

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re

WAYPOINT LEASING  
HOLDINGS LTD., *et al.*,

Debtors.<sup>1</sup>  
-----X

:  
:  
:  
:  
:  
:  
:

Chapter 11

Case No. 18-13648 (SMB)

(Jointly Administered)

**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. 1007] (the “**Motion**”),<sup>2</sup> 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

<sup>1</sup> 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**.

<sup>2</sup> 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 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 the Debtors having filed the *Certificate of No Objection Under 28 U.S.C. § 1746 Regarding Motion of the Debtors for Entry of a Final Decree Closing Certain of the Debtors' Chapter 11 Cases* [ECF No. 1024]; 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)

<b>Debtor</b>	<b>Case Number</b>
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)
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)

<b>Debtor</b>	<b>Case Number</b>
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)
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)

Debtor	Case Number
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: **December 13, 2019**  
New York, New York

**/s/ STUART M. BERNSTEIN**  
HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE