

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

|                                |   |                                |
|--------------------------------|---|--------------------------------|
| -----                          | X |                                |
| <b>In re</b>                   | : | <b>Chapter 11</b>              |
|                                | : |                                |
| <b>TECT AEROSPACE GROUP</b>    | : | <b>Case No. 21-10670 (KBO)</b> |
| <b>HOLDINGS, INC., et al.,</b> | : |                                |
|                                | : | <b>Jointly Administered</b>    |
| <b>Debtors.<sup>1</sup></b>    | : |                                |
|                                | : | <b>Re: D.I. 666 &amp; 667</b>  |
| -----                          | X |                                |

**NOTICE OF FILING CHANGED PAGES FOR (I) JOINT CHAPTER 11 PLAN OF LIQUIDATION FOR TECT AEROSPACE GROUP HOLDINGS, INC. AND ITS AFFILIATED DEBTORS AND (II) THE DISCLOSURE STATEMENT THEREFOR**

PLEASE TAKE NOTICE THAT on December 21, 2021, TECT Aerospace Group Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Joint Chapter 11 Plan of Liquidation for TECT Aerospace Group Holdings, Inc. and Its Affiliated Debtors* [D.I. 666] (as may be amended, modified, or supplemented, the “**Plan**”) and the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for TECT Aerospace Group Holdings, Inc. and Its Affiliated Debtors* [D.I. 667] (as may be amended, modified, or supplemented, the “**Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE THAT attached hereto as **Exhibit 1** is a changed-pages-only comparison of certain revisions made to the Plan and attached hereto as **Exhibit 2** is a changed-pages-only comparison of certain revisions made to the Disclosure Statement (collectively, the “**Post-Filing Revisions**”).

<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 TECT Aerospace Group Holdings, Inc., c/o Riveron RTS, LLC, Attn: Shaun Martin, 265 Franklin Street, Suite 1004, Boston, MA 02110.



**PLEASE TAKE FURTHER NOTICE THAT**, as previously noticed, a hearing will be held before the Honorable Karen B. Owens, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801, on **January 25, 2022 at 2:00 p.m. (prevailing Eastern Time)**, to consider entry of an order determining, among other things, that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of title 11 of the United States Code and approving the Disclosure Statement. The versions of the Plan and Disclosure Statement presented to the Court for approval will reflect the Post-Filing Revisions. The Debtors further reserve the right to make additional changes to the Plan and Disclosure Statement.

Dated: December 22, 2021  
Wilmington, Delaware

/s/ Zachary I. Shapiro

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**Exhibit 1**

**Plan Changed Pages**

arising at any time prior to the Effective Date or the priority of those Liens; (d) any Causes of Action, including the Retained Causes of Action, or defenses thereto, which in each case shall survive entry of the Confirmation Order as if there had been no consolidation of the Estates in any respect; or (e) the rights of the Debtors, the Liquidation Trustee or the GUC Distribution Trustee to contest setoff or recoupment rights alleged by creditors on the grounds of lack of mutuality under section 553 of the Bankruptcy Code and other applicable law. The Plan shall not result in the merger or otherwise affect the separate legal existence of each Debtor.

This Plan serves as a motion seeking entry of an order consolidating the Debtors, as described herein and to the limited extent set forth in this section.

## **D. Corporate Existence**

### **1. Dissolution or Termination of the Debtors; Resignation of Employees, Officers and Directors**

On the Effective Date, the Debtors' members, directors, managers and officers and any remaining employees shall be deemed to have resigned and the Liquidation Trustee shall be appointed as the sole officer, director, and/or manager, as applicable, of each Debtor, without the need for any corporate action to effect such resignation or appointment. After the Effective Date, the Liquidation Trustee is authorized to dissolve or terminate the existence of any of the Debtors for all purposes under any applicable state or federal law, without the need to take any further action or file any plan of dissolution, notice or application with the Secretary of State of the State of Delaware or any other state or government authority, and without the need to pay any franchise or similar taxes in order to effectuate such dissolution. Additionally, on the Effective Date, the Non-Debtor Subsidiaries' members, directors, managers, and officers, as applicable shall be deemed to have resigned and the Liquidation Trustee shall be appointed as the sole officer, director, and/or manager, as applicable of each Non-Debtor Subsidiary, without the need for any corporate action to effect such resignation or appointment. The Debtors and/or Liquidation Trust are authorized to take all actions necessary or appropriate to effect such resignation or appointment. [After the Effective Date, the Liquidation Trustee shall take all action necessary to dissolve or terminate the existence of the Non-Debtor Subsidiaries under applicable law.](#)

