Docket #0546 Date Filed: 08/19/2026

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
AF Liquidating, LLC, *et al.*[1]	)	Case No. 26-10183 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	**Related Docket No. 531**

CERTIFICATION OF COUNSEL WITH RESPECT TO THE MOTION OF SHELTAIR AVIATION CENTER, LLC FOR ENTRY OF AN ORDER AUTHORIZING SETOFF OF MUTUAL DEBTS PURSUANT TO 11 U.S.C. §§ 362(D)(1) AND 553(A) OF THE BANKRUPTCY CODE

The undersigned, counsel for Sheltair Aviation Center, LLC ("Sheltair"), hereby certifies as follows:

1. On July 29, 2026, Sheltair filed its *Motion of Sheltair Aviation Center, LLC for Entry of an Order Authorizing Setoff of Mutual Debts Pursuant to 11 U.S.C. §§ 362(d)(1) and 553(a) of the Bankruptcy Code* [DI 531] (the "Motion"). Pursuant to the Notice of Motion, the deadline to object or respond to the Motion was August 12, 2026. The objection deadline was extended until August 19, 2026 for the Litigation Trust (the "Litigation Trust"). No written objections or responses to the Motion have been filed with the Court or received by the Debtor.

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers are: AF Liquidating, LLC (1216); AF Dallas III Liquidating, LLC (5615); AF Dallas IV Liquidating, LLC (5558); AF Dallas Liquidating, LLC (3418); AF EU Operations Liquidating Corp. (9406); AF FLL Liquidating, LLC (6470); AF Latam Holding Liquidating Corp. (6475); AF Latam Sim Holdings II Liquidating, LLC (0473); AF Latam Sim Holdings III Liquidating, LLC (2592); AF Latam Sim Holdings IV Liquidating, LLC (0093); AF Latam Sim Holdings Liquidating, LLC (6475); AF Latam Liquidating, LLC (9545); AF Mexico Liquidating Corp. (1402); AF Orlando Liquidating, LLC (8409); AF Sanford Liquidating, LLC (6661); AF Sim Holding Liquidating Corp. (3325); AF Group Europe Liquidating, Corp. (5908); AF Group Topco Liquidating, LLC (5643); and AF Training Liquidating, LLC (6206). The Debtors' service address is 2800 Valley View Lane, Suite 180, Irving, Texas 75062. Debtor AF Liquidating, LLC was formerly known as Avenger Flight Group, LLC.

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2. Counsel for the Litigation Trust submitted informal comments to the proposed order attached to the Motion to counsel for Sheltair. The undersigned certifies that the proposed order attached hereto as **Exhibit A** (the "Proposed Order") resolves the concerns raised by the Litigation Trust.

3. A redlined version of the Proposed Order showing changes from the Order filed with the Motion is attached hereto as **Exhibit B**.

WHEREFORE, Sheltair respectfully requests that this Honorable Court enter the Proposed Order attached hereto as Exhibit A.

Dated: August 19, 2026
Wilmington, Delaware

SULLIVAN NIMEROFF BROWN HILL LLC

/s/ William A. Hazeltine

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Counsel to Sheltair Aviation Center, LLC

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: AF Liquidating, LLC, *et al.*[1] Debtors.	Chapter 11 Case No. 26-10183 (MFW) (Jointly Administered) **Related Docket No. 531**

ORDER GRANTING MOTION OF SHELTAIR AVIATION CENTER, LLC FOR ENTRY OF AN ORDER AUTHORIZING SETOFF OF MUTUAL DEBTS PURSUANT TO 11 U.S.C. §§ 362(d)(1) AND 553(a) OF THE BANKRUPTCY CODE

Upon consideration of the *Motion of Sheltair Aviation Center* ("Sheltair") *for Entry of an Order Authorizing Setoff of Mutual Debtors Pursuant to 11 U.S.C. §§ 362(d)(1) and 553(a)* ("Motion");[2] and any response or opposition thereto; and it appearing that this Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that venue of this Chapter 11 Case and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(G); and the Court having jurisdiction to enter a final order with respect to this Motion consistent with Article III of the United States Constitution; and this Court having determined that good and adequate cause exists for granting

