

Bradley R. Duncan
Jerry L. Hall
Hunton & Williams LLP
1751 Pinnacle Drive
McLean, Virginia 22102

Counsel for Sabre Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA**

In re:)	Chapter 7
)	
SUN COUNTRY AIRLINES, INC.,)	Case No. 02-40303-NCD
)	
Debtor.)	
)	
TIMOTHY D. MORATZKA,)	
Trustee for Debtor,)	
)	
v.)	Adv. Proc. No. 03-4418
)	
SABRE INC., et al.,)	
)	
Defendants.)	

**APPLICATION TO SUBSTITUTE COUNSEL
AND REQUEST FOR SERVICE OF PAPERS**

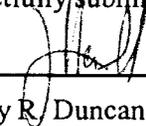
PLEASE TAKE NOTICE that Sabre Inc. ("Sabre"), creditor and party in interest in the captioned case and defendant in the captioned adversary proceeding, pursuant to Bankruptcy Rule 9010(b) and Local Bankruptcy Rule 9010-3(e)(1), requests that Hunton & Williams LLP be substituted for Cowles & Thompson, P.C. as counsel for Sabre in the captioned case and adversary proceeding. Sabre further requests that copies of all notices given or required to be given in the captioned case and adversary proceeding and all papers served or required to be served in this case and this adversary proceeding, be given to and served upon the undersigned at the following address:

Bradley R. Duncan, Virginia Bar No. 28176
Jerry L. Hall, Virginia Bar No. 41511
HUNTON & WILLIAMS LLP
1751 Pinnacle Drive
McLean, Virginia 22102
Telephone: (703) 714-7400
Facsimile: (703) 714-7410
bduncan@hunton.com
jhall@hunton.com

Sabre further requests that, in addition to the notices specifically required to be served upon Sabre under the Bankruptcy Code or the Bankruptcy Rules, that the above-designated persons be served by all parties in interest with copies of all notices, correspondence, orders, applications, motions, petitions or pleadings, requests, complaints, objections or demands, whether formal or informal, or any other documents filed with this Court that would affect, to any extent, the claims, rights or interests of Sabre in this matter.

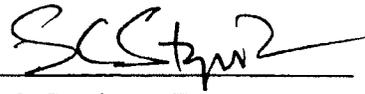
Dated: April 21, 2004

Respectfully submitted,

By: 

Bradley R. Duncan, Virginia Bar No. 28176
Jerry L. Hall, Virginia Bar No. 41511
HUNTON & WILLIAMS LLP
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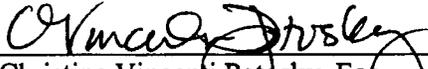
Counsel for Sabre Inc.

By: 

Stephen C. Stapleton, Esq.
Cowles & Thompson, P.C.
901 Main Street, Suite 4000
Dallas, Texas 75202

CLIENT CONSENT

I, Christine Vincenti Potosky, Esq., Attorney for Sabre Inc., hereby consent to the foregoing substitution of attorneys.


Christine Vincenti Potosky, Esq.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

BKY 02-40303

Sun Country Airlines, Inc.,

Debtor.

Timothy D. Moratzka,

ADV 03-4418

Trustee for the Debtor,

vs.

PROOF OF SERVICE

Sabre, Inc., et al.

Defendants.

The undersigned states that she is an employee of Henson & Efron, P.A., and in the course of said employment, on the date indicated below, she served the following:

Application to Substitute Counsel and Request for Service of Papers; and Proof of Service

on the entities named below and/or on the attached service by enclosing true and correct copies of same in an envelope, properly addressed and postage prepaid, and depositing same in the United States mail, unless otherwise noted; and that she certifies the foregoing under penalty of perjury.

Timothy Moratzka, Trustee
Erin A. Shields, Esq.
Mackall, Crouse & Moore
901 Marquette Avenue, Suite 1400
Minneapolis, MN 55402

U.S. Trustee
1015 U.S. Courthouse
300 South Fourth Street
Minneapolis, MN 55402

John R. McDonald, Esq.
Robins, Kaplan, Miller & Ciresi
800 LaSalle Plaza, Suite 2800
Minneapolis, MN 55402

Sun Country Airlines, Inc.
2520 Pilot Knob Road, Suite 250
Mendota Heights, MN 55120

Dated: April 26, 2004

/e/ Tawney Lesto