

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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<i>In re</i>	:	<b>Chapter 11</b>
	:	
TECT AEROSPACE GROUP HOLDINGS,	:	<b>Case No. 21-10670 (KBO)</b>
INC., <i>et al.</i> ,	:	
	:	<b>Jointly Administered</b>
<b>Debtors.</b> <sup>1</sup>	:	
	:	<b>Re: D.I. 11, 33 &amp; 48</b>
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**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER  
(I) AUTHORIZING THE DEBTORS TO CONTINUE THEIR SHARED  
SERVICES AND (II) GRANTING RELATED RELIEF**

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The undersigned hereby certifies as follows:

1. On April 6, 2021, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Their Shared Services and (II) Granting Related Relief* [D.I. 11] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached thereto as **Exhibit B** was a proposed form of order granting the relief requested in the Motion on a final basis (the “**Proposed Final Order**”).

2. On April 7, 2021, the Court entered the *Interim Order (I) Authorizing the Debtors to Continue Their Shared Services and (II) Granting Related Relief* [D.I. 33] (the “**Interim Order**”).

3. Pursuant to the Interim Order and the *Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to Continue Their Shared Services and (II) Granting Related Relief; and*

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: TECT Aerospace Group Holdings, Inc. (9338); TECT Aerospace Kansas Holdings, LLC (4241); TECT Aerospace Holdings, LLC (9112); TECT Aerospace Wellington Inc. (4768); TECT Aerospace, LLC (8650); TECT Hypervelocity, Inc. (8103); and Sun Country Holdings, LLC (6079). The Debtors’ mailing address is 300 W. Douglas, Suite 100, Wichita, KS 67202.

(B) *Final Hearing Thereon* [D.I. 48], objections to the Motion were to be filed by no later than April 29, 2021 at 4:00 p.m. (ET) (the “**Objection Deadline**”). The Objection Deadline was extended to May 3, 2021 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the “**Committee**”) and the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”).

4. Prior to the Objection Deadline, the Debtors received certain informal comments to the relief requested in the Motion from the Committee (the “**Comments**”). Other than the Comments, the Debtors received no other informal responses to the Motion, and no objection or responsive pleading to the Motion has appeared on the Court’s docket in these chapter 11 cases.

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

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

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

Dated: May 4, 2021  
Wilmington, Delaware

/s/ Garrett S. Eggen  
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*Proposed Attorneys for the Debtors  
and Debtors in Possession*

**EXHIBIT 1**

**Revised Final Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b><i>In re</i></b>  <b>TECT AEROSPACE GROUP HOLDINGS, INC., <i>et al.</i>,</b>  <p style="text-align: center;"><b>Debtors.<sup>1</sup></b> </p>	X : : : : : : : : X	<b>Chapter 11</b>  <b>Case No. 21–10670 (KBO)</b>  <b>Jointly Administered</b>  <b>Re: D.I. 11, 33, &amp; 48</b>
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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**”)<sup>2</sup> of TECT Aerospace Group Holdings, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of a final order (this “**Final Order**”) (i) authorizing the Debtors to 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

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: TECT Aerospace Group Holdings, Inc. (9338); TECT Aerospace Kansas Holdings, LLC (4241); TECT Aerospace Holdings, LLC (9112); TECT Aerospace Wellington Inc. (4768); TECT Aerospace, LLC (8650); TECT Hypervelocity, Inc. (8103); and Sun Country Holdings, LLC (6079). The Debtors’ mailing address is 300 W. Douglas, Suite 100, Wichita, KS 67202.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings given to those terms in the Motion.

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, provided, however, the Debtors shall not pay any amounts owing prepetition under the Shared Services Agreements.
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. Nothing herein shall be deemed to provide a waiver of any chapter 5 cause of action or other state claims that may have arisen pursuant to the Shared Services Agreements or performance thereunder.
5. The Official Committee of Unsecured Creditors shall have the rights set forth in the Final Order approving the *Motion of Debtors for Entry of Interim and Final Order (I) Authorizing Debtors to (A) Continue Existing Cash Management System, Bank Accounts, and Business Forms, (B) Make Ordinary Course Changes Thereto, (C) Honor Certain Prepetition Obligations Related to the Use Thereof, and (D) Continue Certain Intercompany Transactions; (II) Grant Administrative Expense Priority for Post-Petition Debtor Intercompany Claims; (III) Extending the Time to Comply with 11 U.S.C. §345(b); and (IV) Granting Related Relief* [Docket

No. 3] to review and/or approve the Intercompany Transactions that arise via the Shared Services Agreements.

6. 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.

7. Nothing contained in this Final Order shall constitute a finding that the services provided under the Shared Services Agreements, either prepetition or postpetition, constitute reasonably equivalent value for payments and/or transfers made pursuant to the Shared Services Agreements.

8. Nothing contained in this Final Order shall prevent the Committee from seeking to disgorge any payments made pursuant to the Shared Services Agreements.

9. 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.

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

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

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

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



**EXHIBIT 2**

**Blackline**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<p><i>In re</i></p> <p><b>TECT AEROSPACE GROUP HOLDINGS, INC., <i>et al.</i>,</b></p> <p style="text-align: center;"><b>Debtors.<sup>1</sup></b></p>	<p>X</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>X</p>	<p><b>Chapter 11</b></p> <p><b>Case No. <del>21</del> <u>(<del>21-10670</del></u></b></p> <p><b><u>(KBO)</u></b></p> <p><b>Jointly Administered</b></p> <p><b>Re: D.I. <u><del>11, 33, &amp; 48</del></u></b></p>
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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.
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No. 3] to review and/or approve the Intercompany Transactions that arise via the Shared Services Agreements.

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9. ~~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.

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

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

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13. ~~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.