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**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	:	

**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**

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* [ECF No. 155] (the "**Case Management Order**"), the undersigned hereby certifies as follows:

1. Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "**Debtors**") in the above-

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are set forth hereto as **Exhibit A**.



captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), filed and served the *Motion of the Debtors for Entry of a Final Decree Closing Certain of the Debtors’ Chapter 11 Cases* [ECF No. 1044] (the “**Motion**”).

2. In accordance with the Case Management Order, the Debtors established a deadline (the “**Objection Deadline**”) for parties to object or file responses to the Motion. The Objection Deadline was set for March 17, 2020 at 4:00 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. Prior to the Objection Deadline, the Debtors received informal comments to the Motion from the United States Trustee, which were resolved with modifications to the proposed order.

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 to the Debtors. A revised proposed order (the “**Revised Proposed Order**”) is annexed hereto as **Exhibit B** and a redline copy showing the changes made to the version filed with the Motion is annexed hereto as **Exhibit C**.

[remainder of page left intentionally blank]

4. Accordingly, the Debtors now respectfully request that the Revised Proposed Order granting the Motion be entered in accordance with the procedures described in the Case Management Order.

I declare that the foregoing is true and correct.

Dated: March 17, 2020
New York, New York

/s/ Robert J. Lemons
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Robert J. Lemons
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*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 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

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
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

Revised Proposed Order - Clean

**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)

**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**”),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 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 (collectively, the “**U.S. Trustee Fees**”) with respect to the Closing Debtors’ Chapter 11 Cases having been paid in full; 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. 1046] 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
AE Helicopter (5) Limited	18-13692 (SMB)
AE Helicopter (6) Limited	18-13701 (SMB)
MSN 9229 AS	18-13665 (SMB)
Waypoint Asset Co 10 Limited	18-13759 (SMB)
Waypoint Asset Co 11 Limited	18-13777 (SMB)

Debtor	Case Number
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)
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)

Debtor	Case Number
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)

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. No further Quarterly Fees shall be owed on account of the Closing Debtors' chapter 11 cases; provided however, if the U.S. Trustee later determines that additional Quarterly

Fees may be owed, the Debtors will file 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

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Revised Proposed Order - Redline

**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., :
:
Debtors.¹ : **(Jointly Administered)**
:
-----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 March 3, 2020 [ECF No. 1044] (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

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.

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~~ 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 (collectively, the “U.S. Trustee Fees”) with respect to the Closing Debtors’ Chapter 11 Cases having been paid in full; 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 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. 1046] 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
AE Helicopter (5) Limited	18-13692 (SMB)

Debtor	Case Number
AE Helicopter (6) Limited	18-13701 (SMB)
MSN 9229 AS	18-13665 (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)
Waypoint Asset Euro 1C Limited	18-13756 (SMB)

Debtor	Case Number
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)

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~~ No further Quarterly Fees shall be owed on account of the Closing Debtors' Chapter 11 ~~C~~cases ~~shall be paid within ten days after the date of the entry of this Order, and the Debtors will simultaneously;~~ provided ~~to~~ however, if the U.S. Trustee later determines that additional Quarterly Fees may be owed, the Debtors will file 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

JUDGE

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY

Summary report: Litéra® Change-Pro TDC 10.1.0.800 Document comparison done on 3/17/2020 11:14:19 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://WEILDMS/WEIL/97401401/1	
Modified DMS: iw://WEILDMS/WEIL/97401401/2	
Changes:	
Add	9
Delete	8
Move From	1
Move To	1
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	19