

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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<i>In re</i>	:	<b>Chapter 11</b>
	:	
TECT AEROSPACE GROUP HOLDINGS, INC., <i>et al.</i> ,	:	<b>Case No. 21-10670 (KBO)</b>
	:	
	:	<b>Jointly Administered</b>
	:	
<b>Debtors.</b> <sup>1</sup>	:	<b>Re: D.I. 737 &amp; 790</b>
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**DECLARATION OF SYDNEY REITZEL WITH RESPECT TO THE TABULATION OF VOTES ON THE JOINT CHAPTER 11 PLAN OF LIQUIDATION FOR TECT AEROSPACE GROUP HOLDINGS, INC. AND ITS AFFILIATED DEBTORS**

I, Sydney Reitzel, depose and say under the penalty of perjury:

1. I am a Senior Consultant of Corporate Restructuring Services employed by Kurtzman Carson Consultants LLC (“KCC”), whose main business address is 222 N. Pacific Coast Highway, 3<sup>rd</sup> Floor, El Segundo, California 90245.

2. I submit this declaration (the “**Declaration**”) regarding the solicitation and tabulation of Ballots cast on the *Joint Chapter 11 Plan of Liquidation for TECT Aerospace Group Holdings, Inc. and its Affiliated Debtors* [D.I. 737] (as may have been revised, supplemented, modified and/or amended from time to time, the “**Plan**”).<sup>2, 3</sup> Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals

<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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Plan or Disclosure Statement Order (as defined herein), as applicable.

<sup>3</sup> On March 4, 2022, the Debtors filed the *Joint Chapter 11 Plan of Liquidation for TECT Aerospace Group Holdings, Inc. and its Affiliated Debtors*, dated March 4, 2022 [D.I. 790], reflecting certain changes made to the Plan at the request of certain interested parties and certain technical amendments.



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under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of KCC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. The Bankruptcy Court authorized KCC's retention (i) as claims and noticing agent to the Debtors on April 7, 2021 pursuant to the *Order Authorizing the Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date* [D.I. 29], and (ii) as administrative advisor to the Debtors on May 5, 2021 pursuant to the *Order Authorizing the Debtors to Retain and Employ Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* [D.I. 132] (together, the "**Retention Orders**"). The Retention Orders authorize KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

4. On January 25, 2022, the Bankruptcy Court entered the *Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation, Voting and Related Procedures, (III) Scheduling Confirmation Hearing (IV) Establishing Notice and Objection Procedures for Confirmation of Plan, and (V) Granting Related Relief* [D.I. 735] (the "**Disclosure Statement Order**"), establishing, among other things, the Solicitation, Voting, and Tabulation Procedures. KCC adhered to the procedures outlined in the Disclosure Statement Order and the Ballots distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by KCC's employees.

**A. Service and Transmittal of Solicitation Packages and Related Information**

5. Pursuant to the Disclosure Statement Order, on February 8, 2022, KCC caused the Solicitation Packages to be served on all known Holders of Claims in Classes 3, 4, and 5 (together, the “**Voting Classes**”). In lieu of a Solicitation Package, all known (i) Holders of Claims in Classes 1 and 2 received the Confirmation Hearing Notice and Notice of Non-Voting Status (the “**Unimpaired Non-Voting Package**”), and (ii) Holders of Claims in Class 6 and Holders of Interests in Class 7 (Holders of Claims and Interests in Classes 1, 2, 6, and 7, together, the “**Non-Voting Classes**”) received the Confirmation Hearing Notice, the Disclosure Statement, and the Plan (the “**Impaired Non-Voting Package**”), all in accordance with the Disclosure Statement Order. Furthermore, KCC caused the Confirmation Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Disclosure Statement Order. A certificate of service evidencing the foregoing was filed with the Bankruptcy Court on February 16, 2022 at D.I. 771 (the “**Certificate of Service**”).

6. On January 28, 2022, KCC posted links to the electronic versions of the Confirmation Hearing Notice, Plan, Disclosure Statement, and Disclosure Statement Order, on the public access website at [www.kccllc.net/TECTAerospace](http://www.kccllc.net/TECTAerospace).

7. KCC also forwarded Solicitation Packages and Confirmation Hearing Notices to voting and creditor matrix parties whose packages were returned with a forwarding address or if an alternate address was available. The supplemental certificate of service evidencing the foregoing was filed with the Bankruptcy Court at D.I. 789.

**B. The Tabulation Process**

8. The Disclosure Statement Order established January 25, 2022 as the Voting Record Date to determine which Holders of Claims and Interests were entitled to receive the Solicitation

Package, Unimpaired Non-Voting Package, or Impaired Non-Voting Package, as applicable. Pursuant to the Disclosure Statement Order, Holders of Claims in Class 3 (Prepetition Credit Agreement Claims and DIP Claims), Class 4 (General Unsecured Claims), and Class 5 (Non-Released Party General Unsecured Claims) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

9. In accordance with the Solicitation Procedures, KCC worked closely with the Debtors' advisors to identify the Holders in the Voting Classes entitled to vote as of the Voting Record Date, and to coordinate the distribution of Solicitation Packages to such Holders. A detailed description of KCC's distribution of Solicitation Packages is set forth in the Certificate of Service.

10. In accordance with the Solicitation, Voting, and Tabulation Procedures, KCC received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to KCC was date-stamped, scanned, assigned a Ballot number, entered into KCC's voting database, and processed. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation, Voting, and Tabulation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's representative), (c) returned to KCC via an approved method of delivery set forth in the Solicitation, Voting, and Tabulation Procedures unless the delivery method requirement was waived by the Debtors, and (d) received by KCC on or before the Voting Deadline (*i.e.*, 4:00 p.m. (Eastern Time) on the February 25, 2022), which was established by the Disclosure Statement Order.

11. The final tabulation of votes cast by timely and properly completed Ballots received by KCC is attached hereto as **Exhibit A**. The detailed Ballot report for the Class 3, 4, and 5 Ballots is attached hereto as **Exhibit A-1**, **Exhibit A-2**, and **Exhibit A-3**, respectively.

**C. Ballots That Were Not Counted**

12. A report of any parties in the Voting Classes excluded from the final tabulation, and the reasons for exclusion of such Ballots, is attached hereto as **Exhibit B**. All such Ballots were not counted for one of the following reasons: Ballot lacked an original signature, Ballot did not indicate an acceptance or rejection of the Plan (*i.e.* an “abstained” vote), or the Ballot was returned late.

**Conclusion**

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true.

Dated: March 4, 2022

/s/ Sydney Reitzel  
Sydney Reitzel  
Senior Consultant  
Kurtzman Carson Consultants LLC

# **EXHIBIT A**

Class	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected	Class Accepted or Rejected
3	Prepetition Credit Agreement Claims and DIP Claims	0	1	1	0	100.00%	0.00%	\$12,359,018.88	\$12,359,018.88	\$0.00	100.00%	0.00%	<b>Accepted</b>
4	General Unsecured Claims	5	59	59	0	100.00%	0.00%	\$24,162,019.42	\$24,162,019.42	\$0.00	100.00%	0.00%	<b>Accepted</b>
5	Non-Released Party General Unsecured Claims	0	11	0	11	0.00%	100.00%	\$105,769,822.10	\$0.00	\$105,769,822.10	0.00%	100.00%	<b>Rejected</b>

**Class 3 Ballot Detail**

**Prepetition Credit Agreement Claims and DIP Claims**

Creditor Name	Date Filed	Ballot No.	Voting Amount	Vote
The Boeing Company	02/15/2022	54	\$12,359,018.88	Accept

**Class 4 Ballot Detail**  
**General Unsecured Claims**

Creditor Name	Date Filed	Ballot		Vote
		No.	Voting Amount	
3P Processing, LLC	02/15/2022	48	\$600.00	Accept
AAA PLATING INC	02/16/2022	47	\$977.28	Accept
ACB SAS	02/24/2022	72	\$88,072.00	Accept
Adept Fasteners, Inc.	02/04/2022	20	\$29,116.02	Accept
All Metal Services LTD	02/07/2022	25	\$1,013,346.84	Accept
Aluminum Precision Products, Inc.	02/22/2022	67	\$221,346.54	Accept
ALUMINUM PRECISION PRODUCTS, INC.	02/22/2022	68	\$72,073.16	Accept
ARROW LABORATORY INC	02/03/2022	16	\$515.00	Accept
ASKO Processing, Inc.	02/01/2022	3	\$14,357.24	Accept
BISCO INDUSTRIES INC	01/31/2022	19	\$2,223.00	Accept
Boeing Distribution Services, Inc.	02/15/2022	50	\$144,223.35	Accept
CAPPS MANUFACTURING INC	02/10/2022	41	\$31,452.00	Accept
CITY OF KENT	02/23/2022	70	\$1,187.98	Accept
City of Wellington	02/01/2022	4	\$324,948.56	Accept
City Wide of Wichita	02/01/2022	18	\$10,385.00	Accept
CLOSED LOOP RECYCLING LLC	02/08/2022	42	\$2,160.00	Accept
COMPONENT PRODUCTS CORP	02/16/2022	53	\$7,615.00	Accept
Cutting Technology Inc.	02/07/2022	26	\$625.80	Accept
ERGONOMIC SOLUTIONS INC	02/08/2022	37	\$6,438.00	Accept
FUTURES UNLIMITED INC	01/31/2022	1	\$11,097.00	Accept
GT Sales & Manufacturing, Inc. DBA GT Midwest	01/31/2022	2	\$1,996.95	Accept
HAMPEL OIL DISTRIBUTORS INC	02/23/2022	61	\$6,206.84	Accept
Harlow Aerostructures, LLC	02/09/2022	33	\$78,871.70	Accept
Hawkins Extinguisher Company	02/08/2022	39	\$772.63	Accept
HAWKINS SERVICES LLC	02/08/2022	35	\$772.63	Accept
HERCULES HEAT TREATING CORP	02/16/2022	52	\$3,373.11	Accept
KAMATICS	02/23/2022	69	\$46,631.05	Accept
Kansas Gun Drilling, Inc.	02/09/2022	43	\$2,458.68	Accept
Kevin Klein	02/20/2022	62	\$6,655.67	Accept
LARKIN PRECISION LLC	02/08/2022	36	\$2,143.39	Accept
Magparts	02/18/2022	58	\$39,723.88	Accept
MANHATTAN CONSULTANTS INC.	02/04/2022	17	\$3,550.00	Accept
Mayday Manufacturing Company, Inc.	02/18/2022	57	\$8,604.73	Accept

