

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	:	Joint Administration Requested
-----	X	

**MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS
(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**

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”):²

PRELIMINARY STATEMENT

1. By this Motion, the Debtors request customary authorization to maintain their prepetition cash management system and bank accounts, and relief from certain requirements related thereto, to ensure a smooth transition into chapter 11. The Debtors also request that the Court grant authority for them to continue, to the extent permitted under the terms of the DIP

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.

² 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.



Facility and subject to the conditions identified herein, transactions among the Debtors and their non-Debtor subsidiaries in the ordinary course of business, and to grant claims arising from those transactions administrative expense priority. The relief requested herein is necessary to minimize disruption to the Debtors' businesses and to maximize the value of their estates.

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. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of their chapter 11 cases 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**").

4. 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

5. 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

6. By this Motion, the Debtors, pursuant to sections 105(a), 345(b), 363, 364, 503, and 507 of the Bankruptcy Code, request:

- (i) Authority to (a) continue their existing Cash Management System, Bank Accounts, and Business Forms (each as defined later herein), (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 (as defined below);
- (ii) Authority to continue engaging in certain intercompany transfers among the Debtors and their non-Debtor affiliates in the ordinary course of business, and grant administrative expense priority for claims arising from those post-petition transfers;
- (iii) An extension of 30 days (or such additional time as the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) may agree to) to comply with the requirements of section 345(b) of the Bankruptcy Code, to the extent the Debtors are not already in compliance; and
- (iv) Related relief.

7. A proposed form of order granting the relief requested herein on an interim basis is attached hereto as **Exhibit A** (the “**Proposed Interim Order**”), and a proposed form of order granting the relief requested herein on a final basis herein is attached hereto as **Exhibit B** (the “**Proposed Final Order**” and together with the Proposed Interim Order, the “**Proposed Orders**”).

DEBTORS' CASH MANAGEMENT SYSTEM AND BANK ACCOUNTS

I. The Debtors' Business

8. As discussed in more detail in the First Day Declaration, TECT Aerospace manufactures complex aerostructure components, parts, and assemblies. It produces thousands of assemblies and parts that are used in flight controls, fuselage or interior structures, doors, wings, landing gear, struts and nacelles, and cockpits of aircraft flown around the world, for both civilian and military applications.

9. TECT Aerospace's headquarters is in Wichita, Kansas, and it operates manufacturing facilities in Kansas and Washington state. The Debtors' organizational structure and treasury are generally divided along those geographic lines; the Kansas manufacturing facilities operate as one group under Debtor TECT Aerospace Kansas Holdings, LLC ("**Kansas Holdings**"), and the Debtors' headquarters and Washington state facilities operate under Debtor TECT Aerospace Holdings, LLC ("**Aerospace Holdings**").

II. Cash Management System

A. Overview

10. Prior to the Petition Date, the Debtors managed their cash, receivables, and payables through a centralized, pooled cash management system (the "**Cash Management System**"). The Cash Management System is organized to allow the Debtors to draw on their revolving secured credit facility, make disbursements on account of expenses at their several manufacturing facilities, collect customer payments, repay amounts owed under the revolver, and maintain a minimal cash balance necessary to satisfy the day-to-day needs of the business. It also allows the Debtors to manage their forecasting and reporting, and monitor collection and disbursement of funds. A flow chart depicting the Cash Management System is attached hereto as **Exhibit C**.

11. The Debtors' primary treasury functions are performed by a non-Debtor affiliate, Office Support Services, LLC ("OSS"). TECT Aerospace is part of the TECT family of businesses, which are a privately held group of aviation and manufacturing companies collectively owned by Glass Holdings, LLC ("Glass"), and related Glass owned or Glass controlled entities. Within that corporate family, OSS provides several shared services to the Debtors and their non-Debtor affiliates. Among those are traditional treasury functions, including reconciling collections against purchase orders, reconciling invoices against goods received, reconciling bank statements, directing the funding of the Debtors' payroll account, and ensuring compliance with requirements under the Debtors' secured loans. The Debtors employ limited staff in finance-related roles, with responsibilities primarily related to operational finance needs for the Debtors' several manufacturing facilities. Accordingly, OSS personnel, under the Debtors' supervision and direction, manage the day-to-day Cash Management System and strategic capital structure, in addition to the other services OSS provides. The Debtors are not seeking to pay OSS any amounts pursuant to this Motion; rather, the agreements between the Debtors and OSS are the subject of a separate motion filed contemporaneously herewith seeking to continue operating thereunder on a post-petition basis.

12. The Debtors' Cash Management System is integral to and organized for optimal functionality under their prepetition revolving secured credit facility, and, by extension, under the proposed DIP Facility. Prior to the Petition Date, four of the Debtors, as borrowers,³ entered into that certain *Revolving Credit, Term Loan and Security Agreement*, dated June 27, 2017 (as amended from time to time, the "**Credit Agreement**"), with PNC Bank, as then-lender and agent.

³ TECT Hypervelocity, Inc.; TECT Aerospace Wellington Inc.; TECT Aerospace Inc. (n/k/a TECT Aerospace, LLC); and Sun Country Holdings, LLC. Under prepetition amendments to the Credit Agreement, Kansas Holdings and Aerospace Holdings became guarantors.

Under the Credit Agreement, among other things, the Lender (as defined therein) provided revolving advances of funds (the “**Revolver**”) based on and secured primarily by the Debtors’ accounts receivable. Accordingly, the Debtors maintained controlled bank accounts with PNC to allow the Debtors efficiencies in making draws on the Revolver, funding disbursements as needed for operating expenses among their locations, collecting payments from customers, and paying down the Revolver on a daily basis. Prior to the Petition Date, The Boeing Company purchased PNC’s position under the Credit Agreement and Revolver. The Debtors maintained their accounts with PNC but, consistent with the transfer of the facility to Boeing, the Debtors entered into deposit account control agreements in favor of Boeing, as Lender. The Debtors’ proposed DIP Facility seeks authorization to continue the lending relationship with Boeing, in a similar structure as under the prepetition Revolver with the addition of new money financing. Furthermore, one of the DIP Facility’s requirements is that the Debtors maintain their existing bank accounts and control agreements with respect to the Revolver. As such, having to immediately close and open new bank accounts, or make other changes to comply with the default requirements of the Bankruptcy Code, Bankruptcy Rules, and U.S. Trustee guidelines, would cause significant disruption to the Debtors’ business and be value destructive to the estates at this critical juncture.

B. Bank Accounts

13. The Cash Management System is comprised of fourteen bank accounts (collectively, and together with any new accounts the Debtors open, the “**Bank Accounts**”). A schedule of the Bank Accounts is attached hereto as **Exhibit D**. The Bank Accounts are all maintained with PNC Bank (together with any bank at which the Debtors open a new account, the “**Banks**”). PNC Bank is party to a uniform depository agreement (“**UDA**”) with the U.S. Trustee.

Aerospace Holdings maintains ten of the Bank Accounts in its name and each of Kansas Holdings, TECT Aerospace Wellington Inc. (“**TECT Wellington**”), TECT Aerospace, LLC, and TECT Hypervelocity, Inc. (“**Hypervelocity**”) have one collections account in its name. As of the Petition Date the Debtors had approximately \$155,000⁴ in cash in the Bank Accounts. The Debtors have no investments or investment accounts. An overview of each Bank Account and its function are set forth in the chart below.

Account	Description
<p>Master Operating Account</p> <p>PNC Bank -0524</p>	<p>The Debtors maintain a master operating account in Aerospace Holdings’ name (the “Operating Account”), which receives amounts drawn on the Revolver and makes all of the Debtors’ operating disbursements done by wire or ACH. The Debtors also make manual transfers from the Operating Account to the Disbursement Accounts (as defined below) to fund disbursements as described below.</p> <p>In the ordinary course of business prior to the Petition Date, the Debtors generally maintained a balance of \$25,000 in the Operating Account at the end of each day. The balance as of the Petition Date was approximately \$46,000.⁵</p>
<p>Collections Accounts</p> <p>PNC Bank -0532 PNC Bank -9513 PNC Bank -0559 PNC Bank -9505 PNC Bank -9521</p>	<p>The Debtors maintain five collections accounts to receive customer receipts with respect to the Debtors’ Washington and Kansas facilities (the “Collections Accounts”). The Debtors receive customer collections as wires or ACH transfers directly into the Collections Accounts. The Collections Account maintained by Kansas Holdings (-0559) is also linked to a lockbox with PNC, into which all customer checks are deposited.</p> <p>Funds in the Collections Accounts are swept by the Lender into the Lender’s own accounts after the end of each day to pay down the Revolver’s outstanding balance. There are no transfers from the Collections Accounts to any other Bank Account. As of the Petition Date, each Collections Account had a zero balance, other than the Kansas Holdings account, which had a balance of about \$109,000.⁶</p> <p>The Collections Accounts correspond to geographic region. In other words, a customer purchasing products manufactured at one of the two Kansas facilities generally can make electronic payment on their invoice to any one</p>

⁴ This amount may have changed due to the regular after-hours sweep or other activity.

⁵ This amount may have changed due to the regular after-hours sweep or other activity.

⁶ This amount may have changed due to the regular after-hours sweep or other activity.

Account	Description
	<p>of the three accounts maintained by Kansas Holdings, TECT Wellington, and Hypervelocity.</p> <p>Account number -0532 is maintained by Aerospace Holdings and account number -9513 is maintained by TECT Aerospace, LLC. Both accounts receive collections from customers of the Debtors' Washington state facilities.</p> <p>Account number -0559 is maintained by Kansas Holdings, account number -9505 is maintained by TECT Wellington, and account number -9521 is maintained by Hypervelocity. These accounts receive collections from customers of the Debtors' Kansas facilities.</p>
<p>Disbursement Accounts</p> <p>PNC Bank -0444 PNC Bank -0452 PNC Bank -0479 PNC Bank -0487 PNC Bank -0495 PNC Bank -0508 PNC Bank -0516 PNC Bank -1595</p>	<p>The Debtors maintain eight disbursement accounts (the “Disbursement Accounts”), all in Aerospace Holdings’ name, that are funded from the Operating Account as needed to honor checks presented for deposit. As noted above, all wires or ACH payments made by the Debtors are made from the Operating Account. All of the Disbursement Accounts are zero-balance accounts linked to the Operating Account, so any remaining funds in the Disbursement Accounts are transferred back into the Operating Account at the end of each day. As of the Petition Date, each Disbursement Account had a zero balance. The Disbursement Accounts are organized generally by facility and/or purpose, as summarized below.</p> <p>Account number -0444 was historically used to honor checks presented on account of obligations of Sun Country Holdings, LLC, which managed non-Debtor subsidiary TECT Aerospace Components SRL de CV.</p> <p>Account number -0452 is used to honor checks presented on account of obligations related to the Wellington, Kansas facility.</p> <p>Account number -0479 is used to honor checks presented on account of obligations related to the Everett, Washington facility.</p> <p>Account number -0487 is used to honor checks presented on account of obligations related to the Kent, Washington facility.</p> <p>Account number -0495 is used to honor checks presented on account of obligations related to the Park City, Kansas facility.</p> <p>Account number -0508 is used to honor checks presented on account of obligations related to the Debtors’ headquarters.</p> <p>Account number -0516 is used to honor checks presented on account of Aerospace Holdings’ obligations to OSS for the shared services OSS provides to Aerospace Holdings.</p>

Account	Description
	Account number -1595 is used to honor checks presented on account of Kansas Holdings' obligations to OSS for the shared services OSS provides to Kansas Holdings.

14. In connection with the motion seeking approval of adequate assurance procedures for the Debtors' utility providers, the Debtors intend to open a new, segregated Bank Account to hold the adequate assurance deposit proposed under those procedures.

15. The Cash Management System is generally similar to those employed by businesses comparable in size and structure to the Debtors. Any disruption of the Cash Management System would have an immediate adverse effect on the Debtors' business and day-to-day operations, to the detriment of the estates.

C. Bank Fees

16. In the ordinary course of business, the Banks charge, and the Debtors pay, honor, or allow deduction from the appropriate Bank Account, service charges or other fees (the "**Bank Fees**"). During 2020, the Debtors averaged approximately \$9,800 in bank fees each month. The Debtors estimate that there are approximately \$2,500 in accrued but unpaid prepetition Bank Fees as of the Petition Date. By this Motion, the Debtors request authority to pay the Bank Fees, including prepetition Bank Fees, in the ordinary course of business to avoid any interruption to the Cash Management System.

III. Business Forms

17. In the ordinary course of business, the Debtors use a variety of checks, business letterhead, purchase orders, invoices, envelopes, promotional materials, and other business form (collectively, the "**Business Forms**"). The Debtors print their own checks from blank check stock. To minimize the expense to the Debtors' estates associated with purchasing entirely new

Business Forms and the delay in conducting business prior to obtaining those, the Debtors seek authority to continue using their existing Business Forms in their form immediately prior to the Petition Date, without reference therein to the Debtors' status as "Debtors in Possession." However, the Debtors print their own checks from blank check stock; accordingly, the Debtors will include the "Debtors in Possession" legend on those checks within ten business days after the entry of the Proposed Interim Order.

IV. Intercompany Transactions

18. In the ordinary course of business, the Debtors engage in certain intercompany transactions with each other, their non-Debtor subsidiaries, and certain other non-Debtor affiliates (the "**Intercompany Transactions**").⁷ As the Operating Account and all Disbursement Accounts are held by Aerospace Holdings, the Intercompany Transactions generally do not involve cash transfers. Instead, the Debtors record the Intercompany Transactions as intercompany loans by the appropriate Debtor or non-Debtor subsidiary, which the Debtors reconcile monthly.

