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*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. <sup>1</sup>	:	
-----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 March 3, 2020, 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.

<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**.



**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 **March 24, 2020, 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 **March 17, 2020 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: March 3, 2020  
New York, New York

/s/ Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP

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and Debtors in Possession*

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

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

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<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 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 forty 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 March 3, 2020, 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.

8. On December 13, 2019, the Court entered the *Order Granting the Motion of the Debtors for Entry of a Final Decree Closing Certain of the Debtors’ Chapter 11 Cases* [ECF No. 1025] whereby the Court authorized the closure of sixty-one of the Debtors’ cases.

### **Basis for Relief Requested**

9. 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.

10. 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.

11. 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).

12. 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**

13. By this Motion the Debtors seek to close forty (40) of the Debtors’ forty-nine remaining Chapter 11 Cases. 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 commenced (or will commence) winddown proceedings in its relevant jurisdiction. Based upon the foregoing, closing the Chapter 11 Cases of the Closing Debtors is appropriate and warranted under the circumstances.

14. 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.

15. 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.

16. 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.

17. 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**

18. 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.

19. 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: March 3, 2020  
New York, New York

/s/ Robert J. Lemons  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
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Gary T. Holtzer  
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*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Debtors**

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
Waypoint Leasing Holdings Ltd.	2899	MSN 9229 AS	7652
Waypoint Leasing (Luxembourg) S.à r.l.	7041	Waypoint Asset Co 3A Limited	6687
Waypoint Leasing (Ireland) Limited	6600	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 10 Limited	2503	Waypoint Asset Co 1K Limited	2087
Waypoint Asset Co 11 Limited	3073	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
Waypoint Asset Co 14 Limited	1585	Waypoint Asset Co 1A Limited	1208
Waypoint Asset Co 15 Limited	1776	Waypoint Leasing Labuan 1A Limited	2299
Waypoint Asset Co 3 Limited	3471	Waypoint Asset Co 1C Limited	0827
AE Helicopter (5) Limited	N/A	Waypoint Asset Co 1D Limited	7018
AE Helicopter (6) Limited	N/A	Waypoint Asset Co 1F Limited	6345
Waypoint Asset Malta Ltd	5348	Waypoint Asset Co 1G Limited	6494
Waypoint Leasing Labuan 3A Limited	8120	Waypoint Asset Co 1H Limited	7349
Waypoint Leasing UK 3A Limited	0702	Waypoint Asset Co 1J Limited	7729
Waypoint Asset Co 4 Limited	0301	Waypoint Asset Co 7 Limited	9689
Waypoint Asset Co 5 Limited	7128	Waypoint Asset Euro 7A Limited	2406
Waypoint Leasing Services LLC	8965	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Co 5B Limited	2242	Waypoint Asset Euro 1B Limited	3512
Waypoint Leasing UK 5A Limited	1970	Waypoint Asset Euro 1C Limited	1060
Waypoint Asset Co 6 Limited	8790	Waypoint Asset Co Germany Limited	5557
Waypoint Leasing UK 8A Limited	2906	Waypoint Asset Company Number 1 (Ireland) Limited	6861
Waypoint Leasing US 8A LLC	8080	Waypoint Asset Euro 1D Limited	1360

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
Waypoint Asset Co 1L Limited	2360	Waypoint Leasing UK 1B Limited	0592
Waypoint Asset Co 1M Limited	5855	Waypoint Leasing UK 1C Limited	0840
Waypoint Asset Co 1N Limited	3701	Waypoint Asset Company Number 2 (Ireland) Limited	7847
Waypoint Asset Euro 1G Limited	4786		

**Exhibit B**

**Closing Debtors**

<b>Debtor</b>	<b>Case Number</b>
AE Helicopter (5) Limited	18-13692 (SMB)
AE Helicopter (6) Limited	18-13701 (SMB)
MSN 9229 AS	18-13694 (SMB)
Waypoint Asset Co 10 Limited	18-13759 (SMB)
Waypoint Asset Co 11 Limited	18-13777 (SMB)
Waypoint Asset Co 14 Limited	18-13776 (SMB)
Waypoint Asset Co 15 Limited	18-13780 (SMB)
Waypoint Asset Co 1A Limited	18-13677 (SMB)
Waypoint Asset Co 1C Limited	18-13683 (SMB)
Waypoint Asset Co 1D Limited	18-13652 (SMB)
Waypoint Asset Co 1F Limited	18-13654 (SMB)
Waypoint Asset Co 1G Limited	18-13655 (SMB)
Waypoint Asset Co 1H Limited	18-13658 (SMB)
Waypoint Asset Co 1J Limited	18-13659 (SMB)
Waypoint Asset Co 1K Limited	18-13661 (SMB)
Waypoint Asset Co 1L Limited	18-13664 (SMB)
Waypoint Asset Co 1M Limited	18-13667 (SMB)
Waypoint Asset Co 1N Limited	18-13670 (SMB)
Waypoint Asset Co 3A Limited	18-13703 (SMB)
Waypoint Asset Co 4 Limited	18-13717 (SMB)
Waypoint Asset Co 5 Limited	18-13721 (SMB)
Waypoint Asset Co 5B Limited	18-13761 (SMB)
Waypoint Asset Co Germany Limited	18-13782 (SMB)
Waypoint Asset Company Number 2 (Ireland) Limited	18-13682 (SMB)
Waypoint Asset Euro 1A Limited	18-13713 (SMB)
Waypoint Asset Euro 1B Limited	18-13750 (SMB)

