 46 Airport Drive, Rockford, IL 61109	Robert Pike: 815-986-2178; 312-543-2126; bpik@emeryair.com	Trade				2,731,718
10	Meggitt Aircraft Braking Systems, 1204 Massillon Road Akron, OH 44306	Bob Fredenburg: 330-796-7179; 330-666-7199 Bob.Fredenburg@meggitt.com	Trade				1,737,591
11	Honeywell International Inc., 2111 N 19th Ave Phoenix, AZ 85027	John Ashton: 480-592-4683; 480-619-1194 john.ashton@honeywell.com	Trade				1,710,819

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12	Pratt & Whitney Component Solutions, Inc., 4905 Stariha Drive Muskegon, MI 49441	Dan Silverman: 450-647-2251; dan.silverman@pw.c.ca	Trade				1,619,326
13	Flight Safety International, Marine Air Terminal LaGuardia Airport, Flushing, NY 11371-1061	Terry Hibler: 201-218-1079; terry.hibler@flightsafety.com	Trade				1,601,830
14	Honeywell International Inc., Aerospace Electronic Systems, 21111 N. 19 th Avenue, Phoenix, AZ 85027-2701	John Ashton: 480-592-4683; 480-619-1194 john.ashton@honeywell.com	Trade				1,300,000
15	Rolls-Royce Corporation, 1875 Explorer Street, Suite 200 Reston, VA 20190	Mike Tuohy: mike.tuohy@rolls-royce.com; 317-230-8408	Trade				1,192,795
16	Hamilton Sundstrand, One Hamilton Road Windsor Locks, CT 06096-1010	Karl Johanson: 858-627-6545; 619-548-0435; karl.johanson@hs.utc.com	Trade				982,184
17	Bombardier - Learjet Inc., 7761 West Kellogg Wichita, KS 67209	Elaine Kato: 416-375-4016; 416-317-0446; elaine.kato@aero.bombardier.com	Trade				866,197

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	Parker, 14300 Alton Parkway Irvine, CA 92618-1898	Mark Mourani: 949-809-8310; 949-981-0606; mmourani@parker.com	Trade				595,038
19	MTU Maintenance Canada Ltd., 6020 Russ Baker Way Richmond, BC Canada V7B-1B4	Les Cronin: 678-352-4740 678-756-4975 Les.CRONIN@mtu.de	Trade				517,862
20	Timothy Dooley, 8727 Lancaster Road, Indpls, IN 46260	Tim Dooley: 317-710-4622; timdooley317@gmail.com	Former Employee	Contingent			Unliquidated
21	C&D Zodiac Inc., 11240 Warland Dr. Cypress, CA 90630	Mike Levine: 714-934-0000 X228; 714-305-5320; mike.levine@zodiac.aerospace.com	Trade				382,662
22	Zodiac Seats California,	James Finn: 714-756-0142; 714-756-0142; James.Finn@zodiac.aerospace.com	Trade				318,596
23	Aircelle, Route du Pont VIII BP 91 Gonfreville l'Orcher France 76700	Nicolas Bohn ; 703-980-4287; nicolas.bohn@aircelle.com	Trade				260,532
24	Wayne Heller, 10534 Iron Horse Lane, Carmel, IN 46032	Wayne Heller: 317-710-4504; wch903@aol.com	Former Employee	Contingent			Unliquidated

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25	Allen Group, PO Box 1605, Indianapolis, IN 46206	Matt Henry: 316-208-8006; 316-945-2575; mhenry@appearanc egroup.com	Trade				250,000
26	Skyservice 6120 Midfield Road, Mississauga, Ontario, L5P 1B1	Mark Rinaldi: 905-678-5844; mark_rinaldi@skys ervicebas.com	Trade				240,000
27	PlaneTechs, 1520 Kingston Road, Ste 311 Oak Brook, IL 60523	Mike Shally: 630-468-1685; mikeshally@planet echs.com	Trade				240,000
28	Jeppesen Sanderson Inc., 55 Inverness Drive East, Englewood, CO 80112-5498	Todd Duval: 303-328-4224; Todd.duval@jeppes en.com	Trade				238,086
29	Sabre, 3150 Sabre Drive, South Lake, TX 76092	Greg Hilliard: 682-605-1780; greg.hilliard@sabre .com	Trade				230,000
30	Goodrich Aircraft Wheels and Brakes, 7100 Intermodal Drive Suite G Louisville, KY 40258-2882	Jim Patrick: 704-483-3490; james.patrick@hs.u tc.com	Trade				227,876
31	Leading Edge Aviation Services, 3132 Airway Ave Costa Mesa, CA 92626	Dave Patterson: ; 949-633-4656; dave@leascorp.com	Trade				193,923

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
32	Ultimate Software, 2000 Ultimate Way Weston, FL 33326	Mark Thompson: 614-367-6740; mark_thompson@ultimatesoftware.com	Trade				188,232
33	Crowne Plaza Newark Int'l Airpoort, 901 Spring Street Elizabeth, NJ 07201	(908) 527-1600; reservations@cpnewarkairport.com	Trade				173,218
34	KLX Inc., 1300 Corporate Center Way Wellington, FL 33414	Tinalee Smallhorne: 305-716-6912; 214-693-6111; tinalee.smallhorne@klx.com	Trade				172,084
35	JettPro Line Maintenance, 3400 Inner Loop Rd, Suite 100-B Atlanta, GA 30354	Danny Smith: 317-727-6267; dsmith@jettpro.aero	Trade				163,958
36	FedEx Freight, 1070 Fleet Lane Independence, KY 41051	Jack Duckworth: 612-716-6158; jeduckworth@fedex.com	Trade				150,456
37	Piedmont Aviation Component Services, 1031 E Mountain St, Bldg 320 Kernersville, NC 27284	Chap Berrier: 336-776-6381; 336-407-4310; Chap.Berrier@piedmontaviation.com	Trade				120,004
38	Ramco Aviation, 3150 Brunswick Pike, Ste 206, Lawrenceville, NJ 08648	Manoj Singh: 972-834-0422; mks@ramco.com	Trade				115,000

Rank	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
39	Subsidiary of Eastman Chemical Company, 575 Maryville centre Drive Saint Louis, MO 63141	Sharon Dunn: 314-674-1149; ; sbdunn@eastman.com	Trade				97,406
40	Louisville Regional Airport Authority, PO Box 9129 Louisville, KY 40209-0129	Skip Miller: 502-363-8501; Skip.Miller@flylouisville.com	Trade				92,675

Fill in this information to identify the case and this filing:

Debtor Name Republic Airways Holdings Inc.
United States Bankruptcy Court for the Southern District of New York
(State)
Case number (if known) _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.


I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 02/25/2016
MM / DD / YYYY

X


Signature of individual signing on behalf of debtor

Joseph P. Allman
Printed name

Senior Vice President and Chief Financial Officer
Position or relationship to debtor