

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS, INC.	:	Case No. 21- ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 82-3519338	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE KANSAS HOLDINGS, LLC	:	Case No. 21- ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 81-5084241	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE HOLDINGS, LLC	:	Case No. 21- ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 81-4449112	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE WELLINGTON INC.	:	Case No. 21- ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 22-2194768	:	
-----	X	



-----	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE, LLC	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 77-0648650	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
TECT HYPERVELOCITY, INC.	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 26-2368103	:	
-----	X	
<i>In re</i>	:	Chapter 11
	:	
SUN COUNTRY HOLDINGS, LLC	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 27-1646079	:	
-----	X	

**MOTION OF DEBTORS PURSUANT TO
FED R. BANKR. P. 1015(b) FOR ENTRY OF AN ORDER
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TECT Aerospace Group Holdings, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, “TECT Aerospace” or the “Debtors”), respectfully represent as follows in support of this motion (the “Motion”):¹

¹ Certain facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration (as defined herein) filed contemporaneously herewith. Capitalized terms used but not defined herein have the respective meanings given to those terms in the First Day Declaration.

PRELIMINARY STATEMENT

1. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only.

BACKGROUND

2. On the date hereof (the “**Petition Date**”), the Debtors commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

3. Additional information regarding the Debtors’ businesses, capital structures, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Shaun Martin in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”), filed contemporaneously herewith and incorporated herein by reference.

JURISDICTION

4. The Court has jurisdiction to consider this matter pursuant to 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 February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the

United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

5. By this Motion, pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only.

6. A proposed form of order granting the relief requested herein is attached hereto as **Exhibit A** (the “**Proposed Order**”).

RELIEF REQUESTED SHOULD BE GRANTED

7. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Under section 101(2) of the Bankruptcy Code, the term “affiliate” means:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

- (i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or
- (ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

- (i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or
- (ii) solely to secure a debt, if such entity has not in fact exercised such power to vote

11 U.S.C. § 101(2). The Debtors are affiliates of one another because TECT Aerospace Group Holdings, Inc. owns, either directly or indirectly, 100% of the outstanding equity interests in each of the other Debtors. Accordingly, this Court is authorized to jointly administer these cases for procedural purposes.

8. In addition, Local Rule 1015–1 provides, in relevant part, as follows:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1. Pursuant to Local Rule 1015-1, the Debtors have filed the First Day Declaration contemporaneously herewith. As set forth in the First Day Declaration, the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden for the Court and parties in interest.

9. Joint administration of these cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The Office of the United States Trustee for the District of Delaware and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, sparing them the time and effort of reviewing duplicative pleadings and papers.

10. Joint administration will not adversely affect creditors’ rights because this Motion requests only the administrative consolidation of the estates for procedural purposes and does not seek substantive consolidation. As such, each creditor will continue to hold its claim against a particular Debtor’s estate after this Motion is approved.

11. The Debtors respectfully request that these cases be administered under the following caption:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS, INC., <i>et al.</i>,	:	Case No. 21-____ (____)
	:	
Debtors.¹	:	Jointly Administered
	:	
	X	

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 300 W. Douglas, Suite 100, Wichita, KS 67202.

12. The Debtors also request that the following notation be entered on the docket in each Debtor's chapter 11 case (other than the chapter 11 case of TECT Aerospace Group Holdings, Inc.) to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of TECT Aerospace Group Holdings, Inc., *et al.* The docket in Case No. 21-____ (____) should be consulted for all matters affecting this case.

13. The relief requested herein is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Debtors respectfully request that the Court authorize the relief requested and enter the Proposed Order.

NOTICE

14. Notice of this Motion will be provided to (i) Office of the United States Trustee for the District of Delaware; (ii) the holders of the thirty largest unsecured claims against the Debtors on a consolidated basis; (iii) counsel to the DIP Agent; (iv) the Internal Revenue Service; (v) the United States Attorney's Office for the District of Delaware; (vi) the Securities and Exchange Commission; and (vii) any party entitled to notice under Bankruptcy Rule 2002 or Local Rule 9013-1(m) (collectively, the "**Notice Parties**"). The Debtors respectfully submit that no further notice is required. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein, and such other and further relief as the Court may deem just and appropriate.

Dated: April 5, 2021
Wilmington, Delaware

/s/ Paul N. Heath

RICHARDS, LAYTON & FINGER, P.A.

Daniel J. DeFranceschi (No. 2732)

Paul N. Heath (No. 3704)

Amanda R. Steele (No. 5530)

One Rodney Square

920 N. King Street

Wilmington, DE 19801

Telephone: (302) 651-7700

Facsimile: (302) 651-7701

E-mail: defranceschi@rlf.com

heath@rlf.com

steele@rlf.com

*Proposed Attorneys for the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<i>In re</i>	X	
	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS, INC.	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 82-3519338	:	
	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE KANSAS HOLDINGS, LLC	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 81-5084241	:	
	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE HOLDINGS, LLC	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 81-4449112	:	
	X	
<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE WELLINGTON INC.	:	Case No. 21– ____ (____)
	:	
Debtor.	:	
	:	
Tax I.D. No. 22-2194768	:	
	X	

-----	X	
In re	:	Chapter 11
	:	
TECT AEROSPACE, LLC	:	Case No. 21– ____ ()
	:	
Debtor.	:	
	:	
Tax I.D. No. 77-0648650	:	
-----	X	
In re	:	Chapter 11
	:	
TECT HYPERVELOCITY, INC.	:	Case No. 21– ____ ()
	:	
Debtor.	:	
	:	
Tax I.D. No. 26-2368103	:	
-----	X	
In re	:	Chapter 11
	:	
SUN COUNTRY HOLDINGS, LLC	:	Case No. 21– ____ ()
	:	
Debtor.	:	
	:	
Tax I.D. No. 27-1646079	:	
-----	X	

ORDER PURSUANT TO FED R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion (the “**Motion**”)¹ 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 the entry of an order pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 directing joint administration of their chapter 11 cases, 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*

¹ Capitalized terms used but not otherwise defined herein have the meanings given to those terms in the Motion.

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 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 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 to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 21-____ (____).
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases, the Debtors, or the Debtors’ estates.

4. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<i>In re</i> TECT AEROSPACE GROUP HOLDINGS, INC., <i>et al.</i>, <p style="text-align: center;">Debtors.¹ </p>	X : : : : : : : : X	Chapter 11 Case No. 21-____ (____) Jointly Administered
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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 300 W. Douglas, Suite 100, Wichita, KS 67202.

5. A docket entry shall be made in each of the above-captioned cases (other than the chapter 11 case of TECT Aerospace Group Holdings, Inc.) to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of TECT Aerospace Group Holdings, Inc., *et al.* The docket in Case No. 21-____ (____) should be consulted for all matters affecting this case.

6. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.
7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.