<b>Debtor</b>	<b>Case Number</b>
Waypoint Asset Euro 1C Limited	18-13756 (SMB)
Waypoint Asset Euro 1D Limited	18-13738 (SMB)
Waypoint Asset Euro 1G Limited	18-13673 (SMB)
Waypoint Asset Euro 7A Limited	18-13742 (SMB)
Waypoint Asset Malta Ltd	18-13699 (SMB)
Waypoint Leasing (Luxembourg) Euro S.à r.l.	18-13651 (SMB)
Waypoint Leasing Labuan 1A Limited	18-13680 (SMB)
Waypoint Leasing Labuan 3A Limited	18-13704 (SMB)
Waypoint Leasing Services LLC	18-13785 (SMB)
Waypoint Leasing UK 1B Limited	18-13668 (SMB)
Waypoint Leasing UK 1C Limited	18-13672 (SMB)
Waypoint Leasing UK 3A Limited	18-13711 (SMB)
Waypoint Leasing UK 5A Limited	18-13767 (SMB)
Waypoint Leasing UK 8A Limited	18-13743 (SMB)



**Exhibit C**

**Closing Report**

**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)**

**CLOSING REPORT FOR THE CLOSING  
DEBTORS PURSUANT TO LOCAL RULE 3022-1<sup>2</sup>**

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):<sup>3</sup>

\$23,595,102.00 FEES for ATTORNEYS for DEBTORS<sup>4</sup>

\$22,306,768.60 OTHER PROFESSIONAL FEES and ALL EXPENSES<sup>5</sup>

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N/A TRUSTEE FEE (if applicable)

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

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N/A % DIVIDEND PAID/TO BE PAID

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<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.

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

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

<sup>5</sup> 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.

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

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N/A INITIAL DISTRIBUTION UNDER THE PLAN COMPLETED

N/A OTHER: (explain)

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Dated: March 3, 2020  
New York, New York

/s/ William Transier

Name: William Transier  
Title: Plan Administrator

**Exhibit D**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re :

Chapter 11

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

: Case No. 18-13648 (SMB)

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

: (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 March 3, 2020 [ECF No. 1044] (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 forty 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

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<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 the Court having held a hearing to consider the relief requested in the Motion on March 24, 2020 (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:

<b>Debtor</b>	<b>Case Number</b>
AE Helicopter (5) Limited	18-13692 (SMB)
AE Helicopter (6) Limited	18-13701 (SMB)
MSN 9229 AS	18-13694 (SMB)
Waypoint Asset Co 10 Limited	18-13759 (SMB)
Waypoint Asset Co 11 Limited	18-13777 (SMB)
Waypoint Asset Co 14 Limited	18-13776 (SMB)
Waypoint Asset Co 15 Limited	18-13780 (SMB)
Waypoint Asset Co 1A Limited	18-13677 (SMB)
Waypoint Asset Co 1C Limited	18-13683 (SMB)
Waypoint Asset Co 1D Limited	18-13652 (SMB)

<b>Debtor</b>	<b>Case Number</b>
Waypoint Asset Co 1F Limited	18-13654 (SMB)
Waypoint Asset Co 1G Limited	18-13655 (SMB)
Waypoint Asset Co 1H Limited	18-13658 (SMB)
Waypoint Asset Co 1J Limited	18-13659 (SMB)
Waypoint Asset Co 1K Limited	18-13661 (SMB)
Waypoint Asset Co 1L Limited	18-13664 (SMB)
Waypoint Asset Co 1M Limited	18-13667 (SMB)
Waypoint Asset Co 1N Limited	18-13670 (SMB)
Waypoint Asset Co 3A Limited	18-13703 (SMB)
Waypoint Asset Co 4 Limited	18-13717 (SMB)
Waypoint Asset Co 5 Limited	18-13721 (SMB)
Waypoint Asset Co 5B Limited	18-13761 (SMB)
Waypoint Asset Co Germany Limited	18-13782 (SMB)
Waypoint Asset Company Number 2 (Ireland) Limited	18-13682 (SMB)
Waypoint Asset Euro 1A Limited	18-13713 (SMB)
Waypoint Asset Euro 1B Limited	18-13750 (SMB)
Waypoint Asset Euro 1C Limited	18-13756 (SMB)
Waypoint Asset Euro 1D Limited	18-13738 (SMB)
Waypoint Asset Euro 1G Limited	18-13673 (SMB)
Waypoint Asset Euro 7A Limited	18-13742 (SMB)
Waypoint Asset Malta Ltd	18-13699 (SMB)
Waypoint Leasing (Luxembourg) Euro S.à r.l.	18-13651 (SMB)
Waypoint Leasing Labuan 1A Limited	18-13680 (SMB)
Waypoint Leasing Labuan 3A Limited	18-13704 (SMB)
Waypoint Leasing Services LLC	18-13785 (SMB)
Waypoint Leasing UK 1B Limited	18-13668 (SMB)

Debtor	Case Number
Waypoint Leasing UK 1C Limited	18-13672 (SMB)
Waypoint Leasing UK 3A Limited	18-13711 (SMB)
Waypoint Leasing UK 5A Limited	18-13767 (SMB)
Waypoint Leasing UK 8A Limited	18-13743 (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: \_\_\_\_\_, 2020  
New York, New York

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HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE