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## UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS WESTERN DIVISION

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In re:	) Chapter 11
RYAN INTERNATIONAL AIRLINES, INC., et	-
al. <sup>1</sup> ,	) Case No. 12- 80802
TO 14	)
Debtors.	) Jointly Administered
	,

## NOTICE OF MOTION TO EXTEND AUTHORIZATION TO USE CASH COLLATERAL

To: All Parties on the Attached Service List

PLEASE TAKE NOTICE that on the 9th day of July, 2012 at 10:30 A.M., or as soon thereafter as may be heard, Ryan International Airlines, Inc., et al., shall appear before the Honorable Manuel Barbosa in Courtroom 3100, at the United States Bankruptcy Court, Stanley J. Roszkowski U.S. Courthouse, 327 South Church Street, Rockford, Illinois, or before any judge sitting in his stead, and present the DEBTORS' MOTION TO EXTEND AUTHORIZATION TO USE CASH COLLATERAL. Notice of which is hereby served upon you. A copy of the Motion is on file at the Bankruptcy Clerk's Office located in Room 1100 at 327 South Church Street, Rockford, Illinois and via the ECF/Pacer system which may be accessed through the Bankruptcy Court's website at <a href="https://www.ilnb.uscourts.gov">www.ilnb.uscourts.gov</a>, or by contacting Debtors' counsel at (815) 969-4323 and requesting a copy.

Dated: June 29, 2012

/s/Thomas J. Lester

Thomas J. Lester
Matthew M. Hevrin
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100 Park Avenue
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(815) 490-4900
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Counsel to the Debtors and Debtors in Possession

#### CERTIFICATE OF SERVICE

I, Cynthia L. Rawson, of Hinshaw & Culbertson LLP, hereby certify that a true and correct copy of the foregoing NOTICE was served on the parties listed on the attached Service List via the U.S. District Court CM/ECF E-Filing System and/or via U.S. Mail, proper postage prepaid on or about June 29, 2012.

/s/Cynthia L.	Rawson	

The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number include: Ryan International Airlines, Inc., 1437; Rubloff 757-MSN24794, LLC, 1494; Rubloff Ryan, L.L.C., 1289; Rubloff/Ryan 80 LLC, 4274; Ryan 763BK, L.L.C., 4107; Ryan 767, LLC, 6777; Sundowner 102, LLC, 6462; Sundowner Alexandria LLC, 1058; Sundowner Mesa, LLC f/k/a Prisoner Transportation Services, LLC, 7195; Sundowner Oklahoma City LLC, 0958; Rubloff Aerospace, L.L.C., 4536.

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Pittsburgh, PA 15222				

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Washington, D.C. 20001	Rio De Janeiro Brazil
Airline Pilots Association, International	American Express – 360001
1625 Massachusetts Avenue NW Washington, D.C. 20036	US Payment Florida 2965 West Corporate Lakes Blvd Weston FL 33331-3626
Internal Revenue Service 201 West Rivercenter Blvd. Covington, KY 41011	Pratt & Whitney Christchurch Engine Centre Christchurch Int'l Airport 8544
Covingion, KT 41011	14005 CHC New Zealand
Delta Air Lines 1030 Delta Blvd.	Airbus of North America 2550 Wasser Terrace
Atlanta, GA 30320-6001	Suite 9100 Herndon, VA 20171
Wells Fargo Bank Northwest, not individually but as Trustee for Triton Aviation International LLC	US Customs & Border Protection Revenue Division
c/o Mr. Jeremy Stamelman	Attn: UserFeeT
Gibson, Dunn & Crutcher LLC 200 Park Avenue New York, NY 10166-0193	6650 Telecom Drive Indianapolis, IN 46278
North Shore Aircraft LLC – Lease c/o Wayzata Investment Partners, LLC Attn: Ray Wallander & John McEvoy	Ascent Aviation Services 6901 S. Park Road Tucson, AZ 85756
701 East Lake Street Suite 300 Wayzata, MN 55391	
Futura International Airways c/o Klenda, Mitchell, Austeman & Zuercher, LLC	Piedmont Aviation 1031 E. Mountain Street
Attn: Christopher McElgunn/Michelle Brenwald  1600 Epic Center	Suite 320 Kernersville, NC 27284
Wichita, KS 67202	AND THE STATE OF T
Professional Insurance Management Inc.	McGladrey & Pullen, LLP
2120 Airport Road Wichita, KS 67277	5155 Paysphere Circle Chicago, IL 60674

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Wright Express Financial Srv 33548 Treasury Center Chicago, IL 60694-3500	SFB Fueling, LLC P.O. Box 401026 Las Vegas, NV 89140-1026
DSSN 3801 L1-Craf Attn: Disbursing Operations Director 3801 Limestone Field Site P.O. Box 269339 Indianapolis, IN 46226-9339	U.S. Jet Services, Inc. 3216 S. Nordic Road Arlington Heights, IL 60005
Euro Jet Intercontinental 12 Mount Havelock Douglas IM72QG United Kingdom	Cooper & Kirk 1523 New Hampshire Washington, D.C. 20036
US AIRWAYS 111 W. RIO SALADO PARKWAY TEMPE, AZ 85281	Globe Ground North America LLC 111 Great Neck Road Suite 320 Great Neck, NY 11021
Boeing Commercial Airplanes P.O. Box 3707 Seattle, WA 98124-2207	Delta Air Lines c/o David Meadows King & Spaulding, LLP 1180 Peachtree Street, NE Atlanta, GA 30309
Chicago Aircraft Inc. 3216 S. Nordic Road Arlington Heights, IL 60005	Consultoria – Mexican Immigration Homero 1832 Col Los Morales Polanco Delgacia Miguel Hidalgo C.P. 11510 Mexico DF
Baker Botts L.L.P. One Shell Plaza 910 Louisiana Street Houston, TX 77002-4995	Eric Fishman Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036-4039

# UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS WESTERN DIVISION

In re:	) Chapter 11
RYAN INTERNATIONAL AIRLINES, INC., et	) Case No. 12- 80802
al.,¹ Debtors.	) Jointly Administered )
	)

## DEBTORS' MOTION TO EXTEND AUTHORIZATION TO USE CASH COLLATERAL

Ryan International Airlines, Inc. ("Ryan") and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the "Debtors"), by and through undersigned counsel, file this motion (the "Motion") seeking the entry of an order to extend the Debtors' authorization to use their Cash Collateral to operate their business. In support of this Motion, the Debtors respectfully represent as follows:

#### **Background**

1. The Debtors are providers of military, passenger and commercial charter air transportation services. The Debtors are primarily a commercial provider of air transportation for the Department of Defense (the USTRANSCOM contract) and the U.S. Marshall's Services (the USMS J-Pats contract). The Debtors operate their businesses through Ryan with aircraft leased or owned by the other Debtors. The Debtors operate a diverse fleet of passenger aircraft, employ approximately 468 employees and have annual revenues of more than \$244,000,000.00.

The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number include: Ryan International Airlines, Inc., 1437; Rubloff 757-MSN24794, LLC, 1494; Rubloff Ryan, L.L.C., 1289; Rubloff/Ryan 80 LLC, 4274; Ryan 763BK, L.L.C., 4107; Ryan 767, LLC, 6777; Sundowner 102, LLC, 6462; Sundowner Alexandria LLC, 1058; Sundowner Mesa, LLC f/k/a Prisoner Transportation Services, LLC, 7195; Sundowner Oklahoma City LLC, 0958; Rubloff Aerospace, L.L.C., 4536.

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2. Recently, the Debtors have encountered various financial and operational hurdles, due in part to a decreased demand for military and passenger services. In an effort to facilitate a comprehensive restructuring of the Debtors' businesses, on March 6, 2012 (the "Commencement Date"), each of the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On March 19, 2012, the United States Trustee for Region 11 (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Creditors' Committee") and issued the Notice of Appointment of a Committee of Unsecured Creditors [Docket No. 77].

## **Jurisdiction**

- 3. The Court has jurisdiction of this matter and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157(b) and 1334. Venue over this Motion is proper under 28 U.S.C. §§ 1408 and 1409.
  - 4. This Motion is a "core" proceeding as defined in 28 U.S.C. § 157(b)(2).

#### Relief Requested

- 5. By Order dated April 6, 2012, this Court entered a Final Cash Collateral Order which authorized the Debtor to use its Cash Collateral to operate its business through the period ending July 9, 2012.
- 6. By this Motion, the Debtors seek an extension of the authorization to use their Cash Collateral through the period ending September 30, 2012.
- 7. As set forth in the Debtor's previous motion for authorization to use Cash Collateral, the Debtors continue to need to use their cash and the cash proceeds of their property

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and contracts in order to fund ongoing operations as the Debtors undergo the process of formulating a confirmable plan of reorganization in this case.