**Class 4 Ballot Detail**  
**General Unsecured Claims**

Creditor Name	Date Filed	Ballot		Vote
		No.	Voting Amount	
MD3 Industries, LTD.	02/15/2022	49	\$608,462.42	Accept
Mecadaq Tarnos	02/07/2022	27	\$911,341.29	Accept
MP INDUSTRIAL	02/16/2022	46	\$652.05	Accept
Niigata Machine Techno USA Inc	02/08/2022	38	\$47,720.89	Accept
Orion Industries	02/17/2022	56	\$24,106.50	Accept
PAC Foundries, Inc.	02/18/2022	59	\$40,736.85	Accept
Pacific Office Automation, Inc.	02/07/2022	24	\$2,342.76	Accept
Peregrine Manufacturing, Inc	02/25/2022	74	\$2,298.60	Accept
Precision Coil Spring Co.	02/04/2022	23	\$20,859.75	Accept
PROTECTIVE COATINGS INC	02/21/2022	63	\$21,024.66	Accept
REDLANDS OFFICE SOLUTIONS	02/24/2022	73	\$6,221.57	Accept
RENTON COIL SPRING CO	02/25/2022	75	\$52,605.80	Accept
SAFETY PLUS FIRST AID & SAFETY INC	02/09/2022	34	\$427.77	Accept
Service Steel Aerospace Corp.	02/04/2022	22	\$57,543.83	Accept
Sifco Industries, Inc.	02/01/2022	5	\$251,082.00	Accept
South Central Commercial Mechanical LLC	02/14/2022	44	\$9,963.81	Accept
Sunshine Metals, Inc	02/07/2022	28	\$102,387.56	Accept
SUPERIOR HANDFORGE	02/04/2022	21	\$2,952.00	Accept
TECH-MARINE ENTERPRISES	02/21/2022	64	\$619.65	Accept
The Boeing Company	02/15/2022	51	\$19,586,482.03	Accept
TOTAL ELECTRIC	02/22/2022	66	\$70,179.77	Accept
TW Metals LLC	02/22/2022	65	\$72,927.68	Accept
VERITIV OPERATING COMPANY	02/08/2022	30	\$4,918.34	Accept
W.S. Wilson Corporation	02/08/2022	31	\$7,483.50	Accept
Wm. F. Hurst Co., LLC	02/23/2022	71	\$61,764.81	Accept
WS WILSON CORP	02/08/2022	32	\$10,392.50	Accept

**Class 5 Ballot Detail**  
**Non-Released Party General Unsecured Claims**

Creditor Name	Date Filed	Ballot		Vote
		No.	Voting Amount	
NWI PRECISION TUBE ULC	02/18/2022	60	\$38,190.85	Reject
Office Support Services, LLC	02/02/2022	13	\$699,606.50	Reject
OFFICE SUPPORT SERVICES, LLC	02/02/2022	14	\$307,485.60	Reject
SPEF Carriage Assembly, LLC	02/02/2022	12	\$30,526,179.33	Reject
SPEF Monolithic, LLC	02/02/2022	15	\$60,451,257.04	Reject
STONY POINT EQUIPMENT FINANCE, LLC	02/02/2022	11	\$278,588.14	Reject
Stony Point Group, Inc	02/02/2022	10	\$11,592,410.93	Reject
Utica Realty Holdings V LLC	02/02/2022	9	\$315,735.82	Reject
Utica Realty Kent LLC	02/02/2022	8	\$208,521.50	Reject
UTICA REALTY PARK CITY, LLC	02/02/2022	6	\$482,045.35	Reject
UTICA REALTY WELLINGTON LLC	02/02/2022	7	\$869,801.04	Reject

# **EXHIBIT B**

**Ballots Excluded from Tabulation**

<b>Creditor Name</b>	<b>Date Filed</b>	<b>Ballot No.</b>	<b>Voting Amount</b>	<b>Vote</b>	<b>Class</b>	<b>Reason Excluded</b>
DERBY OVERHEAD CO.	02/25/2022	76	\$1,313.27	Accept	4 - General Unsecured Claims	Late Filed
EXOTIC TOOL WELDING	02/07/2022	29	\$3,385.20	Abstain	4 - General Unsecured Claims	Abstained
ROAIR MFG CO	02/14/2022	45	\$2,500.00	Abstain	4 - General Unsecured Claims	Abstained
SEALED AIR CORPORATION	02/18/2022	55	\$2,617.46	Accept	4 - General Unsecured Claims	Not Signed
Travers Tool Co., Inc.	02/10/2022	40	\$1,544.16	Accept	4 - General Unsecured Claims	Not Signed