

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :

Chapter 11

WAYPOINT LEASING
HOLDINGS LTD., et al.,

:
Case No. 18-13648 (SMB)

:
Debtors.¹
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:
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 327(a), FED. R. BANKR.
P. 2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 AUTHORIZING
THE RETENTION AND EMPLOYMENT OF WEIL, GOTSHAL & MANGES LLP
AS ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application, dated December 23, 2018 [ECF No. 162] (the “**Application**”)² of Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for authority to retain and employ Weil, Gotshal & Manges LLP (“**Weil**”) as attorneys for the Debtors, effective as of the Petition Date, all as more fully set forth in the Application; and upon the declaration of Gary T. Holtzer, a partner of Weil, which is annexed to the Application as **Exhibit C** (the “**Holtzer Declaration**”); and upon the declaration of Todd K. Wolynski, the Debtors’ General Counsel & Chief Administrative Officer, which is annexed to the Application as **Exhibit D** (the “**Wolynski Declaration**”); and upon the supplemental

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is annexed to the Application as **Exhibit A**.

² Capitalized terms used but not otherwise herein defined shall have the respective meanings ascribed to such terms in the Application.



declaration of Robert J. Lemons, a partner of Weil, which is filed at ECF No. 229 (the “**Lemons Declaration**”); and the Court being satisfied, based upon the representations made in the Application, the Holtzer Declaration, the Wolynski Declaration, and the Lemons Declaration, that Weil is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Weil represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application 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 Application 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 relief requested in the Application having been provided in accordance with the *Final Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures*, entered on December 12, 2018 [ECF No. 155], such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and the attorneys for the Debtors having filed a declaration pursuant to 28 U.S.C. § 1746 indicating that no objection to the Application had been filed [ECF No. 207]; and all objections to the Application, if any, having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, creditors, and all

parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, to employ and retain Weil as attorneys to the Debtors on the terms and conditions set forth in the Application and the Holtzer Declaration, *nunc pro tunc* to the Petition Date.
3. Weil is hereby authorized to render the following professional services:
 - a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on behalf of the Debtors, the defense of any actions commenced against the Debtors, the negotiation of any disputes in which the Debtors are involved, and the preparation of objections to any claims filed against the Debtors' estates;
 - b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
 - c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; and
 - d. perform all other necessary legal services in connection with the prosecution of these Chapter 11 Cases.
4. Weil shall apply for compensation for professional services rendered and for reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.

5. Weil shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

6. Weil shall provide reasonable notice to the Debtors, the U.S. Trustee, and any statutory committee appointed in these Chapter 11 Cases in connection with any increase of the hourly rates listed in the Holtzer Declaration, and file such notice with the Court.

7. Notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. To the extent there is any inconsistency between this Order and the Application, the provisions of this Order shall govern.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. 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: January 9, 2019
New York, New York

/s/ Sean H. Lane
HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE