

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS,	:	Case No. 21– ____ ()
INC., <i>et al.</i> ,	:	
	:	Joint Administration Requested
Debtors. ¹	:	
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**MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS
(I) AUTHORIZING THE DEBTORS TO CONTINUE THEIR SHARED SERVICES
AND (II) 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. As further described in the First Day Declaration, the Debtors are a part of a family of aviation and manufacturing companies. In order to maintain efficiencies across the corporate family, a non-debtor affiliate, Office Support Services, LLC (“OSS”), provides essential services to the Debtors and other non-debtor affiliates, including enterprise-level information technology, employee benefits management and other human resources functions, and traditional treasury and risk management. Absent access to the Shared Services (as defined below) the Debtors would need to develop such services internally or arrange for the services from a third-party provider,

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.



each of which would have adverse financial and operational effects on the Debtors' business. Essentially, without the Shared Services, the Debtors' operations would suffer significant disruption and value may quickly deteriorate. Accordingly, the Debtors respectfully request that the Shared Services remain undisturbed during the course of these chapter 11 cases. By this Motion, the Debtors do not seek to pay any prepetition claims of OSS with respect to the Shared Services. The Debtors only seek to continue to operate in the ordinary course of business under the Shared Services Agreements (as defined below) to ensure access to services necessary to their daily operations, enable a smooth transition into chapter 11, and to preserve the Debtors' 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), 363(b), and 363(c) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 9013-1, request (a) authority, but not direction, to continue existing shared services arrangements with OSS in the ordinary course of business and (b) 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**”).

THE SHARED SERVICES

I. Overview

8. As discussed in further detail in the First Day Declaration, the Debtors are privately held companies owned by Glass Holdings, LLC (“**Glass**”) and related Glass owned or Glass controlled entities. Within that family, the Debtors manufacture complex aerostructure components, parts and assemblies. The Debtors produce thousands of assemblies and parts that

are used in flight controls, fuselage/interior structures, doors, wings, landing gear, struts & nacelles, and cockpits. The Debtors operate several manufacturing facilities in Washington state and Kansas.

9. Within the TECT and Glass corporate family, OSS provides certain shared management, financial planning, record keeping, human resource, information technology, treasury management, tax and other services (collectively, the “**Shared Services**”) to the Debtors and their non-Debtor affiliates. The Debtors themselves employ few employees and resources in these areas and, even then, only in management or business specific-function capacities. Thus, without access to the Shared Services, the Debtors would experience immediate disruption to their operations and would incur significant costs to replace those functions. Continued access to the Shared Services, therefore, is essential to the Debtors’ continued operations, will help the Debtors stabilize their business following commencement of these chapter 11 cases, and will avoid the need to find replacements for these services while pursuing the sale of their businesses.

II. The Shared Services Agreements

10. Prior to the Petition Date, Debtor TECT Aerospace Holdings, LLC, on behalf of itself and certain subsidiaries,³ entered into that certain *Support Services Agreement* dated January 1, 2017 (as amended, the “**Aerospace Agreement**”) with OSS. Pursuant to the Aerospace Agreement, OSS provides Shared Services related to the Debtors’ headquarters and Washington state manufacturing facilities.

³ The other entities covered by this agreement are: (i) non-Debtor TECT Support Services UK Limited; (ii) Debtor TECT Aerospace, LLC (f/k/a TECT Aerospace, Inc.); (ii) non-Debtor TECT Components SRL de CV; and (iv) Debtor Sun Country Holdings, LLC.

11. Prior to the Petition Date, Debtor TECT Aerospace Kansas Holdings, LLC, on behalf of itself and certain subsidiaries,⁴ entered into that certain *Support Services Agreement* dated June 27, 2017 (as amended, the “**Kansas Agreement**” and together with the Aerospace Agreement, the “**Shared Services Agreements**”) with OSS. Under the Kansas Agreement, OSS provides the Debtors with Shared Services at the Debtors’ Kansas manufacturing facilities.