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[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

the Motion upon the terms set forth herein; and this Court having determined that adequate notice of the Motion was given and no further notice of the Motion need be given; it is hereby ORDERED that:

1. The Motion is hereby GRANTED as set forth herein.

2. Sheltair is hereby authorized to setoff and apply the security deposit in the amount of $203,336.89 (the "Security Deposit") against Claim No. 75 filed by Sheltair notwithstanding the automatic stay imposed by § 362 of the Bankruptcy Code and/or the Discharge Injunction imposed by § 554 of the Bankruptcy Code; *provided*, that Sheltair shall apply such setoff to that portion of Claim No. 75, representing the unpaid rent reserved under the Lease as capped under section 502(b)(6) of the Bankruptcy Code, and shall not setoff the Security Deposit against any other claim, including a claim based on alleged damages to the Premises.

3. Any provision in the Chapter 11 Plan or an order confirming the Plan that would reimpose the automatic stay or impose an injunction prohibiting Sheltair from effectuating the setoff authorized herein shall not apply to prohibit Sheltair to effectuate the setoff authorized herein.

4. This Order is without prejudice to (and shall not affect) the Debtors' or the AF Litigation Trust's right to object to any claim by Sheltair, including Claim No. 75.

5. This Order shall take effect immediately upon its entry and shall not be stayed pursuant to Fed. R. Bankr. P. 4001(a)(3).

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: AF Liquidating, LLC, *et al.*[1] Debtors.	Chapter 11 Case No. 26-10183 (MFW) (Jointly Administered) Related Docket No. 531

ORDER GRANTING MOTION OF SHELTAIR AVIATION CENTER, LLC FOR ENTRY OF AN ORDER AUTHORIZING SETOFF OF MUTUAL DEBTS PURSUANT TO 11 U.S.C. §§ 362(d)(1) AND 553(a) OF THE BANKRUPTCY CODE

Upon consideration of the *Motion of Sheltair Aviation Center* ("Sheltair") *for Entry of an Order Authorizing Setoff of Mutual Debtors Pursuant to 11 U.S.C. §§ 362(d)(1) and 553(a)* ("Motion");[2] and any response or opposition thereto; and it appearing that this Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that venue of this Chapter 11 Case and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(G); and the Court having jurisdiction to enter a final order with respect to this Motion consistent with Article III of the United States

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[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Constitution; and this Court having determined that good and adequate cause exists for granting the Motion upon the terms set forth herein; and this Court having determined that adequate notice of the Motion was given and no further notice of the Motion need be given; it is hereby ORDERED that:

1. The Motion is hereby GRANTED as set forth herein.

2. Sheltair is hereby authorized to setoff and apply the s~~S~~ecurity d~~D~~eposit in the amount of $203,336.89 (the "Security Deposit") against Claim No. 75 filed by Sheltair notwithstanding the automatic stay imposed by § 362 of the Bankruptcy Code and/or the Discharge Injunction imposed by § 554 of the Bankruptcy Code; *provided*, that Sheltair shall apply such setoff to that portion of Claim No. 75, representing the unpaid rent reserved under the Lease as capped under section 502(b)(6) of the Bankruptcy Code, and shall not ~~-~~setoff the Security Deposit against any other claim, including a claim based on alleged damages to the Premises.

3. Any provision in the Chapter 11 Plan or an order confirming the Plan that would reimpose the automatic stay or impose an injunction prohibiting Sheltair from effectuating the setoff authorized herein shall not apply to prohibit Sheltair to effectuate the setoff authorized herein.

4. This Order is without prejudice to (and shall not affect) the Debtors' or the AF Litigation Trust's right to object to any claim by Sheltair, including Claim No. 75~~any lease rejection claim filed by Sheltair~~.

5. This Order shall take effect immediately upon its entry and shall not be stayed pursuant to Fed. R. Bankr. P. 4001(a)(3).

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.