

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Gary T. Holtzer
Robert J. Lemons
Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*

**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. ¹	:	
-----X	:	

**NOTICE OF HEARING ON THE MOTION OF THE DEBTORS FOR ENTRY OF
A FINAL DECREE CLOSING CERTAIN OF THE DEBTORS' CHAPTER 11 CASES**

PLEASE TAKE NOTICE that on November 22, 2019, Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”) filed the *Motion of the Debtors for Entry of a Final Decree Closing Certain of the Debtors' Chapter 11 Cases*, annexed hereto (the “**Motion**”), with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Motion requests that the Bankruptcy Court enter a final decree closing certain of the Chapter 11 Cases.

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 hereto as **Exhibit A**.



PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion will be held before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, at the Bankruptcy Court, One Bowling Green, Room 723, New York, New York 10004, on **December 17, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections (collectively, the “**Objections**”) to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by 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 <http://www.nysb.uscourts.gov>), and (b) by all other parties in interest on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to the chambers of the Bankruptcy Court), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and 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 21, 2018 [ECF No. 155], so as to be filed and received no later than **December 10, 2019 at 4:00 p.m. (Prevailing Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard.

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

Dated: November 22, 2019
New York, New York

/s/ Kelly DiBlasi

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Gary T. Holtzer

Robert J. Lemons

Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Gary T. Holtzer
Robert J. Lemons
Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*

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

-----	X	
	:	
In re	:	Chapter 11
	:	
WAYPOINT LEASING	:	Case No. 18-13648 (SMB)
HOLDINGS LTD., et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
-----	X	

**MOTION OF THE DEBTORS FOR ENTRY OF A FINAL
DECREE CLOSING CERTAIN OF THE DEBTORS' CHAPTER 11 CASES**

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

Waypoint Leasing Holdings Ltd. (“**Holdings**”) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Relief Requested

1. The Debtors file this Motion pursuant to section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy

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 hereto as **Exhibit A**.

Procedure (the “**Bankruptcy Rules**”), and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), seeking entry of an order substantially in the form annexed hereto as **Exhibit D** (the “**Proposed Order**”), granting entry of a final decree closing the chapter 11 cases of the sixty-one Debtors set forth on **Exhibit B** (the “**Closing Debtors**”). Any claims against the Closing Debtors have been either allowed or disallowed and their Chapter 11 Cases are fully administered. Closing their Chapter 11 Cases will allow the Closing Debtors to cease paying administrative fees. In support of the Motion, the Debtors rely on the closing report, dated November 22, 2019, which is annexed hereto as **Exhibit C** (the “**Closing Report**”).

Jurisdiction

2. This Court has jurisdiction to consider this matter 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.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On November 25, 2018, the Debtors each commenced with this Court a voluntary case under chapter 11 of 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, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

4. The Debtors’ Chapter 11 Cases (including the Closing Debtors’ Chapter 11 Cases) are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

5. On July 22, 2019, the Debtors filed the *Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 871] (the “**Plan**”).

6. On July 31, 2019, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 893] (the “**Confirmation Order**”) confirming the Plan.

7. In accordance with the Confirmation Order, the Debtors filed the *Notice of (I) Entry of Order Confirming Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors and (II) Occurrence of Effective Date* [ECF No. 914], noting that the Plan went effective on August 9, 2019.

Basis for Relief Requested

8. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022.

9. The term “fully administered” is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022 sets forth non-exclusive factors to be considered in determining whether a chapter 11 case has been fully administered, providing, in relevant part:

Factors that the court should consider in determining whether the estate has been fully administered include (1) whether the order

confirming the plan has become final, (2) whether deposits required by the plan have been distributed, (3) whether the property proposed by the plan to be transferred has been transferred, (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan, (5) whether payments under the plan have commenced, and (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

The court should not keep the case open only because of the possibility that the court's jurisdiction may be involved in the future. A final decree closing the case after the estate is fully administered does not deprive the court of jurisdiction to enforce or interpret its own orders and does not prevent the court from reopening the case for cause pursuant to § 350(b) of the Code.

1991 Advisory Comm. Note to Fed. R. Bankr. P. 3022.

10. Bankruptcy courts have generally used the six factors listed in the Advisory Committee Note to Bankruptcy Rule 3022 to determine whether a chapter 11 case has been fully administered. *See, e.g., In re Oversight & Control Comm'n of Avánzit, S.A.*, 385 B.R. 525, 535 n.10 (Bankr. S.D.N.Y. 2008); *In re SLI, Inc.*, No. 02-12608 (WS), 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005); *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999). The six factors, however, are merely guidelines that aid in a bankruptcy court's determination, and each of the factors need not be present before a bankruptcy court may enter a final decree. *See In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990); *see also In re AOG Entm't, Inc.*, 569 B.R. 563, 585 (Bankr. S.D.N.Y. 2017); *In re SLI, Inc.*, 2005 WL 1668396, at *2 ("these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed"); *In re Aquatic Dev. Grp., Inc.*, 352 F.3d 671, 676 n.5 (2d Cir. 2003); *In re Kliegl Bros.*, 238 B.R. at 542 (noting that the factors are non-exclusive and are "plainly an aid or checklist that serves to insure that there is no unfinished business before the Court or in the case"); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994).

11. In addition to the factors set forth in the Advisory Committee Note to Bankruptcy Rule 3022, in determining whether to issue a final decree, bankruptcy courts have considered whether a chapter 11 plan has been substantially consummated. *See, e.g., In re Johnson*, 402 B.R. 851, 856 (Bankr. N.D. Ind. 2009) (considering substantial consummation as a factor in determining whether to close a chapter 11 case); *In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (same).

The Closing Debtors' Chapter 11 Cases Have Been Fully Administered

12. The Closing Debtors' Chapter 11 Cases have been "fully administered" within the meaning of section 350 of the Bankruptcy Code. Further, the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code, making it appropriate for the Court to enter the Proposed Order closing the Chapter 11 Cases of the Closing Debtors. Specifically, with respect to each of the Closing Debtors:

- the Confirmation Order confirming the Plan has become final and non-appealable;
- the Plan went effective in accordance with its terms on August 9, 2019;
- all transactions contemplated by the Plan with respect to the Closing Debtors have been fully consummated;
- all claims (if any) filed against the Closing Debtors have been either allowed or disallowed;
- all payments (if any) required under the Plan by the Closing Debtors have been made; and
- the Closing Debtors are not parties in any adversary proceeding or contested matter pending before this Court.

In addition, in accordance with the Plan, each of the Closing Debtors has been dissolved or otherwise terminated pursuant to applicable state law. Based upon the foregoing, closing the Chapter 11 Cases of the Closing Debtors is appropriate and warranted under the circumstances.

13. Section 1930(a)(6) of title 28 of the United States Code requires that quarterly fees be paid to the United States Trustee for Region 2 (the “**U.S. Trustee**”) after the confirmation and consummation of a debtor’s chapter 11 plan until such debtor’s chapter 11 case has been closed. Unless and until the Court enters the Proposed Order granting entry of a final decree closing the Chapter 11 Cases of the Closing Debtors, quarterly fees owed to the U.S. Trustee will continue to accrue. Because there are no remaining assets or liabilities for the Closing Debtors to administer, the Debtors have determined that it is both prudent and appropriate to close the Chapter 11 Cases of the Closing Debtors at this time in order to (among other things) stop the accrual of further quarterly fees owed to the U.S. Trustee. The Debtors will pay all quarterly fees due and owing to the U.S. Trustee for the Closing Debtors’ Chapter 11 Cases within ten days after the entry of the Proposed Order.

14. In accordance with the requirements of Local Rule 3022-1, annexed hereto as **Exhibit C** is the Closing Report. The Closing Report has also been filed with the Clerk of the Court contemporaneously herewith.

15. Closing the Chapter 11 Cases of the Closing Debtors will benefit the Debtors’ estates and the Court by reducing the costs and administrative burdens attendant to administering and keeping open the Closing Debtors’ Chapter 11 Cases. Pursuant to section 350(b) of the Bankruptcy Code, the Court will retain jurisdiction to reopen any of the Closing Debtors’ Chapter 11 Cases for further administration in the event that the need to do so arises. Therefore, the relief sought herein will not prejudice any party in interest.

16. Accordingly, the Debtors believe that ample justification exists for the approval of the Proposed Order granting entry of a final decree closing the Chapter 11 Cases of the Closing Debtors.

Notice

17. Notice of this Motion will be provided in accordance with the 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*, entered on December 21, 2018 [ECF No. 155]. The Debtors respectfully submit that no further notice is required.

18. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request the 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: November 22, 2019
New York, New York

/s/ Kelly DiBlasi

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Gary T. Holtzer

Robert J. Lemons

Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Debtors

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Leasing Holdings Ltd.	2899	MSN 760682 Trust	N/A
Waypoint Leasing (Luxembourg) S.à r.l.	7041	MSN 920022 Trust	N/A
Waypoint Leasing (Ireland) Limited	6600	MSN 920062 Trust	N/A
Waypoint Asset Co 10 Limited	2503	MSN 920125 Trust	N/A
MSN 2826 Trust	N/A	MSN 9229 AS	7652
MSN 2879 Trust	N/A	Waypoint Asset Co 3A Limited	6687
Waypoint Asset Co 11 Limited	3073	MSN 41371 Trust	N/A
MSN 2905 Trust	N/A	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 14 Limited	1585	Waypoint Asset Co 1K Limited	2087
Waypoint Asset Co 15 Limited	1776	MSN 4469 Trust	N/A
Waypoint Asset Co 3 Limited	3471	MSN 6655 Trust	N/A
AE Helicopter (5) Limited	N/A	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
AE Helicopter (6) Limited	N/A	Waypoint Asset Co 1A Limited	1208
MSN 31141 Trust	N/A	Waypoint Leasing Labuan 1A Limited	2299
MSN 31492 Trust	N/A	Waypoint Asset Co 1C Limited	0827
MSN 36458 Trust	N/A	Waypoint Asset Co 1D Limited	7018
MSN 760543 Trust	N/A	Waypoint Asset Co 1F Limited	6345
MSN 760551 Trust	N/A	Waypoint Asset Co 1G Limited	6494
MSN 760581 Trust	N/A	Waypoint Asset Co 1H Limited	7349
MSN 760628 Trust	N/A	Waypoint Asset Co 1J Limited	7729
MSN 760631 Trust	N/A	MSN 20159 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
MSN 6658 Trust	N/A	Waypoint Asset Funding 6 LLC	4964
Waypoint 760626 Business Trust	N/A	Waypoint Asset Co 7 Limited	9689
MSN 7152 Trust	N/A	Waypoint Asset Euro 7A Limited	2406
MSN 7172 Trust	N/A	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Funding 3 LLC	4960	MSN 31041 Trust	N/A
Waypoint Asset Malta Ltd	5348	MSN 31203 Trust	N/A
Waypoint Leasing Labuan 3A Limited	8120	MSN 31578 Trust	N/A
Waypoint Leasing UK 3A Limited	0702	MSN 760617 Trust	N/A
Waypoint Asset Co 4 Limited	0301	MSN 760624 Trust	N/A
Waypoint Asset Co 5 Limited	7128	MSN 760626 Trust	N/A
Waypoint Leasing Services LLC	8965	MSN 760765 Trust	N/A
MSN 14786 Trust	N/A	MSN 920063 Trust	N/A
MSN 2047 Trust	N/A	MSN 920112 Trust	N/A
MSN 2057 Trust	N/A	Waypoint 206 Trust	N/A
Waypoint Asset Co 5B Limited	2242	Waypoint 407 Trust	N/A
Waypoint Leasing UK 5A Limited	1970	Waypoint Asset Euro 1B Limited	3512
Waypoint Asset Co 6 Limited	8790	Waypoint Asset Euro 1C Limited	1060
MSN 31042 Trust	N/A	MSN 20012 Trust	N/A
MSN 31295 Trust	N/A	MSN 20022 Trust	N/A
MSN 31308 Trust	N/A	MSN 20025 Trust	N/A
MSN 920119 Trust	N/A	MSN 920113 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Asset Funding 8 LLC	4776	Waypoint Asset Co Germany Limited	5557
Waypoint Leasing UK 8A Limited	2906	MSN 31046 Trust	N/A
Waypoint Leasing US 8A LLC	8080	MSN 41511 Trust	N/A
Waypoint Asset Company Number 1 (Ireland) Limited	6861	MSN 760608 Trust	N/A
Waypoint Asset Euro 1D Limited	1360	MSN 89007 Trust	N/A
Waypoint Asset Co 1L Limited	2360	MSN 920141 Trust	N/A
Waypoint Asset Co 1M Limited	5855	MSN 920152 Trust	N/A
Waypoint Asset Co 1N Limited	3701	MSN 920153 Trust	N/A
Waypoint Asset Euro 1G Limited	4786	MSN 920273 Trust	N/A
Waypoint Asset Funding 1 LLC	7392	MSN 920281 Trust	N/A
Waypoint Leasing UK 1B Limited	0592	MSN 9205 Trust	N/A
Waypoint Leasing UK 1C Limited	0840	MSN 9229 Trust	N/A
Waypoint Asset Company Number 2 (Ireland) Limited	7847	Waypoint Asset Funding 2 LLC	7783
Waypoint 2916 Business Trust	N/A		

Exhibit B

Closing Debtors

Debtor	Case Number
Waypoint Asset Funding 1 LLC	18-13669 (SMB)
Waypoint Asset Funding 2 LLC	18-13723 (SMB)
Waypoint Asset Funding 3 LLC	18-13698 (SMB)
Waypoint Asset Funding 6 LLC	18-13707 (SMB)
Waypoint Asset Funding 8 LLC	18-13744 (SMB)
MSN 920152 Trust	18-13653 (SMB)
MSN 920153 Trust	18-13656 (SMB)
MSN 920273 Trust	18-13657 (SMB)
MSN 920281 Trust	18-13660 (SMB)
MSN 9205 Trust	18-13662 (SMB)
MSN 9229 Trust	18-13665 (SMB)
MSN 20159 Trust	18-13666 (SMB)
MSN 31046 Trust	18-13671 (SMB)
MSN 41511 Trust	18-13674 (SMB)
MSN 760608 Trust	18-13676 (SMB)
MSN 89007 Trust	18-13678 (SMB)
MSN 760551 Trust	18-13679 (SMB)
MSN 920141 Trust	18-13681 (SMB)
MSN 760581 Trust	18-13684 (SMB)
MSN 6655 Trust	18-13685 (SMB)
MSN 920062 Trust	18-13686 (SMB)
MSN 7152 Trust	18-13688 (SMB)
MSN 760628 Trust	18-13689 (SMB)
MSN 920125 Trust	18-13690 (SMB)
MSN 760631 Trust	18-13691 (SMB)
MSN 7172 Trust	18-13693 (SMB)

Debtor	Case Number
MSN 31141 Trust	18-13695 (SMB)
MSN 2057 Trust	18-13696 (SMB)
MSN 760682 Trust	18-13697 (SMB)
MSN 31492 Trust	18-13700 (SMB)
MSN 36458 Trust	18-13706 (SMB)
MSN 41371 Trust	18-13709 (SMB)
MSN 31042 Trust	18-13712 (SMB)
MSN 760543 Trust	18-13714 (SMB)
MSN 31041 Trust	18-13715 (SMB)
MSN 31295 Trust	18-13716 (SMB)
MSN 31308 Trust	18-13720 (SMB)
MSN 4469 Trust	18-13722 (SMB)
MSN 760624 Trust	18-13724 (SMB)
MSN 920113 Trust	18-13725 (SMB)
MSN 31203 Trust	18-13726 (SMB)
MSN 14786 Trust	18-13727 (SMB)
MSN 760626 Trust	18-13728 (SMB)
MSN 2047 Trust	18-13729 (SMB)
MSN 31578 Trust	18-13730 (SMB)
Waypoint 206 Trust	18-13731 (SMB)
MSN 760765 Trust	18-13733 (SMB)
MSN 920119 Trust	18-13734 (SMB)
MSN 760617 Trust	18-13735 (SMB)
Waypoint 407 Trust	18-13736 (SMB)
MSN 920063 Trust	18-13737 (SMB)
Waypoint 760626 Business Trust	18-13740 (SMB)

Debtor	Case Number
MSN 920112 Trust	18-13741 (SMB)
MSN 6658 Trust	18-13747 (SMB)
MSN 20012 Trust	18-13760 (SMB)
MSN 2826 Trust	18-13764 (SMB)
MSN 20022 Trust	18-13765 (SMB)
MSN 2879 Trust	18-13769 (SMB)
MSN 20025 Trust	18-13771 (SMB)
Waypoint 2916 Business Trust	18-13773 (SMB)
MSN 2905 Trust	18-13786 (SMB)

Exhibit C

Closing Report

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

-----X	
	:
In re	:
	:
WAYPOINT LEASING	:
HOLDINGS LTD., et al.,	:
	:
Debtors.¹	:
-----X	

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

**CLOSING REPORT FOR THE CLOSING
DEBTORS PURSUANT TO LOCAL RULE 3022-1²**

To the best of my knowledge and belief, the following is a breakdown in the Chapter 11 Cases of the Closing Debtors:

FEES AND EXPENSES (from inception of the Chapter 11 Cases through the effective date of the Plan):³

\$23,787,215.00 FEES for ATTORNEYS for DEBTORS⁴

\$22,442,942.49 OTHER PROFESSIONAL FEES and ALL EXPENSES⁵

N/A TRUSTEE FEE (if applicable)

N/A FEE for ATTORNEY for TRUSTEE (if applicable)

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 Motion as **Exhibit A**.

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

³ Fees and expenses for the Debtors' attorneys and other professionals are reported herein in the aggregate amounts incurred during the Chapter 11 Cases for all of the Debtors, including the Closing Debtors.

⁴ This amount includes the fees for (i) Weil, Gotshal & Manges LLP, (ii) A&L Goodbody Solicitors, and (iii) White & Case LLP.

⁵ This amount includes (i) the fees for the Debtors' non-attorney professionals and the Debtors' professionals employed in accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a), 327, 328 and 330 Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Petition Date* [ECF No. 227]), and (ii) the expenses for the Debtors' attorneys and non-attorney professionals. Part of this amount includes the fees and expenses for two of the Debtors' professionals, Watson Farley & Williams LLP and KPMG Ireland, in the full amount requested in these firms' respective final fee applications, but such final fee applications have not yet been approved by the Court and are subject to adjustment.

N/A % DIVIDEND PAID/TO BE PAID

N/A FUTURE DIVIDENDS (check if % of future dividend under the Plan is not yet able to be determined)

N/A INITIAL DISTRIBUTION UNDER THE PLAN COMPLETED⁶

N/A OTHER: (explain)

Dated: November 22, 2019
New York, New York

/s/ William Transier

Name: William Transier

Title: Plan Administrator

⁶ Due to the substantive consolidation provided for under the Plan for voting and distribution purposes, no distributions or payments were made by the Closing Debtors in their Chapter 11 Cases pursuant to the Plan.

Exhibit D

Proposed Order

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. ¹	:	
-----X		

**ORDER GRANTING THE MOTION OF THE DEBTORS FOR ENTRY OF
A FINAL DECREE CLOSING CERTAIN OF THE DEBTORS' CHAPTER 11 CASES**

Upon the motion, dated November 22, 2019 [ECF No. _] (the “**Motion**”),² of Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), pursuant to section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for an order granting the entry of a final decree closing the Chapter 11 Cases of the sixty-one Debtors set forth on **Exhibit B** to the Motion (the “**Closing Debtors**”), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 relief requested therein 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

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 Motion as **Exhibit A**.

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

1409; and due and proper notice of the relief requested in 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 the Court having held a hearing to consider the relief requested in the Motion on December 17, 2019 (the “**Hearing**”);] and upon the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The relief requested in the Motion is granted as provided herein.
2. Pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, the Chapter 11 Cases of the Closing Debtors as follows shall be and hereby are dismissed effective as of the date of the entry of this Order:

Debtor	Case Number
Waypoint Asset Funding 1 LLC	18-13669 (SMB)
Waypoint Asset Funding 2 LLC	18-13723 (SMB)
Waypoint Asset Funding 3 LLC	18-13698 (SMB)
Waypoint Asset Funding 6 LLC	18-13707 (SMB)
Waypoint Asset Funding 8 LLC	18-13744 (SMB)
MSN 920152 Trust	18-13653 (SMB)
MSN 920153 Trust	18-13656 (SMB)
MSN 920273 Trust	18-13657 (SMB)
MSN 920281 Trust	18-13660 (SMB)
MSN 9205 Trust	18-13662 (SMB)

