

Objection Deadline: June 6, 2023 at 4:00 p.m. (Prevailing Eastern Time)
Hearing Date and Time: June 13, 2023 at 10:00 a.m. (Prevailing Eastern Time)

William R. Wilder
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Attorney for Norske SAS-flygeres Forening

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X

In re	:	Chapter 11
	:	
SAS AB, et al.,	:	Case No. 22-10925 (MEW)
	:	
Debtors.¹	:	(Jointly Administered)
	:	

----- X

**NOTICE OF HEARING ON MOTION OF NORSKE SAS-FLYGERES FORENING
UNDER 11 U.S.C. § 1102(a)(4) FOR APPOINTMENT TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
FOR JUNE , 2023 AT 10:00 A.M. (PREVAILING EASTERN TIME)**

PLEASE TAKE NOTICE that, on May 27, 2023, Norske SAS-flygeres Forening, filed its Motion Under 11 U.S.C. § 1102(A)(4) For Appointment To The Official Committee Of Unsecured Creditors (the “**Motion**”).

¹ The Debtors in these chapter 11 cases are SAS AB, SAS Danmark A/S, SAS Norge AS, SAS Sverige AB, Scandinavian Airlines System Denmark-Norway-Sweden, Scandinavian Airlines of North America Inc. (2393), Gorm Asset Management Ltd., Gorm Dark Blue Ltd., Gorm Deep Blue Ltd., Gorm Sky Blue Ltd., Gorm Warm Red Ltd., Gorm Light Blue Ltd., Gorm Ocean Blue Ltd., and Gorm Engine Management Ltd. The Debtors’ mailing address is AVD kod: STOUU-T, SE-195 87 Stockholm, Sweden

PLEASE TAKE FURTHER NOTICE that a hearing to consider entry of an order granting the relief requested in the Motion (the “**Hearing**”) will be conducted before the Honorable United States Bankruptcy Judge for the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), on **June 13, 2023 at 10:00 a.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections (the “**Objections**”) to the Motion shall (i) be in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), and the *Order Implementing Certain Notice and Case Management Procedures* [ECF No. 292] (the “**Case Management Order**”), (iii) be filed with the Bankruptcy Court by (a) attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) and (b) all other parties in interest on a CD-ROM, in text-searchable portable document format (PDF) (with two single-sided hard copies delivered to the Judge’s Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and (iv) be served in accordance with General Order M-399, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Case Management Order, upon (a) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary Holtzer, Kelly DiBlasi, David Griffiths, and Lauren Tauro), (b) the Office of the United States Trustee for Region 2 (Attn: Greg Zipes, Esq. & Annie Wells, Esq.), and (c) the attorneys for the Official Committee of Unsecured Creditors (Attn: Brett H. Miller, Todd M. Goren, Debra M. Sinclair, Craig A. Damast, and James H. Burbage), by no later than **June 6, 2023 at 4:00 p.m. (Prevailing Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion by the Objection Deadline, the Bankruptcy Court may grant the relief requested in the Motion without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend any Hearing and failure to appear may result in relief being granted upon default.

Dated: May 27, 2023
Tysons, Virginia

/s/ William R. Wilder
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Attorney for Norske SAS-flygeres Forening

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Attorney for Norske SAS-flygeres Forening

**UNITED STATES BANKRUPTCY
COURT SOUTHERN DISTRICT OF
NEW YORK**

-----X	
In re	: Chapter 11
	:
SAS AB, <i>et al.</i> ,	: Case No. 22-10925 (MEW)
	:
Debtors. ¹	: (Jointly Administered)
-----X	

**MOTION OF NORSKE SAS-FLYGERES FORENING UNDER
11 U.S.C. § 1102(a)(4) FOR APPOINTMENT TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Norske SAS-flygeres Forening (“NSF”), respectfully represents as follows in support of this motion (the “Motion”):

Background

1. On July 5, 2022 (the “Commencement Date”), each Debtor commenced with the Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

2. Approximately 80% of SAS' employees are represented by one of 38 labor unions [ECF No. 3, ¶ 37, pp. 13-14].

3. NSF filed an application with the Office of the United States Trustee on July 15, 2022 requesting appointment of NSF to the Creditors Committee. *See Exhibit 2.* In that application, NSF explained that it was the certified collective bargaining representative for almost 300 SAS pilots based in Norway. It also explained that it cooperated with the other three certified unions of SAS pilots in Denmark, Norway and Sweden, and that those union had authorized NSF to act on their behalf in seeking appointment to the Creditors Committee in order that all of SAS' almost 1,000 pilots would be represented on the Creditors Committee ("the Pilot Unions").²

4. On July 22, 2022, the Office of the United States Trustee for Region 2 (the "U.S. Trustee") appointed the Official Committee of Unsecured Creditors (the "Creditors' Committee") [ECF No. 75]. The initial members of the Creditors' Committee were Airbus SAS, Dr. Malte Daniels, Jackson Square Aviation Ireland Limited, Viastat, Inc., Cityjet DAC Indus House, Flying Food Group, LLC and CFM International, SA. *Id.*

5. The Office of the US Trustee raised concerns at that time about appointing the Pilot Unions to the Creditors Committee due to the Restructuring Support Agreement entered between SAS and the unions as part of the settlement resolving the pilot strike in July 2022 and its provisions obligating the Pilot Unions to vote in favor of a Chapter 11 plan of reorganization that adopted conditions agreed to in the RSA. The US Trustee requested that the RSA be

² The Pilot Unions' agreed to designate NSF as their representative in seeking appointment to the Creditors Committee because NSF is the largest of the Pilot Unions and the SAS Pilot Group is not a certified labor organization that could be appointed to the Committee. Further, they believed the US Trustee would not wish to appoint all four Pilot Unions to the Committee.

amended to provide a fiduciary exception applicable to the Pilot Unions' participation as a member of the Creditors Committee from those plan support obligations. The Pilot Unions and SAS subsequently amended the RSA to include an exception to the reorganization plan support conditions stating those obligations did not apply to the Pilot Unions participation and decision-making as a member of the Creditors Committee. *See* ECF 309, p. 10; Exhibit A, p.6 ("provided, however, that, to the extent of any conflict, the aforementioned support obligations under this Agreement will not apply to a representative of the Pilot Unions in his or her capacity as a member of the Committee for the purpose of participating in the deliberations and voting on matters before the Committee.").

6. On July 27, 2022, the US Trustee filed an amended appointment reflecting the resignations of Cityjet and CFM International from the Committee [ECF 94].

7. On August 30, 2022, counsel for the Pilot Unions provided the Office of the US Trustee with the amended RSA including the fiduciary exception language requested by the US Trustee and renewed its request for appointment to the Creditors Committee. *See* Exhibit 3. No response to the Pilot Unions' request was received from the UST.

8. No replacement appointment for the resigned member of the Creditors Committee was made by the US Trustee.

9. On September 3, 2022, the Debtors filed the Motion of Debtors for Authority to (I) Enter Into and Perform Under (A) New Collective Labor Agreements and (B) Restructuring Support Agreement with Pilot Unions and (II) Compromise and Settle Certain Claims Related Thereto [ECF No. 309].

10. On September 28, 2022, the Court conducted a hearing on the Debtors' Motion. In that hearing, the Court stated its conclusion that the Restructuring Support

Agreement violated the Bankruptcy Code to the extent it obligated the Pilot Unions to vote in favor of a Chapter 11 Plan.

11. Subsequent to the September 28, 2022 hearing, SAS and the Pilot Unions amended their Restructuring Support Agreement to eliminate the obligation that the Pilot Unions vote in favor of a Chapter 11 Plan [ECF 680, ¶ 7, p. 4].

12. On November 15, 2022, counsel for the Pilot Unions sent the amended RSA to the Office of the US Trustee explaining that the plan support provision had been eliminated from the RSA and stating that the parties retained the exception from any obligations of the Pilot Unions under the amended RSA for their representative as a member of the Creditors Committee. *See* Exhibit 4. The e-mail again noted the request of the Pilot Unions to be appointed to the UCC. No response to the Pilot Unions' request was made by the Office of the US Trustee.

13. Also in November 2022, the Pilot Unions began participating in Creditors Committee meetings as an *ex officio* member with the consent of the Committee Members.

14. On January 30, 2023, counsel for the Pilot Unions again contacted the Office of the United States Trustee by email. *See* Exhibit 5, pp. 1-2. That communication noted that the Pilot Unions had been participating as *ex officio* members of the Creditors Committee for two months, which had been productive. However, it explained that the Debtors' Chapter 11 case was proceeding into the plan development process, including presentation of a restructuring business plan, and that the Pilot Unions which to participate in the review of the business plan with NSF as an official member of the Creditors Committee.

15. On February 1, 2023, the Office of US Trustee asked for confirmation on the status of the plan support conditions in the amended RSA between SAS and the Pilot Unions.

See Exhibit 5. Counsel for the Pilot Unions replied that day to confirm the provisions were deleted from the amended RSA and the Unions were under no obligation to support a Chapter 11 Plan proposed by Debtors or financing related to the Plan. *Id.*

16. On February 13, 2023, Counsel for the Pilot Unions again contacted the Office of the US Trustee inquiring about the status of the unions request for appointment to the Creditors Committee. *Id.* No response to the inquiry was received.

17. On or about March 23, 2023, another member of the Creditors Committee, Viasat, Inc., resigned from the Committee reducing it to four members. Counsel for the Pilot Unions contacted the Office of the US Trustee on March 23, 2023 reiterating the Pilot Unions' request for appointment to the Creditors Committee. *See Exhibit 6.* Counsel noted that NSF is a member of the Norwegian national trade federation LO and had been endorsed by LO to represent the interests of SAS employees in the bankruptcy proceeding by seeking appointment to the Creditors Committee. *Id.*

18. After not receiving a response from the Office of the US Trustee, counsel for the Pilot Unions sent a letter to the US Trustee on April 14, 2023 once more reiterating the Pilot Unions' request to serve on the Creditors Committee. *See Exhibit 7.* Counsel noted that pilot unions had been appointed to creditors committees in all large US airline cases that proceeded in this Court for the past 20 years, including Delta Air Lines, Northwest Airlines, Frontier Airlines, Mesa Air Group and Republic Airlines, and also in the three recent foreign airline bankruptcies occurring in this Court, Aeromexico, Avianca Airlines and LATAM Airlines. He also noted the lack of representation by any labor union on the Creditors Committee as well as the lack of a Scandinavian creditor on the Committee. Finally, counsel noted that NSF had been supported by all Pilot Unions representing SAS pilots as well as the Norwegian national

trade union federation, LO, in seeking appointment to the Committee. No response has been received from the Office of the US Trustee.

19. The Pilot Unions understand that the Creditors Committee has requested that the UST update the membership of the Committee to reflect Viasat's resignation, and also requesting that the Pilot Unions be appointed to the Committee.

Reasons Why the Requested Relief Should be Granted

20. The Court may grant the relief requested herein pursuant to Sections 1102(a)(4) and 105(a) of the Bankruptcy Code.

21. Section 1102(a)(1) of the Bankruptcy Code grants power and discretion to the Office of the United States Trustee to appoint a committee of unsecured creditors.

22. Section 1102(a)(4) permits a party in interest to file a motion seeking an order of the Bankruptcy Court directing the United States Trustee to change the membership of an appointed committee, including appointment of the movant as a member of that committee, upon its determination that the change is necessary to ensure adequate representation of creditors.

23. In an unpublished decision by a judge of this Court, *In re Park Circle West Realty, LLC*, 2010 Bankr. LEXIS 2463 *; 2010 WL 3219531 (Bankr. S.D.N.Y. 2010), Bankruptcy Judge Gonzalez considered the motion under Rule 1102(a)(4) by a creditor law firm for appointment to the creditors committee. Judge Gonzalez first noted that the United States Trustee has power and discretion under Section 1102(a)(1) to appoint creditors to the Committee, and considered whether the UST violated its discretion in declining to appoint the law firm to the creditors committee because it concluded that the firm may not be able to fulfill its fiduciary obligation to creditors due to its attorney-client relationship with the debtors. 2010 Bankr.

LEXIS *5-6. He concluded that the Trustee did not abuse its discretion because its interpretation of the law firm's privilege issue was not unreasonable.

24. The US Trustee initially declined to appoint NSF to the Creditors Committee based on the Trustee's concern over the plan support provisions in the Pilot Unions' RSA. The UST instructed counsel for NSF to include in the RSA an exception from those plan support obligations covering participation as a member of the Creditors Committee. While the Pilot Unions did not agree with that concern since their plan support obligations were not negotiated to apply to membership on the Creditors Committee, they promptly renegotiated the RSA in August 2022 to obtain SAS' agreement to such a committee membership exception and then notified the UST that the requested modification to the RSA had been made. Subsequently, the plan support provisions in the RSA were deleted in their entirety.

25. While the UST's initial determination that the RSA plan support provisions created a potential conflict with the fiduciary duty of a creditors committee member, that determination was mooted by the subsequent modifications of the RSA in August 2022 and November 2022. Since then, however, the UST has not stated any decision on the Pilot Unions' request for appointment to the Creditors Committee. It has failed to do so despite three of the initial members of the Committee resigning, leaving it with just four members.

26. The UST has also failed to act on the Pilot Unions' request despite the fact that SAS is a heavily unionized airline, with 38 different unions across three Scandinavian countries, and the fact all recent airline cases in this Court have seen unions of the airlines' pilots appointed to the creditors committee. As NSF noted in its April 2023 letter to the UST, for this US-based reorganization proceeding to be viewed as credible by the Debtors' thousands of

unionized Scandinavian employees, appointment of NSF on behalf of the Pilot Unions and their parent trade federations is essential.

27. The Pilot Unions also provide the Creditors Committee with operational knowledge and expertise for evaluating the Debtors' business in addition to representing the SAS' key operational employees.

28. Further, appointment of NSF would place a Scandinavian creditor on the Creditors Committee, which currently does not have a Scandinavian member. Since a Chapter 11 Plan of Reorganization must be subject to a subsequent proceeding in Sweden under Swedish reorganization law, the UST should ensure representation of Scandinavian creditors on the Committee.

29. Finally, NSF understands that counsel for the Creditors Committee has requested that the UST update the Committee's membership and appoint the Pilot Unions to the Committee.

30. NSF also understands that the Debtors have supported its appointment to the Creditors Committee, as representative of the Pilot Unions.

31. NSF submits that given these interests in ensuring adequate representation on the Committee, that its application is supported by the Debtors and the Committee, and that three original members of the Committee have resigned, the UST's failure to even respond to NSF's numerous requests for appointment is an abuse of discretion. And further, that there is no reasonable basis for denying NSF's request for appointment.

32. Judge Gonzalez in *In re Park West Circle* next evaluated the adequacy of the Committee's representation of creditors under 11 U.S.C. §1102(a)(4). He noted that the Court reviews the UST's decision on appointment of Committee members *de novo* under that

provision. 2010 Bankr. LEXIS 2463 *7, *citing, In re Enron Corp.*, 279 B.R. 671, 684 (Bankr. S.D.N.Y. 2002). The factors often applied to analyzing adequacy of committee representation are:

the ability of the committee to function; (2) the nature of the case; (3) the standing and desires of the various constituencies; (4) the ability for creditors to participate in the case even without an official committee and the potential to recover expenses pursuant to § 503(b); (5) whether different classes may be treated differently under a plan and need representation; (6) the motivation of the movants; (7) the delay and additional cost of granting the motion; (8) the point in the proceeding when the motion is made; (9) the tasks the committee is to perform; and (10) any other relevant factors.

Id. (internal citations omitted). The analysis occurs on a case-by-case basis, with no single factor being determinative, and in view “that adequate representation ‘lies not in the uniqueness of a single claim but ‘in the nature of the case and the composition of the committee.’” *Id.* at *9, *citing, In re Drexel Burnham Lambert Group, Inc.*, 118 B.R. 209, 212 (Bankr. S.D.N.Y. 1990).

33. NSF submits that under these factors its request for appointment should be granted. Its application is not based on the inability of the Committee to function. The Committee has very experienced counsel, especially in airline cases, known for effective representation of creditors committees. NSF has participated for months as an *ex officio* member, and in that time, the Committee has functioned by consensus. But, “a functioning committee, alone, does not necessarily ensure that all creditors groups are adequately represented.” *In re Park West Circle Reality, LLC*, 2010 Bankr. LEXIS 2463 *7, *citing, In re Enron Corp.*, 279 B.R. 671, 685 (Bankr. S.D.N.Y. 2002). Similarly, that factor is not dispositive here. *Id.*

34. The balance of the other factors supports appointment of NSF to the Creditors Committee.

- a. (2) The nature of the case. As noted above, this is a foreign airline case of a highly-unionized air carrier. As with other airline cases in this court, appointment of the Pilot Unions to the Committee is appropriate to ensure employees' interests are represented and that this proceeding that will be subject to further proceedings in Sweden is viewed credibly by the employees throughout the three Scandinavian countries, as well as other Scandinavian creditors.
- b. (3) The standing and desires of the various constituencies. NSF has standing as an unsecured creditor of SAS under an approved claim along with the other Pilot Unions. Representation of employees and Scandinavian creditors in the Debtors' home countries, who are currently unrepresented on the Committee, support appointment of NSF under this factor.
- c. (4) The ability for creditors to participate in the case even without an official committee and the potential to recover expenses pursuant to § 503(b). While NSF has participated as a nonvoting *ex officio* member of the Committee, its submits that is not sufficient to represent the interests of the Pilots and other employees in comparison to official voting status on the Committee where the employees' representative would have the same standing as other Committee members in deliberations. *See, e.g., In re Plabell Rubber Products*, 140 B.R. 179 (N.D. Ohio 1992)(ordering appointment of union to creditors

committee, which had been serving in ex officio status at direction of US Trustee).

- d. (5) Whether different classes may be treated differently under a plan and need representation. This factor is not relevant to NSF's motion.
- e. (6) The motivation of the movants. As NSF has made clear since its first application, its motivation to serve on the Creditors Committee is to ensure representation of the interests of employees and provide the Committee with expertise concerning SAS' operations. That motive is not in conflict with any other creditor. This factor supports NSF's appointment.
- f. (7) The delay and additional cost of granting the motion. No delay or additional cost will result from NSF's appointment since it has been participating in ex officio status since November 2022. This factor supports granting NSF's motion.
- g. (8) The point in the proceeding when the motion is made and (9) the tasks the committee is to perform. The case is in the posture of evaluating the Debtors' business plan and later a plan of reorganization when presented. Since NSF has been participating in Committee meetings, it is already versed in the case to participate in the work of the Committee. Both factors support appointment of NSF.³

³ NSF did not bring this motion previously in favor of addressing its appointment directly with the United States Trustee to avoid a dispute with the UST and also avoid any distraction for the Creditors Committee. The motion is brought now in view of the failure of the UST to respond at all the NSF's multiple requests for appointment or to update the Committee's membership after the loss of three members.

h. (10) Any other relevant factors. The Committee currently has only four members. NSF understands that the Committee has requested that the US Trustee appoint NSF to the Committee as part of updating its membership following resignations to no avail. Adding a fifth member representing an important constituency is necessary when the case is moving into the critical plan evaluation and financing stage. That the Committees has lost three original members also weighs in favor of NSF's appointment.

35. In summary, NSF submits that overall consideration of the factors typically applied to a Section 1102(a)(4) motion for appointment supports granting the motion.

Notice of Hearing

36. Notice of this Motion will be provided in accordance with the procedures set forth in the Order Implementing Certain Notice and Case Management Procedures [ECF No. 292]. NSF respectfully submits that no further notice is required.

37. NSF has not previously requested the relief sought in this motion.

WHEREFORE, Norske SAS-flygeres Forening respectfully requests entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: May 27, 2023
Tysons, Virginia.

/s/ William R. Wilder
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July 15, 2022

Via E-Mail: USTPRegion02.NYECF@usdoj.gov

Gregory Zipes, Esq.
Trial Attorney
Office of the United State Trustee
U.S. Department of Justice
Southern District of New York
U.S. Federal Office Building
201 Varick Street, Room 1006
New York, NY 10014

Re: Appointment to the Official Committee of Unsecured Creditors
In re SAS AB, *et al.*
Case No. 22-10925 (MEW)

Dear Mr. Zipes:

Attached please find the completed Questionnaire for consideration of appointment to the Official Committee of Unsecured Creditors ("UCC") by the Norske SAS-flygeres Forening (Norwegian SAS-pilots Association) ("NSF" or "the Union"), the trade union representative for 256 Norwegian-based pilots of Debtor Scandinavian Airline Systems Denmark-Norway-Sweden ("SAS D-N-S"). In support of its request for membership on the Committee, the Union submits the completed questionnaire. I am counsel to the Union concerning the pending bankruptcy proceeding.

SAS D-N-S employs approximately 900 pilots across the countries of Denmark, Norway and Sweden. The pilots are represented by four unions in the three different countries. The unions have separate certifications and contracts with SAS D-N-S, which are subject to the laws of Denmark, Norway or Sweden,

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WILDER LAW GROUP, PLLC

Mr. Zipes
July 15, 2022
Page 2

respectively. The unions coordinate their bargaining through a coalition known as the SAS Pilot Group (SPG). The SPG is not a formally-organized entity but provides a platform for the unions to coordinate their bargaining with SAS D-N-S. The four unions are:

- DPF: Dansk Pilotforening (Danish Pilot Union), 250 members. Member association of Dansk Metal (Danish Metal), a trade union in the Danish organization FH.
- NSF: Norske SAS-flygeres Forening (Norwegian SAS-pilots Association), 256 members. Member association of Norsk Flygerforbund (Norwegian ALPA), a trade union in the Norwegian organization LO.
- SNF: SAS Norge Flygerforening (SAS Norway Pilot Union), 150 members. Member association of Parat, a trade union in the Norwegian organization YS.
- SPF: Svensk Pilotförening, SAS-sektionen (Swedish Air Line Pilots Association, SAS-section), 235 members. Independent trade union for all Swedish civilian pilots.

As your office is aware, the four unions are currently in coordinated collective bargaining negotiations with SAS D-N-S, which have so far been unsuccessful. The airline, as part of its restructuring plan designated “SAS Forward,” has asserted it requires approximately SEK 1.2 billion (Swedish Kroner) or \$114 million USD, in annual savings from its various employee groups. Of that total amount, the Company has made a demand for concessions of SEK 791.3 million, or \$75 million USD, in annual concessions from its pilots, constituting 66% of the total savings from labor. The pilots have initiated strike action under the laws of their respective countries due to the failure to reach agreement within the legally-designated deadline. The parties continue in collective bargaining under supervised mediation by the Swedish government. Debtor SAS D-N-S seeks significant concessions from the pilots totaling \$300 million or more over the term of modified collective labor agreements.

WILDER LAW GROUP, PLLC

Mr. Zipes
July 15, 2022
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The pilot unions represent a key employee group for the Debtors. The pilots can provide important insight to the Committee in evaluating the Debtors' ongoing operations and potential reorganization plans. Given the amount of concessions sought by the Debtors from the pilots, they would also constitute a significant unsecured creditor of the Debtors. The pilots of SAS D-N-S are being asked to agree to far more in contract concessions than any other labor group employed by the Debtors.

The pilot unions recognize that in the formation of an Official Committee of Unsecured Creditors in the SAS AB proceeding the US Trustee seeks balance on the Committee. To facilitate pilot representation on the UCC, the pilot unions have agreed that the largest of the four unions, NSF (part of Norwegian ALPA), would act as representative for all four of the unions in seeking appointment to the UCC. NSF anticipates that three individuals would participate on its behalf in the Committee's proceedings to ensure availability for meetings and decisionmaking: Roger Klokset, Chairman of NSF, Martin Lindgren, Chairman of SPF (the Swedish SAS pilot union), and Jack Netskar, an SAS pilot and President of the International Federation of Air Line Pilot Associations. NSF would be able to participate in all necessary deliberations of the Committee.

In terms of pilot union appointments to Creditors Committees in prior cases in the Southern District of New York, in the three most recent airline cases in this jurisdiction, Avianca Airlines, Aeromexico and Latam Airlines, pilot unions were appointed to the UCC. (I represented the pilot unions in Aeromexico and Latam). That also occurred in the most recent U.S. airline bankruptcy proceeding in the Southern District of New York, Republic Airways Holdings, Inc., where I represented the International Brotherhood of Teamsters, which represents the pilots of Republic Airways.

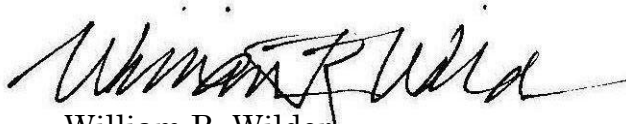
NSF therefore respectfully requests appointment to the Creditors Committee in this proceeding.

WILDER LAW GROUP, PLLC

Mr. Zipes
July 15, 2022
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Please notify me if you require additional information in support of this request.

Sincerely,



William R. Wilder

Enclosure

cc: R. Klokset
M. Lindgren
J. Netskar

OFFICE OF THE UNITED STATES TRUSTEE
SOUTHERN DISTRICT OF NEW YORK
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, NY 10014
Tel. No. (212) 510-0500
USTPRegion02.NYECF@usdoj.gov

QUESTIONNAIRE FOR OFFICIAL COMMITTEE OF UNSECURED
CREDITORS[†]

Re: SAS AB, *et al.*,[‡]
Case No. 22-10925 Thru 22-10938 (MEW)
Joint Administration Pending

GZ

PLEASE RETURN BY EMAIL SO THAT THIS QUESTIONNAIRE IS
RECEIVED NO LATER THAN:
July 18, 2022 at 12:00 p.m. EST

Please Type or Print Clearly

I am willing to serve on a Committee of Unsecured Creditors. Yes (✓) No ()

A. Unsecured Creditor's Name and Contact Information:

Norske SAS-Flygeres Forening (NSF), on behalf
of itself and the other unions of the SAS Pilot Group
Name: Roger Klokset, Chairman Phone: +47 67 10 26 10
Jack Netskar, IFALPA
Address: Martin Lindgren, Chairman, Svensk Pilotforening, SAS Fax: roger.klokset@saspilot.no
Drammensveien 43 j-netska@online.no
0271 Oslo, Norway E-mail: martin.lindgren@swealpa.se

B. Counsel (If Any) for Creditor and Contact Information:

Name: William R. Wilder Phone: (703) 712-4772
Address: 1750 Tysons Blvd., Suite 1500
Tysons, VA 22102 Fax: _____

[†] Note: This is not a proof of claim form. Proof of claim forms are filed with the Clerk of the Bankruptcy Court, not with the United States Trustee.

[‡] The Debtors in these chapter 11 cases are SAS AB, SAS Danmark A/S, SAS Norge AS, SAS Sverige AB, Scandinavian Airlines System Denmark-Norway-Sweden, Scandinavian Airlines of North America Inc. (2393), Gorm Asset Management Ltd., Gorm Dark Blue Ltd., Gorm Deep Blue Ltd., Gorm Sky Blue Ltd., Gorm Warm Red Ltd., Gorm Light Blue Ltd., Gorm Ocean Blue Ltd., and Gorm Engine Management Ltd. The Debtors' mailing address is AVD kod: STOUU-T, SE-195 87 Stockholm, Sweden.

E-mail: wwilder@wilderlg.com

C. If you have been contacted by a professional person(s) (e.g. attorney, accountant, or financial advisor) regarding the formation of this committee, please provide the individual's name and/or contact information:

D. Amount of Unsecured Claim (U.S. \$) (Not yet determined due to ongoing labor dispute)

E. If your claim is against more than one Debtor, list all Debtors: _____

SAS Scandinavian Airlines Systems Denmark-Norway-Sweden

F. Describe the nature of your claim(s), i.e., whether arising from goods or services provided; loans made; litigation; etc., including whether any portion is secured. If secured, please describe the collateral securing the claim. If any portion of the claim(s) arises from litigation, please state the nature of the claim, the case number and jurisdiction (if applicable) and the status.

SAS AB and its subsidiary Scandinavian Airline System D-N-S have made a concession demand for reductions in pay and other terms of collective labor agreements to the pilot unions of SAS D-N-S. That demand amounts to SEK 791.3 million (Swedish Kroner) in annual concessions, approximately \$75 million USD, by FY 2026, and constitutes 66% of SAS' total concession demand from all employees. SAS has made a total concession demand over the period to FY 2026 of at least \$300 million USD. That amount remains under negotiation and is not determined due to the ongoing labor dispute.

G. Amount of Unsecured Claim entitled to 11 U.S.C. § 503(b) as an administrative expense:

H. Would your schedule permit you to actively participate on the committee by attending weekly meetings (either by telephone or in person)? Yes (✓) No ()

Representations:

1. Are you or the company you represent in any way "affiliated" with any of the Debtors within the meaning of Section 101(2) of the Bankruptcy Code, or a shareholder of, or related to, the Debtor(s)? Yes () No (✓)

If a shareholder, state the number of shares: _____

2. Do you, or the company you represent, engage in a business which directly or indirectly competes with any of the businesses of the Debtor(s)? Yes () No (✓)
3. Have you ever been or are you an officer, director, agent, representative or employee of the Debtor(s)?
Yes () No (✓) Does your claim arise from this relationship? Yes () No (✓)
4. State when you acquired the claim, the amount paid, and the face amount of the claim:_____
5. Have you or your attorney entered into a settlement agreement with the Debtor regarding resolution of your claim? Yes () No (✓)
6. Do you have a claim against any entity affiliated with the Debtor? Yes () No (✓)
State the name of the entity and the nature and amount of the claims:_____
7. Do you or any affiliated entities have any other claims against, or debt or equity securities of, the Debtors(s)? Yes () No (✓)
8. Do you or any affiliated entities have any financial arrangement that may affect the value of your claim(s) against or interest(s) in the Debtor(s) (e.g., personal guarantees, credit insurance, *etc.*)? Yes () No (✓)
9. If a professional person has arranged for someone to hold a proxy on your behalf, please identify that individual:_____

You may attach a written statement to explain or supplement any responses.

Creditors wishing to serve as fiduciaries on an official committee are advised that they may not purchase, sell or otherwise trade in or transfer claims against the Debtor while they are committee members absent an order of the court on application of the creditor.

Please be advised that once a committee is formed, the United States Trustee will file a notice of appointment in the court record that contains contact information for any creditor appointed, including the creditor's name, address and telephone number.

Privacy Act Statement. 11 U.S.C. § 1102 authorizes the collection of this information. The information will be used by the United States Trustee to determine your qualifications for appointment to the Committee. Disclosure of this information may be to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office of the United States Trustee's system of records, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link:
http://www.justice.gov/ust/eo/rules_regulations/index.htm. Your disclosure of information is voluntary; however, failure to provide the requested information may result in the rejection of your application to be appointed to the Committee.

I hereby certify that, to the best of my knowledge and belief, the answers to this Questionnaire are true and correct. By executing this Questionnaire, I also agree to the restrictions and conditions set forth in the preceding paragraphs and in the Committee Information Sheet, and I agree to provide the periodic certifications upon the request of the United States Trustee.

Date: July 15, 2022



Signature

William R. Wilder

Print Name

Attorney for Applicant

Title

William Wilder

From: William Wilder
Sent: Tuesday, August 30, 2022 5:03 PM
To: Zipes, Greg (USTP)
Cc: Tauro, Lauren; Miller, Brett
Subject: RE: SAS - Restructuring Support Agreement
Attachments: SAS - Labor Unions RSA (Executed).PDF

Hi Greg,

Attached is the executed RSA between SAS and the pilot unions. The relevant support provisions for the unions and exception for UCC representatives are on pages 5 and 6, with the UCC carveout language appearing in the middle of page 6. My clients hope this will allow the union's request for committee appointment to now be granted. Please contact me with any questions.

All the best,
Bill Wilder

From: William Wilder <wwilder@wilderlg.com>
Sent: Friday, August 26, 2022 10:40 AM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Cc: Tauro, Lauren <Lauren.Tauro@weil.com>; Miller, Brett <BMiller@willkie.com>
Subject: Re: SAS - Restructuring Support Agreement

Great. Thanks, Greg. Feel free to reach out as needed.

Best,
Bill

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From: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Sent: Friday, August 26, 2022 10:38:46 AM
To: William Wilder <wwilder@wilderlg.com>
Cc: Tauro, Lauren <Lauren.Tauro@weil.com>; Miller, Brett <BMiller@willkie.com>
Subject: RE: SAS - Restructuring Support Agreement

Got it. Thanks.

From: William Wilder <wwilder@wilderlg.com>
Sent: Friday, August 26, 2022 7:55 AM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Cc: Tauro, Lauren <Lauren.Tauro@weil.com>; Miller, Brett <BMiller@willkie.com>
Subject: [EXTERNAL] Fwd: SAS - Restructuring Support Agreement

Good morning Greg

SAS and the pilot unions have finalized and signed the RSA associated with the new collective labor agreements. Attached is the executed RSA. The relevant support provisions for the unions and exception for UCC representatives are on pages 5 and 6. My clients hope this will allow the union's request for committee appointment to now be granted. Please contact me with any questions.

Best,
Bill Wilder

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From: Tauro, Lauren <Lauren.Tauro@weil.com>
Sent: Thursday, August 25, 2022 7:28 PM
To: William Wilder <wwilder@wilderlg.com>
Cc: Project Alma Weil <Project.Alma.Weil@weil.com>
Subject: RE: SAS - Restructuring Support Agreement

Attached is the fully executed RSA for your records.



Lauren Tauro

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
lauren.tauro@weil.com
+1 212 310 8025 Direct
+1 212 310 8007 Fax

William Wilder

From: William Wilder
Sent: Tuesday, November 15, 2022 5:13 PM
To: Zipes, Greg (USTP)
Cc: Miller, Brett
Subject: Amended agreement between SAS and pilot unions
Attachments: William R_ Wilder.vcf; SAS - Amended and Restated Agreement [Execution Version]_WEIL_98900049_1.PDF

Hi Greg,

As FYI, SAS and the pilot unions have revised their agreement related to the Union's unsecured claim. The plan support provisions have been removed (both as to a proposed plan and exit financing) however we retained the exemption for UCC membership. The unions continue to seek their UCC appointment as previously expressed to the United States Trustee.

Please let me know any questions.

Thanks,
Bill Wilder

Sincerely,

William R. Wilder
Wilder Law Group, PLLC
1750 Tysons Blvd
Suite 1500
Tysons, VA 22102
(703) 712-4773 [Direct]
(703) 712-4772
wwilder@wilderlg.com
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1750 Tysons Blvd
Suite 1500
Tysons, VA 22102

William Wilder

From: William Wilder
Sent: Monday, February 13, 2023 11:23 AM
To: Zipes, Greg (USTP)
Subject: Re: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Hi Greg

Any update you can share with me on the pilots' appointment?

Thanks,
Bill Wilder

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From: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Sent: Thursday, February 2, 2023 9:21:19 AM
To: William Wilder <wwilder@wilderlg.com>
Subject: RE: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Thanks

From: William Wilder <wwilder@wilderlg.com>
Sent: Wednesday, February 1, 2023 9:25 PM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Subject: [EXTERNAL] Re: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

The plan support provisions were removed entirely from the amended agreement approved in December. The pilot unions now have no requirement to support the debtor's proposed plan or financing under the plan.

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From: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Sent: Wednesday, February 1, 2023 9:05 PM
To: William Wilder <wwilder@wilderlg.com>
Subject: RE: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Can you please remind of the status of the RSA and the fiduciary out?

From: William Wilder <wwilder@wilderlg.com>
Sent: Monday, January 30, 2023 4:52 PM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Subject: [EXTERNAL] SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Hello Greg,

Further on our conversation from earlier today, I am emailing to renew the request of the Norwegian SAS Pilots Union (Norske SAS-flygeres forening (NSF)) for appointment to the Official Committee of Unsecured Creditors. Roger Klokset and Ole Knutsen, who are the chair and vice-chair of NSF, would be the representatives on the Committee.

The pilots union has been participating in Committee meetings as an ex officio member for approximately two months, which has been productive. However, the Committee anticipates that its work will become more intensive in the next several weeks as the Debtors expect to provide a business plan in late February or March that would then support its financing process for a proposed plan of reorganization. NSF (which coordinates with the other three unions representing SAS pilots) wishes to be able to participate as an official member in that business plan review. The Committee doesn't anticipate the Debtors will begin the Plan of Reorganization solicitation process until later in the Summer. Since the pilots have already been attending committee meetings and meetings with the committee's financial analysts, they do not require any period of orientation/education to participate in the committee. The pilots' official participation on the Committee would also give Scandinavian and labor representation on the committee which is currently lacking.

Please let me know if you need any further information.

Best,
Bill Wilder

Sincerely,

William R. Wilder
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Suite 1500
Tysons, VA 22102

William Wilder

From: William Wilder
Sent: Thursday, March 23, 2023 1:50 PM
To: Zipes, Greg (USTP)
Cc: Miller, Brett
Subject: RE: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment
Attachments: 220913 LO support labour representation in the Unsecured Creditors Committee.pdf

Hello Greg,

I understand from Brett Miller that Viasat has resigned as a member of the UCC. I am writing to reiterate the request of NSF, on behalf of the pilot unions making up the SAS Pilot Group (SPG), to be appointed to the Committee. Each of the pilot unions in SPG is a member of the national trade union confederation of their respective countries, which confederations also represent other employee groups at SAS. NSF is a member of the Norwegian Confederation of Trade Unions (LO). LO has expressed its desire for appointment of NSF to the UCC to ensure representation of the 38 different unionized employee groups across SAS. A copy of that letter is attached as reference. Appointment of NSF would also ensure representation of Scandinavian creditors on the UCC, in addition to labor representation, which are both currently lacking from the UCC.

As I noted in our earlier discussion, under the revised claim agreement between SAS and the pilot unions, the unions are free to decide on whether to support a plan of reorganization proposed by the debtors as would any other member of the UCC. The pilot unions have no plan support obligation restricting their participation on the UCC.

Please let me know if you need further information from the pilot unions concerning their request for appointment.

Best,
Bill Wilder

From: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Sent: Tuesday, February 14, 2023 10:20 AM
To: William Wilder <wwilder@wilderlg.com>
Subject: RE: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

No further update at this time.

From: William Wilder <wwilder@wilderlg.com>
Sent: Monday, February 13, 2023 11:23 AM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Subject: [EXTERNAL] Re: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Hi Greg

Any update you can share with me on the pilots' appointment?

Thanks,
Bill Wilder

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From: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Sent: Thursday, February 2, 2023 9:21:19 AM
To: William Wilder <wwilder@wilderlg.com>
Subject: RE: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Thanks

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Sent: Wednesday, February 1, 2023 9:25 PM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
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Sent: Wednesday, February 1, 2023 9:05 PM
To: William Wilder <wwilder@wilderlg.com>
Subject: RE: SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Can you please remind of the status of the RSA and the fiduciary out?

From: William Wilder <wwilder@wilderlg.com>
Sent: Monday, January 30, 2023 4:52 PM
To: Zipes, Greg (USTP) <Greg.Zipes@usdoj.gov>
Subject: [EXTERNAL] SAS Pilot Group / Norwegian Pilots Union request for Committee appointment

Hello Greg,

Further on our conversation from earlier today, I am emailing to renew the request of the Norwegian SAS Pilots Union (Norske SAS-flygeres forening (NSF)) for appointment to the Official Committee of Unsecured Creditors. Roger Klokset and Ole Knutsen, who are the chair and vice-chair of NSF, would be the representatives on the Committee.

The pilots union has been participating in Committee meetings as an ex officio member for approximately two months, which has been productive. However, the Committee anticipates that its work will become more intensive in the next several weeks as the Debtors expect to provide a business plan in late February or March that would then support its financing process for a proposed plan of reorganization. NSF (which coordinates with the other three unions representing SAS pilots) wishes to be able to participate as an official member in that business plan review. The Committee doesn't anticipate the Debtors will begin the Plan of Reorganization solicitation process until later in the Summer. Since the pilots have already been attending committee meetings and meetings with the committee's financial analysts, they do not require any period of orientation/education to participate in the committee. The pilots' official participation on the Committee would also give Scandinavian and labor representation on the committee which is currently lacking.

Please let me know if you need any further information.

Best,
Bill Wilder

Sincerely,

William R. Wilder
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Tysons, VA 22102



Norske SAS-flygeres forening

Oslo, 13.09.2022
Our ref. 22/2268-1
654.30/ERH1
Your ref.

Att:

LO support labour representation in the Unsecured Creditors Committee

The Norwegian Confederation of Trade Unions (LO) represents 975,000 workers in Norway and more than 8,000 workers in aviation alone.

The confederation has supported the restructuring of SAS but is deeply concerned about labour representation in the UCC. The lack of representation is in contrasts to the normal way of involving employees in the development of enterprises in Scandinavia, through involvement and accountability from all stakeholders, also known as the Scandinavian model. In our view it is of utmost urgency to secure a committee representative for all 8,000 employees in SAS. Not only to represent the interest of all employees, but to safeguard the Scandinavian model and employee involvement in securing a restructured and sustainable airline.

Norske SAS-flygeres Forening (NSF) will fill this gap and the Confederation strongly advise such representation on behalf of all workers in SAS. NSF is holding power of attorneys from Swedish and Danish unions and is a member of LO, securing a broad representation.

The Confederation looks forward to developing SAS further and in cooperation safeguard their market constituting 40% of SAS revenue.

Yours sincerely
LO NORWAY

Sissel M. Skoghaug
First vicepresident
(Sig.)

Kenneth Sandmo
Head of department
(Sig.)

An electronic signature has the same legal effect and enforceability as a written signature.

The Norwegian Confederation of Trade Unions

Torggata 12, N-0181 Oslo. E-mail: lo@lo.no. www.lo.no. Telephone +47 23 06 10 00. Organization number: 971 074 337.
Account number: 9001 07 00182. Invoice on e-mail: 971074337@autoinvoice.no. Electronic invoice (EHF): 9908:971074337



WILDER LAW GROUP, PLLC

WILLIAM R. WILDER

ADMITTED DC, TX, VA
DIRECT DIAL: (703) 712-4773
WWILDER@WILDERLG.COM

April 14, 2023

Via E-Mail: USTPRegion02.NYECF@usdoj.gov

William K. Harrington, Esq.
United States Trustee
U.S. Department of Justice
Southern District of New York
U.S. Federal Office Building
201 Varick Street, Room 1006
New York, NY 10014

Re: Appointment to the Official Committee of Unsecured Creditors
In re SAS AB, *et al.*
Case No. 22-10925 (MEW)

Dear Mr. Harrington:

