

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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<i>In re</i>	:	<b>Chapter 11</b>
	:	
TECT AEROSPACE GROUP HOLDINGS,	:	<b>Case No. 21-10670 (KBO)</b>
INC., <i>et al.</i> ,	:	
	:	<b>Jointly Administered</b>
<b>Debtors.</b> <sup>1</sup>	:	
-----	X	<b>Re: D.I. 3</b>

**INTERIM ORDER (I) AUTHORIZING DEBTORS TO (A) CONTINUE  
EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS  
FORMS, (B) MAKE ORDINARY COURSE CHANGES THERETO, (C) HONOR  
CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE THEREOF,  
AND (D) CONTINUE CERTAIN INTERCOMPANY TRANSACTIONS,  
(II) GRANT ADMINISTRATIVE EXPENSE PRIORITY FOR POST-PETITION  
DEBTOR INTERCOMPANY CLAIMS; (III) EXTENDING TIME  
TO COMPLY WITH 11 U.S.C. § 345(B); AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of TECT Aerospace Group Holdings, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an interim order (this “**Interim Order**”) (i) authorizing the Debtors to (a) continue their existing Cash Management System, Bank Accounts, and Business Forms, (b) implement changes to the Cash Management System in the ordinary course of business, including opening new or closing existing Bank Accounts, and (c) honor certain prepetition obligations related to the Cash Management System, including the Bank Fees, (ii) authorizing the Debtors to continue engaging in Intercompany Transactions and granting administrative priority to claims arising therefrom, (iii) extending the time for the Debtors to comply with the

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: TECT Aerospace Group Holdings, Inc. (9338); TECT Aerospace Kansas Holdings, LLC (4241); TECT Aerospace Holdings, LLC (9112); TECT Aerospace Wellington Inc. (4768); TECT Aerospace, LLC (8650); TECT Hypervelocity, Inc. (8103); and Sun Country Holdings, LLC (6079). The Debtors’ mailing address is 300 W. Douglas, Suite 100, Wichita, KS 67202.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings given to those terms in the Motion.



requirements of section 345(b) of the Bankruptcy Code, and (iv) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief 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 proper notice of the Motion having been provided to the Notice Parties under the circumstances, and it appearing that no other or further notice need be provided; and this Court having held a hearing to consider the interim relief requested in the Motion (the “**Hearing**”); and upon the First Day Declaration; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on an interim basis to the extent set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 363(c) and 105(a) of the Bankruptcy Code, to (i) continue to manage their cash pursuant to the Cash Management System maintained by the Debtors before the Petition Date, (ii) to collect, concentrate, and disburse cash in accordance with the Cash Management System (iii) continue Intercompany Transactions, and (iv) to make ordinary course changes to their Cash Management System.

3. The Debtors are authorized, but not directed, to continue using, in their present form (or as subsequently amended in accordance with this Interim Order), the Business Forms, as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date; *provided* that the Debtors shall use reasonable efforts to print the designation “Debtor in Possession” and the jointly administered bankruptcy case number on checks the Debtors print themselves within ten business days of the entry of this Interim Order.

4. The Debtors shall maintain accurate records of all transfers within the Cash Management System so that all post-petition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors before the Petition Date.

5. Notwithstanding anything to the contrary in the U.S. Trustee operating guidelines, the Debtors are further authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts in the names and with the account numbers existing immediately before the Petition Date in the ordinary course and in a manner consistent with prepetition practices; (ii) deposit funds in and withdraw funds from such accounts by all usual means, including through checks, wire transfers, ACH transfers, and other debits in the ordinary course and in a manner consistent with prepetition practices; (iii) pay any Bank Fees or other charges associated with the Bank Accounts, whether arising before or after the Petition Date, in the ordinary course and consistent with the Debtors’ prepetition practice; and (iv) treat their Bank Accounts for all purposes as debtor in possession accounts.

6. Each of the Banks at which the Debtors maintain their accounts relating to the payment of obligations on account of the Cash Management System are authorized to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests

made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and, solely with respect to payments on prepetition obligations, to the extent authorized by an order of the Court, and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

7. The Debtors are authorized to open new bank accounts; *provided* that all accounts opened by any of the Debtors on or after the Petition Date at any bank shall, for purposes of this Interim Order, be deemed a Bank Account as if it had been listed on **Exhibit D** to the Motion under the heading “Bank Accounts”; *provided further* the Debtors shall timely indicate that opening of an account on the Debtors’ monthly operating report and provide notice of the opening within fifteen business days to the U.S. Trustee, counsel to any statutory committee appointed in these chapter 11 cases; *provided further* that the Debtors shall only open any new Bank Account at a bank that has executed a UDA with the U.S. Trustee, or at a bank that is willing to immediately execute a UDA.