### **2. Sole Recourse**

Except as otherwise set forth in this Plan or Final Orders of the Bankruptcy Court (including the Confirmation Order), Holders of Allowed Claims against the Debtors will have recourse solely to the applicable Trust's assets for the payment of their Allowed Claims in accordance with the terms of this Plan and the applicable Trust Agreement. Except with respect to the GUC Litigation Recovery, any reasonable compensation owed to the GUC Distribution Trustee in its capacity as such, and up to \$25,000 of reasonable fees or expenses incurred by the GUC Distribution Trust, the GUC Distribution Trustee and/or a Third Party Disbursing Agent in connection with making Distributions to the Holders of Allowed Claims in Classes 4 and 5 on account of such Claims until Class 3 Claims are satisfied, the GUC Distribution Trust shall have no recourse against the Liquidation Trust or the Liquidation Trust Assets.

**Exhibit 2**

**Disclosure Statement Changed Pages**

Debtors, the Liquidation Trustee or the GUC Distribution Trustee to contest setoff or recoupment rights alleged by creditors on the grounds of lack of mutuality under section 553 of the Bankruptcy Code and other applicable law. The Plan shall not result in the merger or otherwise affect the separate legal existence of each Debtor.

The Plan serves as a motion seeking entry of an order consolidating the Debtors, as described in the Section IV.C of the Plan and to the limited extent set forth in Section IV.C of the Plan.

#### **D. Corporate Existence**

##### **1. Dissolution or Termination of the Debtors; Resignation of Employees, Officers and Directors**

On the Effective Date, the Debtors' members, directors, managers and officers and any remaining employees shall be deemed to have resigned and the Liquidation Trustee shall be appointed as the sole officer, director, and/or manager, as applicable, of each Debtor, without the need for any corporate action to effect such resignation or appointment. After the Effective Date, the Liquidation Trustee is authorized to dissolve or terminate the existence of any of the Debtors for all purposes under any applicable state or federal law, without the need to take any further action or file any plan of dissolution, notice or application with the Secretary of State of the State of Delaware or any other state or government authority, and without the need to pay any franchise or similar taxes in order to effectuate such dissolution. Additionally, on the Effective Date, the Non-Debtor Subsidiaries' members, directors, managers, and officers, as applicable shall be deemed to have resigned and the Liquidation Trustee shall be appointed as the sole officer, director, and/or manager, as applicable of each Non-Debtor Subsidiary, without the need for any corporate action to effect such resignation or appointment. The Debtors and/or Liquidation Trust are authorized to take all actions necessary or appropriate to effect such resignation or appointment. [After the Effective Date, the Liquidation Trustee shall take all action necessary to dissolve or terminate the existence of the Non-Debtor Subsidiaries under applicable law.](#)

##### **2. Sole Recourse**

Except as otherwise set forth in this Plan or Final Orders of the Bankruptcy Court (including the Confirmation Order), Holders of Allowed Claims against the Debtors will have recourse solely to the applicable Trust's assets for the payment of their Allowed Claims in accordance with the terms of this Plan and the applicable Trust Agreement. Except with respect to the GUC Litigation Recovery, any reasonable compensation owed to the GUC Distribution Trustee in its capacity as such, and up to \$25,000 of reasonable fees or expenses incurred by the GUC Distribution Trust, the GUC Distribution Trustee and/or a Third Party Disbursing Agent in connection with making Distributions to the Holders of Allowed Claims in Classes 4 and 5 on account of such Claims until Class 3 Claims are satisfied, the GUC Distribution Trust shall have no recourse against the Liquidation Trust or the Liquidation Trust Assets.

#### **E. Retained Causes of Action**

On the Effective Date, all Retained Causes of Action will be assigned from the Debtors to the Liquidation Trust. Any recoveries by the Liquidation Trustee on account of such Retained