

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS,	:	Case No. 21-10670 (KBO)
INC., <i>et al.</i> ,	:	
	:	Jointly Administered
Debtors. ¹	:	
-----	X	Re: D.I. 12, 174, 372, 413, 455

**CERTIFICATE OF COUNSEL REGARDING ORDER FURTHER AMENDING
(I) FINAL DEBTOR-IN-POSSESSION FINANCING ORDER AND
(II) DEBTOR-IN-POSSESSION CREDIT AGREEMENT**

The undersigned hereby certifies as follows:

1. On April 5, 2021, 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**”), filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, and (B) Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Granting Related Relief* [D.I. 12] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On May 13, 2021, the Court entered the *Final Order Pursuant to Sections 105, 361, 362, 363, 364 and 507 of the Bankruptcy Code, Bankruptcy Rule 4001 and Local Rule 4001-2, (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II)*

¹ 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 TECT Aerospace Group Holdings, Inc., c/o Conway MacKenzie, LLC, Attn: Shaun Martin, 265 Franklin Street, Suite 1004, Boston, MA 02110.



Granting Adequate Protection to Prepetition Secured Parties, and (III) Granting Related Relief [D.I. 174] (as amended by D.I. 372 ¶ 40, D.I. 413 and D.I. 455, the “**Final DIP Order**”).²

3. The Debtors, the DIP Secured Parties and the Prepetition Lenders have agreed to further amend the Final DIP Order and the DIP Agreement to extend the Maturity Date from September 24, 2021 through December 31, 2021. Accordingly, the Debtors have prepared a proposed form of order (the “**DIP Amendment Order**”) consistent with such agreement. A copy of the DIP Amendment Order is attached hereto as **Exhibit A**.

4. The DIP Amendment Order has been circulated to counsel to 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**”), and the Committee and the U.S. Trustee do not object to entry of the DIP Amendment Order.³

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Final DIP Order.

³ At the Committee’s request, and as a condition to the Committee not objecting to entry of the DIP Amendment Order, the Debtors affirm, consistent with the statements made on the record at the May 11, 2021 hearing on final approval of the Motion, that the line item in the Approved Budget to pay Allowed Professional Fees is shared *pro rata* among Debtor Professionals and Committee Professionals regardless of how such amounts may be allocated among individual Professional Persons in the supporting detail to such budget.

WHEREFORE, the Debtors respectfully request that the DIP Amendment Order be entered at the earliest convenience of the Court.

Dated: September 24, 2021
Wilmington, Delaware

/s/ Christopher M. De Lillo
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Attorneys for the Debtors and Debtors in Possession

Exhibit A

DIP Amendment Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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TECT AEROSPACE GROUP HOLDINGS, INC., et al.,	:	Case No. 21-10670 (KBO)
	:	
Debtors.¹	:	Jointly Administered
	:	
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**ORDER FURTHER AMENDING (I) FINAL DEBTOR-IN-POSSESSION FINANCING
ORDER AND (II) DEBTOR-IN-POSSESSION CREDIT AGREEMENT**

Upon consideration of the motion [D.I. 12], the final debtor-in-possession financing order [D.I. 174] (as amended by D.I. 372 ¶ 40, D.I. 413 and D.I. 455) (the “**Final DIP Order**”),² and the certification of counsel regarding further amendment to the Final DIP Order and the DIP Agreement; and this Court having previously entered the Final DIP Order (including the amendments thereto); and the Court having jurisdiction to consider the relief granted herein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all proceedings before the Court; and after due

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² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Final DIP Order.

deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this order,

IT IS HEREBY ORDERED THAT:

1. The terms of the Final DIP Order are incorporated herein and made part of this Order.

2. The Final DIP Order is hereby amended so that sub-paragraph 9(i) of the Final DIP Order is stricken and replaced with “December 31, 2021”.

3. The DIP Agreement is hereby amended so that part (a) of the definition of “Maturity Date” in Article I of the DIP Agreement is stricken and replaced with “December 31, 2021”.

4. Other than as set forth above, and as may have been amended previously, the terms of the Final DIP Order and DIP Agreement are not altered and shall remain in full force and effect.

5. The Debtors are authorized to take any actions necessary to implement the terms of this Order.

6. The provisions of this Order shall be effectively immediately upon the entry hereof.

7. This Court retains jurisdiction to interpret and enforce the terms of this Order and the Final DIP Order.