Debtor	Case Number
MSN 9229 Trust	18-13665 (SMB)
MSN 20159 Trust	18-13666 (SMB)
MSN 31046 Trust	18-13671 (SMB)
MSN 41511 Trust	18-13674 (SMB)
MSN 760608 Trust	18-13676 (SMB)
MSN 89007 Trust	18-13678 (SMB)
MSN 760551 Trust	18-13679 (SMB)
MSN 920141 Trust	18-13681 (SMB)
MSN 760581 Trust	18-13684 (SMB)
MSN 6655 Trust	18-13685 (SMB)
MSN 920062 Trust	18-13686 (SMB)
MSN 7152 Trust	18-13688 (SMB)
MSN 760628 Trust	18-13689 (SMB)
MSN 920125 Trust	18-13690 (SMB)
MSN 760631 Trust	18-13691 (SMB)
MSN 7172 Trust	18-13693 (SMB)
MSN 31141 Trust	18-13695 (SMB)
MSN 2057 Trust	18-13696 (SMB)
MSN 760682 Trust	18-13697 (SMB)
MSN 31492 Trust	18-13700 (SMB)
MSN 36458 Trust	18-13706 (SMB)
MSN 41371 Trust	18-13709 (SMB)
MSN 31042 Trust	18-13712 (SMB)
MSN 760543 Trust	18-13714 (SMB)
MSN 31041 Trust	18-13715 (SMB)
MSN 31295 Trust	18-13716 (SMB)

Debtor	Case Number
MSN 31308 Trust	18-13720 (SMB)
MSN 4469 Trust	18-13722 (SMB)
MSN 760624 Trust	18-13724 (SMB)
MSN 920113 Trust	18-13725 (SMB)
MSN 31203 Trust	18-13726 (SMB)
MSN 14786 Trust	18-13727 (SMB)
MSN 760626 Trust	18-13728 (SMB)
MSN 2047 Trust	18-13729 (SMB)
MSN 31578 Trust	18-13730 (SMB)
Waypoint 206 Trust	18-13731 (SMB)
MSN 760765 Trust	18-13733 (SMB)
MSN 920119 Trust	18-13734 (SMB)
MSN 760617 Trust	18-13735 (SMB)
Waypoint 407 Trust	18-13736 (SMB)
MSN 920063 Trust	18-13737 (SMB)
Waypoint 760626 Business Trust	18-13740 (SMB)
MSN 920112 Trust	18-13741 (SMB)
MSN 6658 Trust	18-13747 (SMB)
MSN 20012 Trust	18-13760 (SMB)
MSN 2826 Trust	18-13764 (SMB)
MSN 20022 Trust	18-13765 (SMB)
MSN 2879 Trust	18-13769 (SMB)
MSN 20025 Trust	18-13771 (SMB)
Waypoint 2916 Business Trust	18-13773 (SMB)
MSN 2905 Trust	18-13786 (SMB)

3. The administration of the Closing Debtors' Chapter 11 Cases, consisting of the Closing Debtors set forth above, shall be severed from the joint administration of the above-captioned Chapter 11 Cases, and the Clerk of the Court shall make the appropriate docket entry.

4. The entry of the final decree as provided pursuant to this Order is without prejudice to the rights of any party in interest to seek to reopen any of the Closing Debtors' Chapter 11 Cases for cause shown.

5. Notwithstanding section 349 of the Bankruptcy Code, all orders entered by this Court shall remain binding and in full force and effect notwithstanding the dismissal of the Closing Debtors' Chapter 11 Cases, and the Court shall retain jurisdiction to enforce and support any and all such orders.

6. To the extent not already paid, the quarterly fees required to be paid to the United States Trustee for Region 2 (the "**U.S. Trustee**") pursuant to 28 U.S.C. § 1930(a) and for any applicable interest pursuant to 31 U.S.C. § 3717 with respect to the Closing Debtors' Chapter 11 Cases shall be paid within ten days after the date of the entry of this Order, and the Debtors will simultaneously provide to the U.S. Trustee an appropriate affidavit indicating the cash disbursements for each of the Closing Debtors for the relevant period.

7. The Clerk of this Court shall enter this Order individually on each of the dockets of the Closing Debtors' Chapter 11 Cases, and thereafter such dockets shall be marked as "Closed."

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Debtors are authorized to execute and deliver all instruments and documents, and to take all such other actions as may be necessary or appropriate, to implement and effectuate the terms of this Order in accordance with the Motion.

10. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2019
New York, New York

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE