

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>	:	
	:	<b>Re: D.I. 3, 38 &amp; 49</b>
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**CERTIFICATION OF COUNSEL REGARDING FINAL 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**

The undersigned hereby certifies as follows:

1. On April 6, 2021, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of Interim and Final 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* [D.I. 3] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (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.



“**Court**”). Attached thereto as **Exhibit B** was a proposed form of order granting the relief requested in the Motion on a final basis (the “**Proposed Final Order**”).

2. On April 7, 2021, the Court entered the *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* [D.I. 38] (the “**Interim Order**”).

3. Pursuant to the Interim Order and the *Notice of (1) Entry of 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; and (2) Final Hearing Thereon* [D.I. 49], objections to the Motion were to be filed by no later than April 29, 2021 at 4:00 p.m. (ET) (the “**Objection Deadline**”). The Objection Deadline was extended to May 3, 2021 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the “**Committee**”) and the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”).

4. Prior to the Objection Deadline, the Debtors received certain informal comments to the relief requested in the Motion from the Committee and the U.S. Trustee (the “**Comments**”). Other than the Comments, the Debtors received no other informal responses to the Motion, and no

objection or responsive pleading to the Motion has appeared on the Court's docket in these chapter 11 cases.

5. The Debtors have revised the Proposed Final Order (the "**Revised Final Order**") to resolve the Comments. The Revised Final Order is attached hereto as **Exhibit 1**.

6. The Revised Final Order has been circulated to the Committee and the U.S. Trustee, and the aforementioned parties do not object to the entry of the Revised Final Order. For the convenience of the Court and all parties in interest, a blackline of the Revised Final Order marked against the Proposed Final Order is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Revised Final Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated: May 4, 2021  
Wilmington, Delaware

/s/ Travis J. Cuomo  
RICHARDS, LAYTON & FINGER, P.A.  
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*Proposed Attorneys for the Debtors  
and Debtors in Possession*

**EXHIBIT 1**

**Revised Final Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b><i>In re</i></b>  <b>TECT AEROSPACE GROUP HOLDINGS, INC., <i>et al.</i>,</b>  <p style="text-align: center;"><b>Debtors.<sup>1</sup></b> </p>	X : : : : : : : X	<b>Chapter 11</b>  <b>Case No. 21–10670 (KBO)</b>  <b>Jointly Administered</b>  <b>Re: D.I. 3, 38, 49</b>
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**FINAL 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 a final order (this “**Final 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, if necessary, to consider the final 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, if any, establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion 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 a final 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 Final 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 print the designation “Debtor in Possession” and the jointly administered bankruptcy case number on checks the Debtors print themselves.

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. Such records shall be provided in four (4) calendar days upon request to the Official Committee of Unsecured Creditors (the “**Committee**”) and its professionals.

5. Nothing contained in this Final Order waives or impairs the right of the Committee to seek to challenge the characterization of any intercompany claims as equity.

6. 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.

7. 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.

8. 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 Final 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 the Committee, and any other 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.

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 the Committee, and any other 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. 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. The Debtors shall provide reasonable access to the Committee to such records and procedures reflecting the Intercompany Transactions by a Debtor to another Debtor, or by a Debtor to a non-Debtor.

13. 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.

14. 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.

15. Nothing contained in the Motion, the Interim Order, or this Final Order, nor any payment made pursuant to the authority granted by the Interim Order or this Final 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.

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

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

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

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

**EXHIBIT 2**

**Blackline**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS,	:	Case No. <del>21</del> ( <del>21</del> -10670
INC., <i>et al.</i> ,	:	<u>(KBO)</u>
	:	Jointly Administered
Debtors. <sup>1</sup>	:	
-----	X	Re: D.I. <u>3, 38, 49</u>

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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, if necessary, to consider the final 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, if any, establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion 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,

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5. Nothing contained in this Final Order waives or impairs the right of the Committee to seek to challenge the characterization of any intercompany claims as equity.

6. ~~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.

7. ~~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.

8. ~~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 Final 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 the Committee, and any other 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.

9. ~~8.~~ 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 [the Committee, and](#) any [other](#) statutory committee appointed in these chapter 11 cases.

10. ~~9.~~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. ~~10.~~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.

~~11. 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.~~

12. 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. [The Debtors shall provide reasonable access to the Committee to such records and procedures reflecting the Intercompany Transactions by a Debtor to another Debtor, or by a Debtor to a non-Debtor.](#)

13. 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.

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15. Nothing contained in the Motion, the Interim Order, or this Final Order, nor any payment made pursuant to the authority granted by the Interim Order or this Final 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.

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