19. One type of intercompany cash transfer is for TECT Aerospace's foreign operations. The Debtors have two foreign subsidiaries, non-Debtors TECT Support Services UK Limited ("**TECT UK**") and TECT Aerospace Components SRL de CV ("**TECT Mexico**"). TECT UK provides services to allow the Debtors to maintain their customer and supplier relationships in Europe. The Debtors make regular wire transfers out of the Operating Account to Lawrence Grant, a United Kingdom accounting firm that manages TECT UK's affairs, monthly for payroll, quarterly for value-added tax filings, and annually (mid-year) for regulatory and legal requirements. The Debtors seek authority to continue to make the ordinary course payments to

⁷ "Intercompany Transactions" does not include, and this Motion does not seek authority for, the Debtors' obligations to non-Debtor affiliates for OSS' services, any leased property, or otherwise, except as described herein for ordinary-course parts purchases.

or on behalf of TECT UK, up to \$30,000 per month. Prior to the Petition Date, the Debtors wound down TECT Mexico's business and the final dissolution of TECT Mexico awaits governmental approval. In connection with the wind down, the Debtors make *de minimis* monthly payments to GIES Consulting, which has been handling the Debtors' required filings and interactions with the applicable Mexican government agencies. There are no other Intercompany Transfers to TECT Mexico.

20. The other type of cash Intercompany Transfers is for certain parts purchases. From time to time, in addition to third-party suppliers, the Debtors also purchase parts for their manufacturing operations from each other or their non-Debtor manufacturer affiliates. For those types of transactions between Wellington and Hypervelocity (*i.e.*, purchases to/from the Wellington and Park City, Kansas facilities), the Debtors record them as non-cash Intercompany Transactions. For all other parts purchases, whether (i) to/from the Everett, Washington facility and a Kansas facility or (ii) from a non-Debtor affiliate, the Debtors record those as ordinary course purchase orders and accounts payable. For the avoidance of doubt, by this Motion the Debtors are not seeking to pay any prepetition amounts owed to a non-Debtor affiliate.

21. Under the Debtors' existing treasury procedures, the Debtors are able, and will continue, to track Intercompany Transactions on a post-petition basis. To ensure those transactions are properly accounted for among the Debtors, the Debtors request the Court confirm that all valid post-petition Intercompany Transactions will be afforded administrative expense priority under sections 364(b) and 503(b)(1). Because the Cash Management System pools all of the Debtors' cash, discontinuing Intercompany Transactions would disrupt the Cash Management System and require significant changes thereto. That would be to the immediate detriment of the Debtors' business and operations, and the estates. Accordingly, by this Motion

the Debtors authorization to continue Intercompany Transactions in the ordinary course of business after the Petition Date.

RELIEF REQUESTED SHOULD BE GRANTED

I. Continuation of the Cash Management System is in the Best Interests of the Debtors, their Estates, and All Other Parties in Interest

22. The Court has the authority, pursuant to its equitable powers under section 105(a) of the Bankruptcy Code, to authorize the relief requested herein, because such relief is necessary for the Debtors to carry out their fiduciary duties under section 1107(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code empowers bankruptcy courts to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105; *see In re Ionosphere Clubs*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (applying section 105(a) to justify an order authorizing the payment of certain prepetition wages, salaries, medical benefits, and business expense claims to debtor’s employees). Section 1107(a) of the Bankruptcy Code “contains an implied duty of the debtor-in-possession” to act as a fiduciary to “protect and preserve the estate, including an operating business’ going-concern value,” on behalf of a debtor’s creditors and other parties in interest. *In re CEI Roofing, Inc.*, 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (quoting *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002)); *see also Unofficial Comm. of Equity Holders v. McManigle (In re Penick Pharm., Inc.)*, 227 B.R. 229, 232–33 (Bankr. S.D.N.Y. 1998) (“[U]pon filing its petition, the Debtor became debtor in possession and, through its management . . . was burdened with the duties and responsibilities of a bankruptcy trustee.”). Courts consistently have permitted payment of prepetition obligations where necessary to preserve or enhance the value of a debtor’s estate for the benefit of all creditors. *See, e.g., In re Lehigh & New Eng. Ry. Co.*, 657 F.2d 570, 581 (3d Cir. 1981) (holding that “if payment of a claim which arose prior to reorganization is essential to the continued operation of the . . .

[business] during reorganization, payment may be authorized even if it is made out of [the] corpus”).

23. Section 363(c)(1) of the Bankruptcy Code authorizes the debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). The purpose of section 363(c)(1) is to provide a debtor in possession with the flexibility to engage in the ordinary transactions required to operate its business without unneeded oversight by its creditors or the court. *In re Roth Am., Inc.*, 975 F.2d 949, 952 (3d Cir. 1992) (“Section 363 is designed to strike [a] balance, allowing a business to continue its daily operations without excessive court or creditor oversight and protecting secured creditors and others from dissipation of the estate’s assets.” (citations omitted)); *In re Vision Metals, Inc.*, 325 B.R. 138, 145 (Bankr. D. Del. 2005). Included within the purview of section 363(c) is a debtor’s ability to continue “routine transactions” necessitated by a debtor’s cash management system. *See, e.g., In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007) (noting that courts have shown a reluctance to interfere in a debtor’s making of routine, day-to-day business decisions); *In re Vision Metals*, 325 B.R. at 142 (“[W]hen a chapter 11 debtor in possession continues to operate its business, as permitted by section 1108, no court authorization is necessary for the debtor to enter transactions that fall within the ordinary course of its business.”).

24. The Court may authorize the Debtors to maintain the existing Cash Management System in the ordinary course of business under Section 363(b) of the Bankruptcy Code, which provides, in relevant part, that “[t]he [debtor], after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). To approve the use of assets outside the ordinary course of business pursuant to section 363(b) of the Bankruptcy Code, courts require only that the debtor “show that a sound business purpose justifies

such actions.” *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999) (citations omitted); *see also In re Phoenix Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987). Moreover, if “the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” *In re Johns-Manville Corp.*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (citation omitted); *see also In re Tower Air, Inc.*, 416 F.3d 229, 238 (3d Cir. 2005) (stating that “[o]vercoming the presumptions of the business judgment rule on the merits is a near-Herculean task”).

25. As described above, the Cash Management System and the Bank Accounts comprising it are essential to the Debtors’ business and maintaining their operations post-petition. Accordingly, the Debtors request the Court authorize them to maintain the Cash Management System and implement changes thereto in the ordinary course of business, including opening new bank accounts or closing existing ones as necessary and appropriate.

II. Honoring Certain Prepetition Obligations Related to Cash Management System Should Be Approved

26. The Debtors should be authorized to continue their obligations related to the Cash Management System, including payment of the prepetition Bank Fees.

27. The Court may authorize the payment of prepetition claims in appropriate circumstances under section 105(a) of the Bankruptcy Code and the doctrine of necessity when such payment is essential to the continued operation of a debtor’s business. *See, e.g., In re Just for Feet, Inc.*, 242 B.R. 821, 824–25 (D. Del. 1999) (holding that section 105(a) of Bankruptcy Code provides a statutory basis for payment of prepetition claims under the doctrine of necessity and noting that “[t]he Supreme Court, the Third Circuit and the District of Delaware all recognize the court’s power to authorize payment of pre-petition claims when such payment is necessary for

the debtor's survival during chapter 11"); *In re Columbia Gas Sys., Inc.*, 171 B.R. 189, 191–92 (Bankr. D. Del. 1994) (confirming that the doctrine of necessity is standard for enabling a court to authorize payment of prepetition claims prior to confirmation of a reorganization plan).

28. Payment of the prepetition Bank Fees is necessary and appropriate to maintain access to the Cash Management System, and is in the best interests of the Debtors and these estates. As noted above, the Debtors estimate that about \$2,500 of prepetition Bank Fees may become due and payable in the 30 days after the Petition Date. Further, as the Banks likely have setoff rights for the Bank Fees, payment of prepetition Bank Fees should not alter the rights of unsecured creditors in these chapter 11 cases. Accordingly, the Debtors respectfully request authority to continue honoring their obligations and pay all prepetition Bank Fees.

III. Maintenance of the Debtors' Existing Bank Accounts and Business Forms Is Warranted

29. The U.S. Trustee's operating guidelines generally require that a chapter 11 debtor, among other things: (i) establish one debtor-in-possession account for all estate monies required for the payment of taxes (including payroll taxes); (ii) close all existing bank accounts and open new debtor-in-possession accounts; (iii) maintain a separate debtor-in-possession account for cash collateral; (iv) obtain checks that bear the designation "Debtors-in-Possession"; and (v) reference the debtor's bankruptcy case number and type of account on each such check. *See* U.S. Trustee operating guidelines § 2. Moreover, Local Rule 2015-2(a) generally requires that, upon exhausting its existing check stock, a chapter 11 debtor order new checks labeled "Debtors-in-Possession" with the corresponding bankruptcy number. These requirements are designed to establish a clear line of demarcation between prepetition and post-petition claims and payments and to help protect against a debtor's inadvertent payment of prepetition claims by preventing banks from honoring checks drawn before the commencement of the debtor's chapter 11 cases.

30. In these chapter 11 cases, strict enforcement of the U.S. Trustee operating guidelines with respect to the Cash Management System would severely disrupt the Debtors' ordinary financial operations by reducing efficiencies, increasing administrative burdens, and creating unnecessary expenses. For example, if the Debtors were required to open new debtor-in-possession accounts and modify the Cash Management System accordingly, the Debtors would be forced to reconstruct the Cash Management System in its entirety. The Debtors' treasury personnel would need to focus their efforts on immediately opening new bank accounts and working to establish controls for cash to flow properly, thereby diverting them from their daily responsibilities during this critical juncture of the Debtors' chapter 11 cases. The opening of new bank accounts would increase operating costs and immediately cause disruption to the Revolver and DIP Facility. The delays that would result from opening new accounts, revising cash management procedures, and instructing customers to redirect payments would negatively impact the Debtors' ability to operate their businesses while establishing these new arrangements.

31. With respect to the Bank Accounts, the Banks already are party to a UDA with the U.S. Trustee and any required modifications to the Bank Accounts or Cash Management System would immediately disrupt the Debtors' business operations. For the Debtors' Business Forms, the Debtors request authority to maintain their existing Business Forms, except that the Debtors will print the "Debtors in Possession" legend on their self-printed checks within ten business days after the entry of the Proposed Interim Order. The Debtors respectfully submit that this requested relief is necessary and appropriate under the circumstances, and is customary in this Court.

IV. Continued Performance of Intercompany Transactions Is Warranted, and Related Intercompany Claims Should be Granted Administrative Expense Priority

32. As stated above, the Debtors routinely engaged in Intercompany Transactions before the Petition Date. In this regard, section 363(c)(1) of the Bankruptcy Code authorizes a

debtor to “enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business . . . and [] use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). Additionally, under section 503(b)(1)(A) of the Bankruptcy Code, “[a]fter notice and a hearing, there shall be allowed administrative expenses . . . including—the actual, necessary costs and expenses of preserving the estate” 11 U.S.C. § 503(b)(1)(A).

33. The Debtors believe that they do not require the Court’s approval to continue entering into and performing under Intercompany Transactions because those transactions are in the ordinary course of business within the meaning of section 363(c)(1) of the Bankruptcy Code. The Intercompany Transactions are routine not only for the Debtors’ business, but also common among many business enterprises that operate through multiple affiliates. Precisely because of their routine nature, the Intercompany Transactions are integral to the Debtors’ ability to continue operating without disruption. Accordingly, out of an abundance of caution, the Debtors request express authority to engage in the Intercompany Transactions post-petition. The Debtors also request that the Court grant administrative expense status to all claims against a Debtor by another Debtor or a non-Debtor against a Debtor for all post-petition claims related to the Intercompany Transactions. If those intercompany claims are afforded administrative priority, each Debtor using funds flowing through the Cash Management System will continue bearing the ultimate responsibility for its ordinary-course transactions with its Debtor and non-Debtor affiliates.

34. Continuing the Intercompany Transactions is in the best interests of the Debtors and these estates, and is warranted under the circumstances. First, the Debtors are able to account for all Intercompany Transactions. The Debtors track all transactions in TECT Aerospace’s accounting system and have the ability to identify and account for all Intercompany Transactions,

including all cash receipts and disbursements on behalf of each Debtor, transfers made on behalf of the non-Debtor subsidiaries, and transfers on account of ordinary-course parts purchases among the Debtors and/or their non-Debtor affiliates. Second, the Intercompany Transactions between the Debtors and non-Debtor affiliates are necessary to prevent unnecessary disruption to the Debtors' businesses. The Intercompany Transactions among the Debtors and their non-Debtor subsidiaries are a necessary component of the Cash Management System, as the Debtors utilize a pooled cash management system and the non-Debtor subsidiaries have no bank accounts. The ordinary-course parts purchases arise when a particular facility needs a part that another Debtor or non-Debtor facility has in stock, and therefore are necessary to meet the day-to-day needs of the Debtors' manufacturing operations.

35. Without authority to continue entering into Intercompany Transactions, the Debtors' business operations would grind to halt. The Debtors would be forced to completely rework the Cash Management System, open new Bank Accounts, restructure the mechanics of funding under the Revolver and/or DIP Facility, and modify their customer collections. All of these would be to the immediate detriment to the Debtors and would be value destructive to the estates. For the foregoing reasons, the Debtors submit that relief with respect to the Intercompany Transactions is necessary and appropriate under the circumstances, and is in the best interests of the estates.

V. An Extension of Time to Comply with the Requirements of Bankruptcy Code Section 345(b) Is Warranted

36. For deposits that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) of the Bankruptcy Code requires that the debtor obtain from the "entity with which such money is deposited or invested a bond in favor of the United States

[that is] secured by the undertaking of a[n adequate] corporate surety, . . . unless the court for cause orders otherwise. 11 U.S.C. § 345(b). In the alternative, the debtor may require the entity to deposit governmental securities in accordance with 31 U.S.C. § 9303, which provides that when a person is required by law to give a surety bond, such person may instead provide an eligible obligation, designated by the Secretary of the Treasury, as an acceptable substitute for a surety bond. Local Rule 2015-2(b) allows the Court to extend the time for a debtor to comply with section 345(b) if the debtor files a motion on the first day of the case and there are more than 200 creditors, or otherwise for cause shown. *See Del. Bankr. L.R. 2015-2(b)*. Additionally, the U.S. Trustee operating guidelines generally require chapter 11 debtors, among other things, to deposit all estate funds into an account with an authorized depository that agrees to comply with the requirements of the U.S. Trustee.

37. The Debtors believe they are already in compliance with section 345(b), because all Bank Accounts are at Banks that are party to a UDA with the U.S. Trustee. However, out of an abundance of caution, the Debtors seek a 30-day extension of the time to comply with section 345(b), without prejudice to the Debtors' ability to seek another extension. During the extended period, the Debtors will engage with the U.S. Trustee regarding the Cash Management System and compliance with section 345(b).

BANKRUPTCY RULE 6003(b)

38. Bankruptcy Rule 6003(b) provides that, to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may issue an order granting "a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition" before twenty-one days after filing of the petition. Fed. R. Bankr. P. 6003(b). As explained above and in the First Day

Declaration, the relief requested herein is necessary for the Debtors' transition into chapter 11, to continue to operate their business in the ordinary course, and to maximize the value of the Debtors' estates for the benefit of all stakeholders. Accordingly, the Debtors submit that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, satisfies Bankruptcy Rule 6003.

BANKRUPTCY RULES 6004(a) AND (h)

39. To implement the foregoing successfully, the Debtors request that the Court find that notice of the Motion is adequate under Bankruptcy Rule 6004(a) under the circumstances, and waive the fourteen-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). As explained above and in the First Day Declaration, the relief requested herein is necessary for the Debtors' transition into chapter 11 and to avoid immediate and irreparable harm to the Debtors. Accordingly, ample cause exists to justify finding that the notice requirements under Bankruptcy Rule 6004(a) have been satisfied and to grant a waiver of the fourteen-day stay imposed by Bankruptcy Rule 6004(h), to the extent those requirements apply.

RESERVATION OF RIGHTS

40. Nothing contained herein is intended or shall be construed as (a) an admission as to the validity of any claim against the Debtors; (b) 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; (c) a waiver of any claim or cause of action which may exist against any creditor or interest holder; or (d) 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. Likewise, if the Court grants the relief sought herein, any payment made

pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

NOTICE

41. 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 agent under the DIP Facility; (iv) the Internal Revenue Service; (v) the United States Attorney's Office for the District of Delaware; (vi) the Securities and Exchange Commission; (vii) the Banks; and (viii) 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 Orders 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 Interim Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

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**”)² 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

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.

² 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 (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 _____, 2021, at _____ (prevailing Eastern Time) and any objections or responses to the Motion must be in writing and filed with the Court by no later than _____, 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), Paul N. Heath (heath@rlf.com), and Amanda R. Steele (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); (iii) counsel for the DIP Agent: (a) Perkins Coie LLP, Alan D. Smith (ADSmith@perkinscoie.com), and (b) Young Conaway Stargatt & Taylor, LLP, Kenneth J. Enos (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.

Exhibit B

Proposed Final Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

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**”)² 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

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.

² 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.

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 (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 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 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. 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.

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.

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.

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.

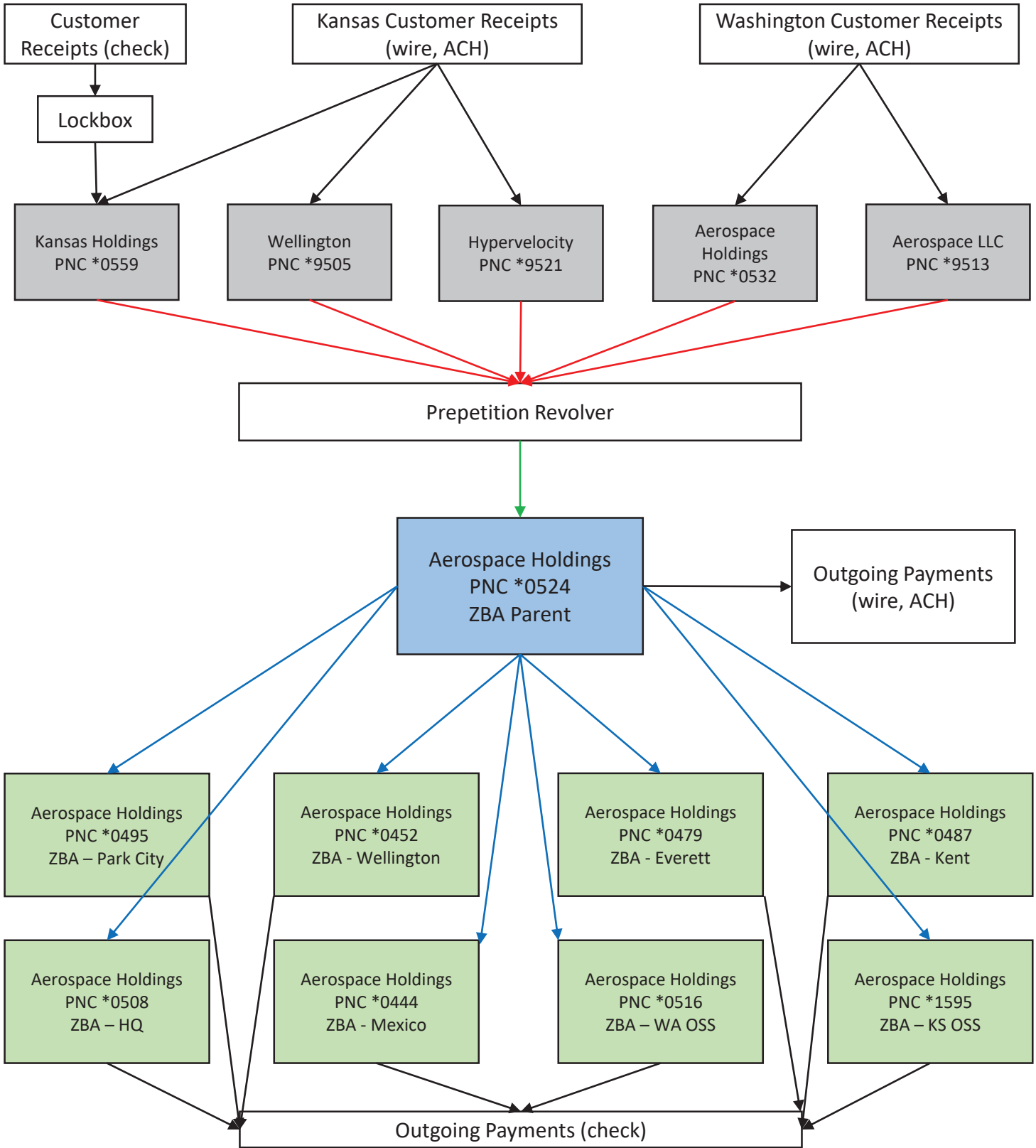
18. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Final Order.

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 C

Cash Management System Schematic

TECT Aerospace Cash Management System



Funds Flow Legend

- Incoming/Outgoing Payments
- Daily Dominion Sweep
- Revolver Draw
- Internal transfers

Account Type Legend

Collections	Operating	Disbursement

Exhibit D**Schedule of Bank Accounts**

Debtor	Account Number (all with PNC)	Type
TECT Aerospace Kansas Holdings, LLC	0559	Collection
TECT Aerospace Wellington Inc.	9505	Collection
TECT Hypervelocity, Inc.	9521	Collection
TECT Aerospace, LLC	9513	Collection
TECT Aerospace Holdings, LLC	0532	Collection
TECT Aerospace Holdings, LLC	0524	Operating
TECT Aerospace Holdings, LLC	0495	Disbursement
TECT Aerospace Holdings, LLC	0452	Disbursement
TECT Aerospace Holdings, LLC	0479	Disbursement
TECT Aerospace Holdings, LLC	0487	Disbursement
TECT Aerospace Holdings, LLC	0508	Disbursement
TECT Aerospace Holdings, LLC	0444	Disbursement
TECT Aerospace Holdings, LLC	0516	Disbursement
TECT Aerospace Holdings, LLC	1595	Disbursement