- 8. The Debtors will suffer irreparable harm unless they are allowed to use their Cash Collateral insofar as they will lack the ability to pay employees and other business expenses, and will therefore lack the ability to perform contracts and stay in business.
- 9. Pursuant to Rule 4001 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 4001-2(C), the Debtors are proposing to continue and extend the authorization to use Cash Collateral under the same conditions under which the Debtors were granted authorization for use of Cash Collateral pursuant to the previous cash collateral orders.
- 10. Attached hereto as **Exhibit A** is a proposed order granting the Debtors continued authorization to use Cash Collateral for the period ending September 30, 2012, which order incorporates all of the same conditions as contained in the previous order, except for the change of the September 30, 2012 date.
- 11. The Debtors have the willingness and capacity to satisfy the conditions proposed for extending authorization to use cash collateral. In support thereof, a budget reflecting the Debtors' estimated receipts and expenses from operations through September 30, 2012 is attached hereto as **Exhibit B**.

#### Notice

The Debtors have provided notice of this motion to: (a) the United States Trustee for Region 11; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to any statutory committee appointed in these Chapter 11 cases; (d) Airline Pilots Association, International; (e) Transport Workers Union of America, AFL-CIO; (f) the Internal Revenue Service; (g) counsel to INTRUST Bank, N.A., the primary secured lender; and (h) all parties that have requested notice

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per the ECF filing system. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper and enter an Order substantially in the form of **Exhibit A** attached hereto.

Dated: June 29, 2012 By /s/Thomas J. Lester

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Attorneys for Debtors and Debtors in Possession

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# **EXHIBIT A**

**Proposed Order** 

# UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS WESTERN DIVISION

<del></del>	)
In re:	) Chapter 11
RYAN INTERNATIONAL AIRLINES, INC., et	) Case No. 12- 80802
al., <sup>2</sup>	<ul><li>Jointly Administered</li></ul>
Debtors.	ĺ
	)

# ORDER EXTENDING THE DEBTORS' AUTHORIZATION TO USE CASH <u>COLLATERAL</u>

Upon the motion (the "Motion")<sup>3</sup> of the Debtors for entry of an order (this "Order") seeking to extend the Debtors' authority to use their Cash Collateral; the Court having reviewed the Motion, and the Court having found that (x) the Court has jurisdiction over this matter, (y) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (z) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing it is hereby ORDERED:

- 1. The Motion is granted to the extent set forth herein.
- 2. The Debtors' Use of Cash Collateral is hereby extended to and including September 30, 2012 for the Debtors' to operate their business. The terms of the Final Cash

The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number include: Ryan International Airlines, Inc., 1437; Rubloff 757-MSN24794, LLC, 1494; Rubloff Ryan, L.L.C., 1289; Rubloff/Ryan 80 LLC, 4274; Ryan 763BK, L.L.C., 4107; Ryan 767, LLC, 6777; Sundowner 102, LLC, 6462; Sundowner Alexandria LLC, 1058; Sundowner Mesa, LLC f/k/a Prisoner Transportation Services, LLC, 7195; Sundowner Oklahoma City LLC, 0958; Rubloff Aerospace, L.L.C., 4536.

<sup>&</sup>lt;sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

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Collateral Order are hereby modified so that the last sentence of Paragraph 25 of the Final Cash Collateral Order states as follows:

The use of Cash Collateral shall extend through September 30, 2012, 11:59 p.m. CDT, unless extended with the written consent of INTRUST Bank.

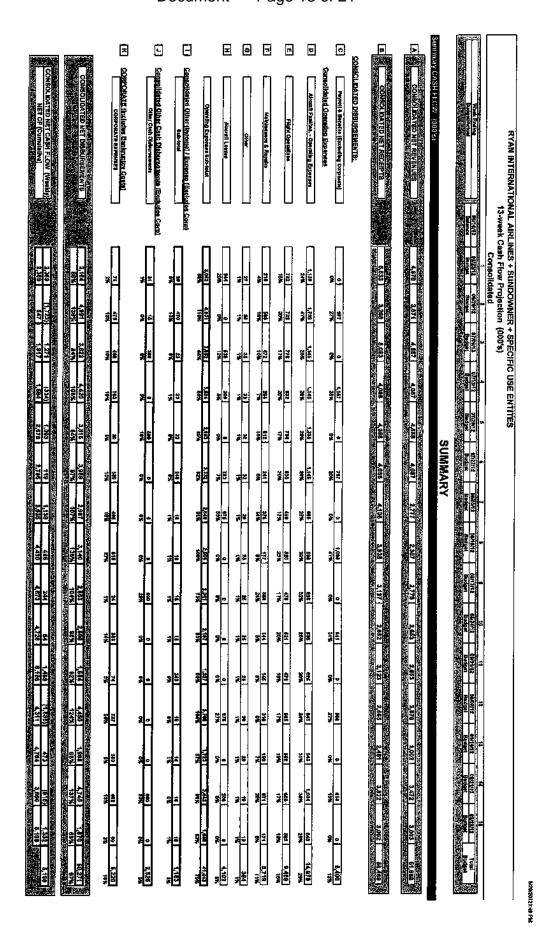
3. In all other respects, the terms of the Final Cash Collateral Order shall remain in full force and effect and shall govern the use of Cash Collateral authorized herein.

