

ALSTON & BIRD LLP

John W. Weiss
William Hao
90 Park Avenue
New York, NY 10016
Tel: (212) 210-9400
Email: john.weiss@alston.com
william.hao@alston.com

-and-

ALSTON & BIRD LLP

David A. Wender (admitted *pro hac vice*)
1201 West Peachtree Street
Atlanta, GA 30309
Tel: (404) 881-7000
Email: david.wender@alston.com

*Attorneys for SunTrust Bank,
as administrative agent under the WAC7 Credit Agreement*

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

-----X	
In re:	: Chapter 11
WAYPOINT LEASING	: Case No. 18-13648 (SMB)
HOLDINGS LTD., <i>et al.</i> ,	: (Jointly Administered)
Debtors.	:
-----X	

**CERTIFICATE OF NO OBJECTION WITH RESPECT
TO MOTION OF THE WAC7 AGENT FOR RELIEF FROM
THE AUTOMATIC STAY SO THAT THE WAC7 AGENT MAY APPLY
THE AMOUNTS ON DEPOSIT IN THE WAC7 SEGREGATED ACCOUNTS
AGAINST THE AMOUNTS OWING UNDER THE WAC7 CREDIT AGREEMENT**

**TO THE HONORABLE STUART M. BERNSTEIN,
UNITED STATES BANKRUPTCY JUDGE :**

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in 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 [Docket No. 155] (the “Case Management Order”), the undersigned hereby certifies as follows:

1. On April 25, 2019, SunTrust Bank (“SunTrust”), filed and served the *Motion of the WAC7 Agent for Relief from the Automatic Stay so that the WAC7 Agent May Apply the Amounts on Deposit in the WAC7 Segregated Accounts Against the Amounts Owning Under the WAC7 Credit Agreement* [Docket No. 729] (the “Motion”).

2. In accordance with the Case Management Order, SunTrust established a deadline (the “Objection Deadline”) for parties to object or file responses to the Motion. The Objection Deadline was set for **May 13, 2019 at 5:00 p.m.** (Prevailing Eastern Time). The Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on or prior to the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed and, to the best of my knowledge, no responsive pleadings have been (i) filed with the Court on the docket of these Chapter 11 Cases in accordance with the procedures set forth in the Case Management Order, or (ii) served on counsel for SunTrust. Further, as noted in the Motion, the Debtors have informed the WAC7 Agent that they do not oppose the relief sought in the Motion.

4. In light of the fact that no answer, objection or other responsive pleading has been filed with the respect to the Motion, counsel for SunTrust submits to the Court, concurrently herewith, the proposed Order granting the Motion for consideration and entry.

Dated: New York, New York
May 15, 2019

Respectfully submitted,

/s/ William Hao
ALSTON & BIRD LLP
John W. Weiss
William Hao
90 Park Avenue
New York, NY 10016
Tel: (212) 210-9400
Email: john.weiss@alston.com
william.hao@alston.com

-and-

ALSTON & BIRD LLP
David A. Wender (admitted *pro hac vice*)
1201 West Peachtree Street
Atlanta, GA 30309
Tel: (404) 881-7000
Email: david.wender@alston.com

*Attorneys for SunTrust Bank,
as administrative agent under the WAC7 Credit
Agreement*

Exhibit A

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

-----X	
	:
In re:	:
	:
WAYPOINT LEASING	:
HOLDINGS LTD., <i>et al.</i> ,	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 18-13648 (SMB)
(Jointly Administered)

**ORDER GRANTING THE MOTION OF THE WAC7 AGENT SEEKING
RELIEF FROM THE AUTOMATIC STAY SO THAT THE WAC 7 AGENT MAY
APPLY THE AMOUNTS ON DEPOSIT IN THE WAC7 SEGREGATED ACCOUNTS
AGAINST THE AMOUNTS OWING UNDER THE WAC 7 CREDIT AGREEMENT**

Upon the Motion for Relief from the Automatic Stay (the “Motion”)¹ filed by SunTrust Bank (“SunTrust”) as administrative agent and collateral agent (in such capacity, “WAC7 Agent”) in respect of that certain Amended and Restated Credit Agreement dated as of April 28, 2017 (the “WAC7 Credit Agreement”) between the lenders thereunder (the “WAC7 Lenders”) and Waypoint Leasing Holdings Ltd., an exempted company incorporated under the laws of the Cayman Islands (“Holdings”), Waypoint Leasing (Luxembourg) S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) (“Luxco”), and Waypoint Leasing (Ireland) Limited, a company incorporated under the laws of Ireland (“Manager”), Waypoint Asset Co 4 Limited, a company incorporated under the laws of Ireland (“WAC4”) and Waypoint Asset Co 5 Limited, a company incorporated under the laws of Ireland (“WAC5”, and together with Holdings, Luxco, Manager, and WAC4, the “Guarantors” and each a “Guarantor”), as guarantors, Waypoint Asset Co 7 Limited, a company incorporated under the laws of Ireland (“WAC7”) and Waypoint Asset Euro 7A Limited, a company incorporated under the laws of Ireland (“WAC7A”, and together

¹ Terms not defined herein shall have the meaning given to them in the Motion.

with WAC7, the “Borrowers”, and each a “Borrower”, and together with the Guarantors, the “WAC7 Obligors”) pursuant to section 362(d)(1) and 362(d)(2) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 4001(a) and 9014 of the Federal Rules of Bankruptcy Procedure, for relief from the automatic stay so that the WAC7 Agent may apply certain cash collateral held by the WAC7 Agent to reduce a portion of the remaining prepetition debt owing under the WAC7 Credit Agreement and granting to SunTrust such other and further relief as is just and proper; the Court finds; and for good cause shown, it is hereby:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the automatic stay is lifted solely with respect to the WAC7 Segregated Accounts and the WAC7 Agent is authorized to apply the amounts on deposit in the WAC7 Segregated Accounts against the WAC7 Prepetition Amount; and it is further

ORDERED that the WAC7 Prepetition Amount shall be reduced by the amount in the WAC7 Segregated Accounts; and it is further

ORDERED that the notice provided for in the Motion was sufficient to satisfy Rules 4001(a)(1) and 9013 of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that the 14-day stay under Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure is waived; and it is further

ORDERED that nothing herein shall be deemed a waiver of the WAC7 Lenders’ remaining claim against the WAC7 Obligors; and it is further

ORDERED that the WAC7 Agent shall have such other and further relief as is necessary to effectuate this order.

SO ORDERED, this _____ day of _____ 2019.

THE HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE