

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

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:
In re : **Chapter 11**
:
WAYPOINT LEASING : **Case No. 18-13648 (SMB)**
HOLDINGS LTD., et al., :
:
: **(Jointly Administered)**
Debtors.¹ :
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**FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 363, AND 507(a)
AND FED. R. BANKR. P. 6003 AND 6004 (I) AUTHORIZING DEBTORS TO
(A) PAY EMPLOYEE OBLIGATIONS AND (B) CONTINUE EMPLOYEE BENEFIT
PROGRAMS, AND (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR
AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion (the “**Motion**”),² dated November 25, 2018 [ECF No. 7] of Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a), 363, and 507(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of interim and final orders (i) authorizing, but not directing, the Debtors to (a) continue honoring obligations incurred in connection with the Wage Obligations, Payroll Taxes and Deductions, and Employee Benefit Programs on a postpetition basis in the ordinary course of business and (b) pay, in their sole discretion, accrued and outstanding prepetition amounts due in connection with Reimbursable

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 on **Exhibit A** to the Motion.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion or in the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552, Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014, and L. Bankr. R. 2002-1, 4001-2, 9013-1, 9014-1, and 9014-2 (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* (the “**Interim DIP Order**”), as applicable.



Expenses, PEO Fees, and Independent Contractor Obligations, and (ii) authorizing applicable banks and other financial institutions to receive, honor, process, and pay all checks issued or to be issued and electronic funds transfers requested or to be requested relating to the above, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein 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.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion and the Interim Order (as defined herein) having been provided in accordance with the *Interim 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 12, 2018 [ECF No. 86] as set forth in the affidavits of service filed at ECF Nos. 28 and 99, respectively; 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 reviewed the Motion; and the Court having held a hearing on December 10, 2018 to consider the relief requested in the Motion on an interim basis (the “**Interim Hearing**”); and the Court having entered an order granting the relief requested in the Motion on an interim basis [ECF No. 81] (the “**Interim Order**”); and the attorneys for the Debtors having filed a declaration pursuant to 28 U.S.C. § 1746 indicating that no objection to the Motion had been filed [ECF No. 102]; and upon the First Day Declarations, filed contemporaneously with the Motion, and the record of the Interim Hearing; 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 it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the

proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted on a final basis to the extent set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363, and 507(a) of the Bankruptcy Code, to pay and honor all prepetition Reimbursable Expenses, PEO Fees, and Independent Contractor Obligations; provided, that the Debtors are authorized, but not directed, to pay only amounts due and payable as of the Petition Date and amounts that are or become due and payable between the Petition Date and the date that a final order on the Motion is entered, unless otherwise ordered by this Court; provided, further, that, payments on account of Independent Contractor Obligations shall not exceed \$12,850 for each Independent Contractor.
3. The Debtors are authorized, but not required, to maintain and continue to honor all Employee Benefit Programs, as such may be modified, amended, discontinued, or supplemented from time to time in the ordinary course of business.
4. The Debtors are authorized, but not directed, to pay all prepetition and postpetition costs and expenses associated with Employee Benefit Programs, including administrative and processing fees to PEOs in the ordinary course of business.
5. The Debtors are authorized, but not directed, to pay postpetition Board Member and Trustee Fees in the ordinary course of business.
6. Nothing in this Final Order shall be deemed to authorize the payment of any amounts in satisfaction of obligations under the Bonus Programs absent further order from the Court.

7. Nothing in this Final Order shall be deemed to authorize the payment of prepetition amounts due under the Non-Insider Severance Program absent further order from the Court.

8. The Debtors and any applicable third parties are authorized to continue to allocate and distribute Payroll Taxes and Deductions to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' stated policies and prepetition practices.

9. Notwithstanding anything to the contrary contained herein, any payments made or to be made by the Debtors under this Final Order, and any authorization contained in this Final Order, shall be in compliance with, and shall be subject to the Interim DIP Order (as may be modified by further order of the Bankruptcy Court), and the documentation in respect of the Debtors' DIP Facility.

10. The Banks are authorized, but not directed, at the Debtors' request, to receive, process, honor, and pay, to the extent of funds on deposit, any and all checks issued or to be issued, or electronic funds transfers requested or to be requested by the Debtors relating to Employee Obligations.

11. The Debtors are authorized, but not directed, to issue new postpetition checks or effect new postpetition electronic fund transfers on account of the Employee Obligations to replace any prepetition checks or electronic fund transfer requests that may be lost, dishonored, or rejected as a result of the commencement of the Chapter 11 Cases.

12. Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order, is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim

against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

13. Nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

14. Under the circumstances of these Chapter 11 Cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

15. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

16. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Final Order.

17. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Order.

Dated: **December 19, 2018**
New York, New York

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