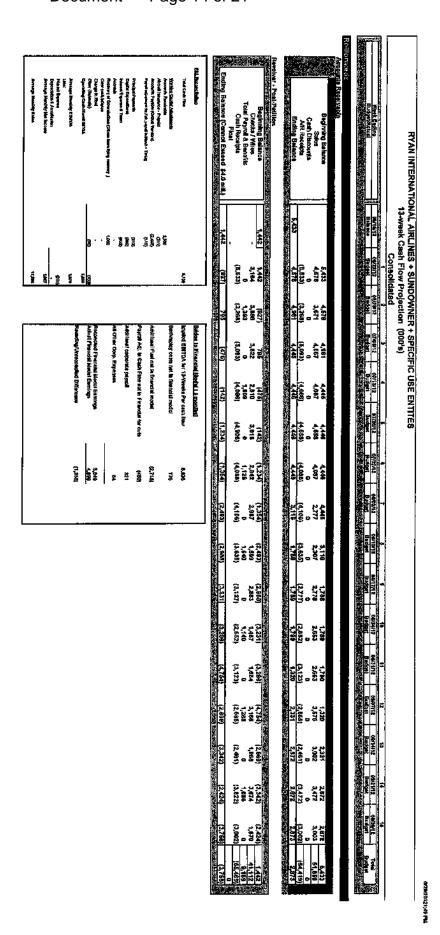
Dated: , 2012	
Rockford, Illinois	
	<u></u>
	HONORABLE MANUEL BARBOSA
	UNITED STATES BANKRUPTCY JUDGE

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# **EXHIBIT B**

Budget

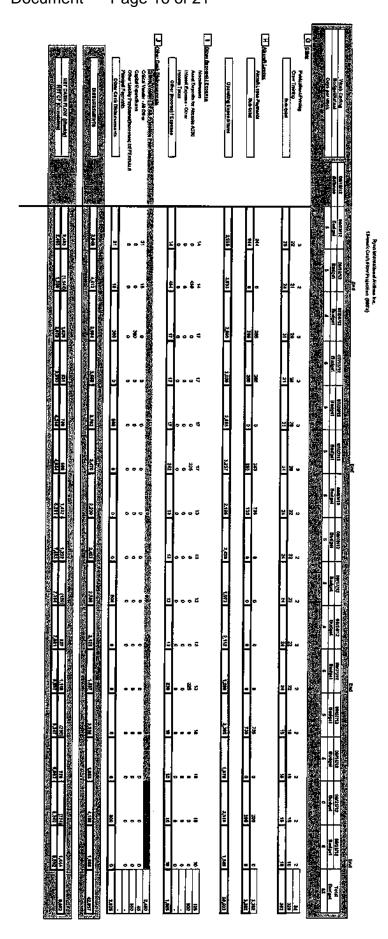


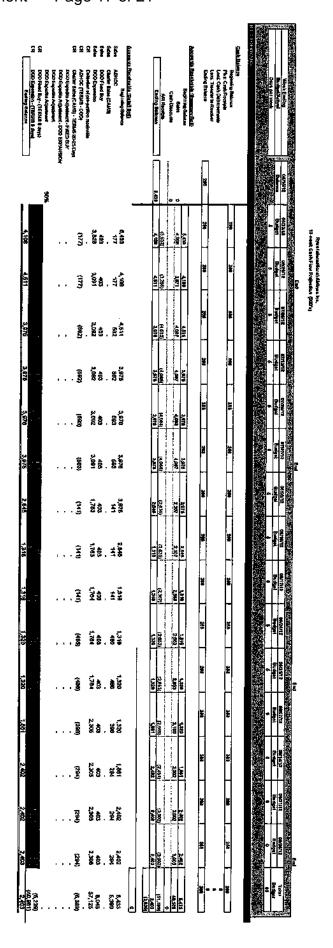


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