12. Pursuant to the Shared Services Agreements, the Debtors currently pay OSS \$140,000 per month for each of the Aerospace Agreement and the Kansas Agreement, for a total of \$280,000 per month. Under the Shared Services Agreements, OSS is required to perform such services as the Debtors request, and OSS charges monthly for the requested services on the basis of estimated annual costs for those services.

III. The OSS Shared Services

13. Information Technology Services. OSS provides the Debtors with the information technology resources necessary to operate their businesses, including all of the servers and enterprise software necessary to run the Debtors’ day-to-day operations. The Debtors directly employ a few employees in information technology roles, but those employees either manage the Debtors’ strategic operations or operate machine-specific software unrelated to the services provided by OSS.

14. The Human Resources Services. OSS provides the Debtors with human resources services that include managing the Debtors’ payroll, benefits, and insurance programs, including managing insurance claims under the Debtors’ self-funded insurance plans. While the Debtors directly employ a few employees in human resources-type roles, those are primarily manager or

⁴ The other entities covered by this agreement are: (i) Debtor TECT Aerospace Wellington Inc. and (ii) Debtor TECT Hypervelocity, Inc.

executive level functions. Thus, OSS provides the Debtors with the HR functions necessary to keep all aspects of the Debtors' workforce operating on a day-to-day basis.

15. The Treasury and Risk Management Services. The Debtors employ a small finance staff that manages the Debtors' operational finance needs, while OSS provides services related to the Debtors' larger capital structure and cash management system. The treasury and risk management services that OSS provides to the Debtors include the reconciliation of payments and bank statements, field exams, tax reporting, and audits.

RELIEF REQUESTED SHOULD BE GRANTED

I. Section 363(c) of the Bankruptcy Code Authorizes Debtors to Continue Performance under Shared Services Agreements

16. The Debtors believe that their continued performance under the Shared Services Agreements are ordinary course transactions and therefore such performance is permitted without Court order pursuant to section 363(c)(1). However, due to the critical importance of the Shared Services provided under the Shared Services Agreements to the Debtors' continuing operations, the Debtors are asking this Court, out of an abundance of caution, to confirm that the Debtors may continue performing under such agreements in the ordinary course of business.

17. Section 363(c)(1) of the Bankruptcy Code provides that a debtor-in-possession "may enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business, without notice or a hearing, and may use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are operating as debtors in possession.

18. The purpose of Bankruptcy Code section 363(c)(1) is to provide a debtor-in-possession with "flexibility to engage in ordinary transactions" required to operate its business without 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.”) (quoting *U.S. ex rel. Harrison v. Estate of Deutscher (In re H&S Transp. Co.)*, 115 B.R. 592, 599 (M.D. Tenn. 1990)); *In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007).

19. Included within the purview of section 363(c) of the Bankruptcy Code is a debtor’s ability to continue “routine transactions” necessitated by a debtor’s business practices. *See, e.g., In re Nellson Nutraceutical, Inc.*, 369 B.R. at 796 (noting that courts have shown a reluctance to interfere in a debtor’s making of routine, day-to-day business decisions) (citations omitted); *In re Vision Metals, Inc.*, 325 B.R. 138, 142 (Bankr. D. Del. 2005) (“[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.”).

20. The Bankruptcy Code does not define “ordinary course of business.” In determining whether a transaction qualifies as “ordinary course,” the Third Circuit has adopted the “horizontal” dimension test (*i.e.*, whether “from an industry-wide perspective, the transaction is of the sort commonly undertaken by companies in that industry”) and the “vertical” dimension test (*i.e.*, whether the transaction “is consistent with the reasonable expectations of hypothetical creditors”). *In re Roth Am., Inc.*, 975 F.2d at 953. “The touchstone of ‘ordinariness’ is [] the interested parties’ reasonable expectations of what transactions the debtor in possession is likely to enter in the course of its business.” *Id.* (citing *In re James A. Phillips, Inc.*, 29 B.R. 391, 394 (Bankr. S.D.N.Y. 1983)); *see also In re Nellson Nutraceutical, Inc.*, 369 B.R. at 797 (“In other words, the vertical analysis looks at the ‘debtor’s pre-petition business practices and conduct.’”)

21. Here, the Debtors seek to continue performing under the Shared Services Agreements in the ordinary course of business without alteration of their terms and conditions. Thus, the Debtors submit that section 363(c)(1) provides sufficient authority for their continued performance under the Shared Services Agreements. Nevertheless, out of an abundance of caution, the Debtors seek the Court's authorization, but not direction, to continue operating under the Shared Services Agreements.

II. The Debtors' Continued Performance under the Shared Services Agreements Is a Sound Exercise of the Debtors' Business Judgment

22. Section 363(b) of the Bankruptcy Code 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) (internal 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").

23. Valid business justifications exist for the Debtors to continue to perform under the Shared Services Agreements. The Debtors continuing the Shared Services Agreements upon approval of this Motion is necessary to ensure that the Debtors remain operational and continue

generating income. The inability to continue operating under the Shared Services Agreements, in the Debtors' business judgment, would result in OSS halting its provision of the Shared Services, which as described above are necessary for the Debtors to continue their day-to-day operations. Absent the Shared Services provided by OSS, the Debtors would be forced to secure replacement services which would cause significant disruption to the Debtors' operations and erode the value of the Debtors' assets to the detriment of the Debtors and their estates. Accordingly, the Debtors' continued performance under the Shared Services Agreements is a sound exercise of the Debtors' business judgment and should be authorized.

III. The Court May Rely on the Doctrine of Necessity and Its General Equitable Powers to Grant the Relief Sought in the Motion

24. Additionally, 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. 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.").

25. The relief requested by this Motion is necessary to avoid immediate and irreparable harm to the Debtors' estates, and is justified under section 105(a) of the Bankruptcy Code. The Debtors do not have capacity or ability to perform on their own the Shared Services provided under the Shared Services Agreements. As stated above, the Shared Services provided by OSS are essential to maintaining the value of the Debtors' business as a going concern. It would be detrimental to the Debtors' operations and the value of the estates, if the Debtors were forced to attempt to find replacements for all of the Shared Services provided by OSS. In turn, the maintenance of the Shared Services Agreements during these Chapter 11 Cases is crucial to the Debtors' ability to preserve value for the benefit of all of the Debtors' stakeholders, by allowing the Debtors' business operations to continue without interruption.

BANKRUPTCY RULE 6003(b)

26. 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 RULE 6004(a) AND (h)

27. 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

28. 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

29. 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; (vii) OSS; 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
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*Proposed Attorneys for the Debtors
and Debtors in Possession*

Exhibit A

Proposed Interim Order

**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 Re: D.I. ____
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**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO CONTINUE THEIR
SHARED SERVICES AND (II) 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, but not directing, the Debtors to continue performing under the Shared Services Agreements post-petition in the ordinary course of business and (ii) 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

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.

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, to continue performing under the Shared Services Agreements post-petition in the ordinary course of business.
3. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claims held by, any party.
4. Each of the Banks at which the Debtors maintain their accounts relating to the payment of obligations on account of the Shared Services Agreements 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.
5. 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.

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

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

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

9. 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.

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

11. 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**

<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 Re: D.I. _____
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**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO CONTINUE THEIR
SHARED SERVICES AND (II) 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 continue performing under the Shared Services Agreements post-petition in the ordinary course of business and (ii) 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

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.

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, to continue performing under the Shared Services Agreements post-petition in the ordinary course of business.
3. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claims held by, any party.
4. Each of the Banks at which the Debtors maintain their accounts relating to the payment of obligations on account of the Shared Services Agreements 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.
5. 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.

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

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

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

9. 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.