

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS,	:	Case No. 21-10670 (KBO)
INC., <i>et al.</i> ,	:	
	:	Jointly Administered
Debtors. ¹	:	
	:	Re: D.I. 8, 31 & 47
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**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER
(I) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OF SHIPPERS AND
OTHER LIEN CLAIMANTS AND (II) GRANTING RELATED RELIEF**

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 Payment of Prepetition Claims of Shippers and Other Lien Claimants and (II) Granting Related Relief* [D.I. 8] (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 Payment of Prepetition Claims of Shippers and Other Lien Claimants and (II) Granting Related Relief* [D.I. 31] (the “**Interim Order**”).

3. Pursuant to the Interim Order and the *Notice of (A) Entry of Interim Order (I) Authorizing Payment of Prepetition Claims of Shippers and Other Lien Claimants and (II)*

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



Granting Related Relief, and (B) Final Hearing Thereon [D.I. 47], 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**

<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. 21–10670 (KBO) Jointly Administered Re: D.I. 8, 31, 47
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**FINAL ORDER (I) AUTHORIZING PAYMENT OF
PREPETITION CLAIMS OF SHIPPERS AND OTHER LIEN
CLAIMANTS 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 pay (a) Shipping Charges and (b) Other Lien Claims, 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

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

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, to pay the Lien Claims in the ordinary course of business in an aggregate amount not to exceed \$350,000 without further order of this Court.
3. If a Lien Claimant accepts payment pursuant to the relief granted in this Final Order, such party is deemed to have agreed to release any liens it may have on the Debtors’ Goods or any other property.
4. The Debtors are authorized, but not directed, in the exercise of their reasonable business judgment, to condition payment of Lien Claims on the agreement of Lien Claimants to continue supplying services to the Debtors on the same trade terms given to them prior to the Petition Date or upon new trade terms (to the extent agreed to by the applicable Lien Claimant, the “**Agreed Terms**”).
5. If any party accepts payment pursuant to the relief requested by this Final Order and thereafter does not continue to provide goods or services on Agreed Terms: (a) the Debtors may seek repayment in cash and otherwise seek relief to have such payment be deemed to be an improper postpetition transfer on account of a prepetition claim and (b) upon recovery by the

Debtors, any prepetition claim of such party shall be reinstated as if the payment had not been made and the deadline for such party to file a reinstated claim will be the later of (i) the general bar date established by order of this Court or (ii) 30 days after the Debtors provide written notice to the party of the reinstatement of its claim.

6. Neither the Debtors, the Official Committee of Unsecured Creditors (the “**Committee**”), nor any other party in interest concedes that any liens (contractual, common law, statutory or otherwise) satisfied pursuant to this Final Order are valid, and the Debtors and the Committee expressly reserve the right to contest the extent, validity or perfection or seek the avoidance of all such liens.

7. The Debtors shall provide the Committee with a report of the payments made pursuant to this Final Order seven days following the end of each week.

8. Each of the Banks at which the Debtors maintain their accounts relating to the payment of obligations on account of the Lien Claims 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.

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**

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<i>In re</i>	:	Chapter 11
	:	
TECT AEROSPACE GROUP HOLDINGS, INC., et al.,	:	Case No. 21 <u>(21-10670</u>
	:	<u>(KBO)</u>
	:	Jointly Administered
Debtors.¹	:	
	:	Re: D.I. <u>8, 31, 47</u>
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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,

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4. The Debtors are authorized, but not directed, in the exercise of their reasonable business judgment, to condition payment of Lien Claims on the agreement of Lien Claimants to continue supplying services to the Debtors on the same trade terms given to them prior to the Petition Date or upon new trade terms (to the extent agreed to by the applicable Lien Claimant, the “**Agreed Terms**”).
5. If any party accepts payment pursuant to the relief requested by this Final Order and thereafter does not continue to provide goods or services on Agreed Terms: (a) the Debtors may ~~demand~~ seek repayment in cash and otherwise ~~take all action~~ seek relief to have such payment be deemed to be an improper postpetition transfer on account of a prepetition claim and (b) upon

recovery by the Debtors, any prepetition claim of such party shall be reinstated as if the payment had not been made and the deadline for such party to file a reinstated claim will be the later of (i) the general bar date established by order of this Court or (ii) 30 days after the Debtors provide written notice to the party of the reinstatement of its claim.

6. Neither the Debtors~~—~~, the Official Committee of Unsecured Creditors (the “Committee”), nor any other party in interest concedes that any liens (contractual, common law, statutory or otherwise) satisfied pursuant to this Final Order are valid, and the Debtors and the Committee expressly reserve the right to contest the extent, validity or perfection or seek the avoidance of all such liens.

7. The Debtors shall provide the Committee with a report of the payments made pursuant to this Final Order seven days following the end of each week.

8. ~~7.~~ Each of the Banks at which the Debtors maintain their accounts relating to the payment of obligations on account of the Lien Claims 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.

9. ~~8.~~ 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.

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

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

13. ~~12.~~ 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.