8. Within fifteen days of the entry of this Interim Order, the Debtors shall contact the Banks and (a) provide each Bank with the Debtors’ employer identification number and lead case number for these chapter 11 cases, and (b) identify each of their Bank Accounts as being held by a debtor in possession.

9. Nothing contained herein shall prevent the Debtors from closing any Bank Accounts as they may deem necessary and appropriate, if consistent with the terms of any post-petition financing agreements and any orders of this Court relating thereto. Any relevant Bank

is further authorized to honor the Debtors' requests to close any Bank Accounts, and the Debtors shall give notice of the closure of any Bank Account within fifteen business days to the U.S. Trustee and counsel to any statutory committee appointed in these chapter 11 cases.

10. The Banks are authorized to charge, and the Debtors are authorized, but not directed, to pay, honor, or allow, prepetition and post-petition fees, costs, charges, and expenses, including the Bank Fees, to the Bank Accounts in the ordinary course. Any post-petition fees, costs, charges, and expenses, including the Bank Fees, that are not so paid shall be entitled to administrative expense priority pursuant to section 503(b)(1) of the Bankruptcy Code.

11. The Debtors are hereby authorized to continue engaging in Intercompany Transactions in connection with the Cash Management System in the ordinary course of business; *provided* that transfers from the Debtors to or on behalf of TECT UK shall not exceed \$30,000 in any calendar month.

12. Pursuant to section 503(b)(1) and 364(b) of the Bankruptcy Code, all valid payments on account of an Intercompany Transaction by a Debtor to another Debtor, or by a Debtor to a non-Debtor, shall in each case be accorded administrative expense status. All valid net post-petition Intercompany Transactions between Debtors shall be accorded administrative expense status.

13. The Debtors shall maintain accurate and detailed records of all transactions and transfers, including Intercompany Transactions, within the Cash Management System, so that all post-petition transfers and transactions are readily ascertainable, traceable, recorded properly, and distinguished between prepetition and post-petition transactions.

14. The Debtors shall have 30 days (or such additional time as the U.S. Trustee may agree to) from the Petition Date within which to either come into compliance with section 345(b)

of the Bankruptcy Code or to make such other arrangements as agreed to by the U.S. Trustee. That extension is without prejudice to the Debtors' right to request a further extension.

15. Notwithstanding the Debtors' use of a consolidated cash management system, the Debtors shall calculate their quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor.

16. Nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim Order, is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

17. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

18. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a) and the Local Rules.

19. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

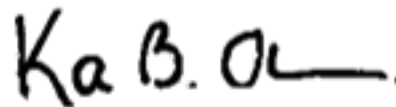
20. A hearing to consider entry of an order granting the relief requested in the Motion on a final basis will be held on **May 6, 2021, at 10:00 a.m. (prevailing Eastern Time)** and any objections or responses to the Motion must be in writing and filed with the Court by no later than **April 29, 2021 at 4:00 p.m. (prevailing Eastern Time)**, and served on the following parties: (i) proposed counsel for the Debtors, Richards, Layton & Finger, P.A., Daniel J. DeFranceschi

([defranceschi@rlf.com](mailto:defranceschi@rlf.com)), Paul N. Heath ([heath@rlf.com](mailto:heath@rlf.com)), and Amanda R. Steele ([steele@rlf.com](mailto:steele@rlf.com)); (ii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Linda Casey ([Linda.Casey@usdoj.gov](mailto:Linda.Casey@usdoj.gov)); (iii) counsel for the DIP Agent: (a) Perkins Coie LLP, Alan D. Smith ([ADSmith@perkinscoie.com](mailto:ADSmith@perkinscoie.com)), and (b) Young Conaway Stargatt & Taylor, LLP, Kenneth J. Enos ([kenos@ycst.com](mailto:kenos@ycst.com)); and (iv) counsel for any official committee of unsecured creditors.

21. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Interim Order.

22. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Interim Order.

Dated: April 7th, 2021  
Wilmington, Delaware



KAREN B. OWENS  
UNITED STATES BANKRUPTCY JUDGE