I am writing to reiterate the request of Norske SAS-flygeres Forening (Norwegian SAS-pilots Association) (“NSF” or “the Pilot Union”), the trade union representative for over 300 Norwegian-based pilots of Debtor Scandinavian Airline Systems Denmark-Norway-Sweden (“SAS D-N-S”), to be appointed to the Official Committee of Unsecured Creditors (“UCC”). The Pilot Union first sought appointment in July 2022 (letter enclosed). When the Office of the United States Trustee raised a potential issue concerning the reorganization plan support condition under the amended collective labor agreements entered by the four pilot unions making up the SAS Pilot Group (“SPG”), that concern was resolved by the pilot unions and SAS agreeing in August 2022 to a fiduciary exception for the unions as members of the UCC from any plan support condition. At that point, NSF renewed its request for appointment. No response to this request was received from your office, however. The pilot unions and SAS further amended their agreement in December 2022 to eliminate the plan support condition. That agreement was

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WILDER LAW GROUP, PLLC

Mr. Harrington
April 14, 2023
Page 2

approved by the bankruptcy court on December 9, 2022. Following that change, the unions once again contacted your office concerning appointment to the Creditors Committee on January 30, 2023, with no response from your office. Finally, in March 2023 a member of the Committee, Viasat, resigned. NSF again renewed its request for appointment to the Committee. We understand that counsel for the Committee has communicated to your office the Committee's request for appointment of the Pilot Union to the Committee. To date, however, no response from your office has been received.

Representatives of the pilot unions of SPG have informally worked with the Creditors Committee in an "ex officio" status since November 2022. They have participated in all meetings and had a number of meetings with Committee professionals concerning SAS's reorganization. They are up to speed on the status of the case and the important issues facing the Committee. They also provide an important knowledge resource for the members of the Committee given their status as the key operating employee group at SAS. This is reflected in the Committee's request for the appointment of the pilots to the Committee.

Ex officio status of the pilot unions is not adequate to address the need for labor representation on the UCC given that SAS has approximately 38 separate unionized employee groups. The pilot unions in the SAS Pilot Group are each members of their respective countries' trade union confederations. Collectively, they represent over 1,000, more than 90 percent, of SAS' pilots. NSF is a member of the Norwegian trade union confederation, LO. And LO has endorsed the importance of NSF's appointment to the Committee to represent the various employee groups of SAS (letter enclosed). NSF has been designated by the other pilot unions in SPG to act as their representative on the UCC, recognizing that appointment of all four unions to the Committee is not practical (the SAS Pilot Group is not itself an official labor organization permitting its appointment to the Committee). Representatives of the pilot unions from across Denmark, Norway and Sweden attend meetings of the Committee, ensuring comprehensive representation of labor interests across all of the countries. Pilot unions have been appointed as members of the Committee of Unsecured Creditors in all major airline cases occurring in the Southern District of New York since 2005, including the recent Aero México, Avianca Airlines and Latam Airlines cases.

WILDER LAW GROUP, PLLC

Mr. Harrington

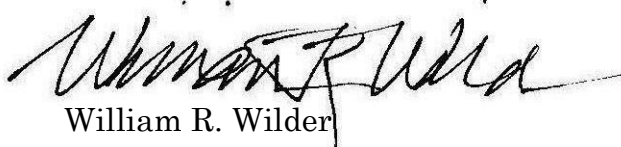
April 14, 2023

Page 3

In addition to the loss of an appointed member with Viasat's resignation, which leaves the Committee with only four members, the current membership of the UCC lacks labor representation and representation of Scandinavian creditors. Section 1102(a)(2) requires that the Unsecured Creditor's Committee have adequate representation of creditors. Appointment of NSF would both achieve representation of SAS employees represented by the SPG unions and their parent labor federations, and ensure representation of Scandinavian creditors, since the pilot unions hold a 1 Billion SEK unsecured claim against SAS. Approval of SAS' plan of reorganization will have to be obtained by a proceeding in Scandinavia, and it is therefore important for a successful reorganization that the Chapter 11 process adequately represent stakeholders in Scandinavia to have credibility in those countries legal and political systems.

Given that the Debtors' case is moving into the equity solicitation process and evaluation of the Debtors' business plan that will underpin a plan of reorganization, it is essential the SAS pilots be promptly appointed to the UCC. We respectfully urge that the appointment of NSF to achieve this purpose be made without further delay.

Sincerely,



William R. Wilder

Enclosures

cc: R. Klokset, Chair, NSF
O. Knutsen, Vice-Chair, NSF
J. Olsson, Swedish Air Line Pilots Association, SAS
J. Skogvang, SAS Norway Pilots' Association
H. Thyregod, Danish Pilots Association, DPF, SAS
B. Miller, Counsel, Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY
COURT SOUTHERN DISTRICT OF
NEW YORK**

----- X	
In re	: Chapter 11
	:
SAS AB, <i>et al.</i>,	: Case No. 22-10925 (MEW)
	:
Debtors.¹	: (Jointly Administered)
----- X	

**ORDER UNDER 11 U.S.C. § 1102(a)(4) APPOINTING NORSKE SAS-FLYGERES
FORENING TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the motion, dated May 1, 2023 (the “Motion”), of Norske Sas-Flygeres Forening (“the Union”) pursuant to section 1102(a)(4) of the Bankruptcy Code, for entry of an order directing the United States Trustee to appoint the Union to the Official Committee of Unsecured Creditors, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); 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, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and supporting exhibits; and upon any hearing held on the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the

¹ The Debtors in these chapter 11 cases are SAS AB, SAS Danmark A/S, SAS Norge AS, SAS Sverige AB, Scandinavian Airlines System Denmark-Norway-Sweden, Scandinavian Airlines of North America Inc. (2393), Gorm Asset Management Ltd., Gorm Dark Blue Ltd., Gorm Deep Blue Ltd., Gorm Sky Blue Ltd., Gorm Warm Red Ltd., Gorm Light Blue Ltd., Gorm Ocean Blue Ltd., and Gorm Engine Management Ltd. The Debtors’ mailing address is AVD kod: STOUU-T, SE-195 87 Stockholm, Sweden.

proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 1102(a)(4) and 105(a) of the Bankruptcy Code, the United States Trustee is hereby ordered to appoint Norske Sas-Flygeres Forening to the Official Committee of Unsecured Creditors.
3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2023.

New York, New York

s/Michael E. Wiles
THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE