

Presentment Date: October 3, 2024 at 10:00 AM (ET)
Objection Deadline: September 27, 2024 at 4:00 PM (ET)

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*Special Merger and Acquisition and Aviation
Financing Counsel to the Winddown Debtors*

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

In re:)	
)	Chapter 11
Voyager Aviation Holdings, LLC <i>et al.</i> ,)	
)	Case No. Case No. 23-11177 (JPM)
Debtors. ¹)	(Jointly Administered)
)	
)	

**NOTICE OF PRESENTMENT OF MOTION
FOR FINAL DECREE CLOSING EACH OF THE
CHAPTER 11 CASES EXCEPT VAH AND VAMI**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.



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PLEASE TAKE NOTICE that the Winddown Debtors, through their undersigned counsel, will present the Winddown Debtors' *Motion for Final Decree Closing Each of the Chapter 11 Cases Except VAH and VAMI* (the "Motion") to the Honorable John P. Mastando III, United States Bankruptcy Court for the Southern District of New York, on October 3, 2024 at 10:00 a.m. (prevailing Eastern Time) (the "Presentment Date") for approval and signature.

PLEASE TAKE FURTHER NOTICE that any objections or responses to the relief requested in the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 156]; (c) be filed electronically with this Court on the docket of *In re Voyager Aviation Holdings, LLC*, Case 23-11177 (JPM) by registered users of this Court's electronic filing system and in accordance with the General Order M-399 (which is available on this Court's website at <http://www.nysb.uscourts.gov>) by **September 27, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline"); and (d) be promptly served on the following parties: (i) the Chambers of the Honorable John P. Mastando III, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (ii) the Plan Administrator, c/o Gerry Hastings (ghastings@fexco.com); (iii) Milbank LLP, 55 Hudson Yards, New York, NY 10001 (Attn.: Lauren C. Doyle, Esq. and Brian Kinney, Esq. (lidoyle@milbank.com and bkinney@milbank.com)) and Vedder Price LLP, 1633 Broadway, 31st Floor, New York, NY 10019 (Attn.: Michael J. Edelman, Esq. (mjedelman@vedderprice.com))), counsel for the Winddown Debtors; and (iv) Office of the U.S. Trustee, 201 Varick Street, Room

1006, New York, NY 10014 (Attn: Annie Wells, Esq., Daniel Rudewicz, Esq., Brian Masumoto, Esq).

PLEASE TAKE FURTHER NOTICE that if no objections or other responses are timely filed and served by the Objection Deadline with respect to the Motion, the Debtors shall, on the Presentment Date, submit the Motion and order to the Court, which order the Court may enter without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, the Court will notify the moving and objecting parties of the date and time of the hearing and of the moving party's obligation to notify all other parties entitled to receive notice. The moving and objecting parties are required to attend the hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.

[Remainder of page intentionally left blank]

Dated: September 19, 2024
New York, New York

/s/ Lauren C. Doyle

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Counsel to the Winddown Debtors

*Special Merger and Acquisition and Aviation
Financing Counsel to the Winddown Debtors*

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

_____)	
In re:)	Chapter 11
)	
Voyager Aviation Holdings, LLC <i>et al.</i> ,)	Case No. Case No. 23-11177 (JPM)
)	
Debtors. ¹)	(Jointly Administered)
)	
_____)	

**WINDDOWN DEBTORS' MOTION
FOR FINAL DECREE CLOSING EACH OF THE
CHAPTER 11 CASES EXCEPT VAH AND VAMI**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.

The above-captioned debtors and debtors in possession (collectively, the “Debtors,” and after the Effective Date² of their chapter 11 plan, the “Winddown Debtors”) state as follows in support of this motion (this “Motion”):

Relief Requested

1. The Reorganized Debtors respectfully request entry of a final decree (the “Final Decree”), substantially in the form attached hereto as **Exhibit A**, (i) closing each of the Debtors’ Chapter 11 Cases other than the cases of: (a) *Voyager Aviation Holdings, LLC* (“VAH”), Case No. 23-11177 and (b) *Voyager Aviation Management Ireland Designated Activity Company* (“VAMI” and, together with VAH, the “Remaining Cases”), Case No. 23-11176, and (ii) granting related relief.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Winddown Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by this Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Second Modified Second Amended Joint Chapter 11 Plan of Reorganization of Voyager Aviation Holdings, LLC, et al.*, dated March 18, 2024 [Docket No. 802] (the “Plan”).

4. The statutory bases for the relief requested herein are section 350(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of 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”).

Background

5. On July 27, 2023, (the “Petition Date”), each Debtor commenced a case under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) by filing a voluntary petition for relief in this Court (the “Chapter 11 Cases”). On July 28, 2023, 2023, the Court entered an order, the *Order Directing Joint Administration of These Chapter 11 Cases* [Docket No. 26], authorizing the joint administration of these Chapter 11 Cases under the case of *Voyager Aviation Holdings, LLC*, Case No. 23-11177 (the “Lead Case”).

6. On March 22, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Second Modified Second Amended Joint Chapter 11 Plan of Voyager Aviation Holdings, LLC et al.* [Docket No. 838] (the “Confirmation Order”), confirming the Plan. The Plan became effective as to each of the Debtors except Debtors A330 MSN 1432 Limited and A330 MSN 1579 Limited on April 5, 2024. [Docket No. 856]. The Plan became effective as to Debtors A330 MSN 1432 Limited and A330 MSN 1579 Limited on August 1, 2024. [Docket No. 946]. Thus, the Plan has become effective as to all of the Debtors.

7. The Court entered the *Order of Final Decree Closing the Chapter 11 Cases of the Transferred Participation Debtors* [Docket No. 936] on June 24, 2024, closing the chapter 11 cases of the Transferred Participation Debtors. Only the Chapter 11 Cases of the Winddown Debtors remain open as of the date of this filing. Through this Motion, the Winddown Debtors seek a final decree closing the Chapter 11 Cases of the following Winddown Debtors (the “Closed Winddown Debtors”):

Closed Winddown Debtor	Case No.
A330 MSN 1432 Limited	23-11178
A330 MSN 1579 Limited	23-11179
Cayenne Aviation LLC	23-11191
Cayenne Aviation MSN 1123 Limited	23-11181
Cayenne Aviation MSN 1135 Limited	23-11183
DPM Investment LLC	23-11193
Intrepid Aviation Leasing, LLC	23-11196
N116NT Trust	23-11188
Panamera Aviation Leasing IV Limited	23-11185
Panamera Aviation Leasing VI Limited	23-11186
Panamera Aviation Leasing XI Limited	23-11189
Voyager Aircraft Leasing, LLC	23-11197
Voyager Aviation Aircraft Leasing, LLC	23-11195
Voyager Finance Co.	23-11194

8. The Winddown Debtors seek to reduce the administrative expenses associated with numerous cases remaining open by closing the cases of the Closed Winddown Debtors. Only the chapter 11 cases of the Remaining Cases will remain open. The Winddown Debtors seek authority to resolve the remaining matters in the Remaining Cases.

9. Although the Winddown Debtors do not anticipate any significant contested matters related to their chapter 11 cases, miscellaneous motions, applications, pleadings, or other matters or proceedings may arise from time to time (collectively, the “Remaining Matters”). Any Remaining Matters related to any of the Winddown Debtors can be filed, administered, and adjudicated in the Remaining Cases without any substantive or negative impact on any party in interest.³

³ The Winddown Debtors reserve all rights to dispute any outstanding claims, and the failure of the Winddown Debtors to object to any claim filed in these chapter 11 cases prior to entry of the Final Decree shall not cause such claim to be deemed allowed. The Winddown Debtors request that the Court permit any objections to claims against or interests in any of the chapter 11 cases to be filed, administered, and adjudicated in the Remaining Cases.

10. The Winddown Debtors now seek an order closing the chapter 11 cases, other than the Remaining Cases, and believe that such closure is in the best interest of the Winddown Debtors, as it will greatly reduce the fees attributable to remaining in chapter 11.

Basis for Relief

11. 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(a) 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. “Courts have wide discretion in determining whether to close a chapter 11 case and ‘Bankruptcy Rule 3022 is intended to allow bankruptcy courts flexibility in determining whether an estate is fully administered.’” *In re Motors Liquidation Co.*, 625 B.R. 605, 614 (Bankr. S.D.N.Y. 2021) (citing *In re Federated Dep’t Stores, Inc.*, 43 F. App’x 820, 823 (6th Cir. 2002)).

12. Although the phrase “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules, the Advisory Committee Notes to Bankruptcy Rule 3022 (the “Committee Notes”) set forth the following non-exclusive list of factors to be considered in determining whether an estate has been fully administered:

- a. whether the order confirming the plan has become final,
- b. whether deposits required by the plan have been distributed,
- c. whether the property proposed by the plan to be transferred has been transferred,
- d. 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,
- e. whether payments under the plan have commenced, and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991 Amendment); *see also In re Motors Liquidation Co.*, 625 B.R. 605, 615 (Bankr. S.D.N.Y. 2021). The Committee Notes further provide the “[e]ntry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed” and “[t]he court should not keep the case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” *Id.*

13. Courts generally use the above six factors to determine whether a case has been fully administered. *See, e.g., In re Aquatic Dev. Grp., Inc.*, 352 F.3d 671, 676 (2d Cir. 2003); *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999). These six factors, however, are merely guidelines that aid a court’s determination, and each of the factors need not be present before a court enters a final decree. *See In re Motors Liquidation Co.*, 625 B.R. at 615 (“Although courts should apply and weigh the factors, no one factor is dispositive. Rather, these factors act as mere guidelines to aid a court in its determination.”); *Kliegl Bros.*, 238 B.R. at 542 (“The factors set forth in the [Committee] Note are plainly an aid or checklist that serves to insure that there is no unfinished business before the Court or in the case.”); *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

14. In addition to the factors set forth in the Committee Notes, courts have also considered an estate “fully administered” if the plan of reorganization has been substantially consummated. *See, e.g., In re Gates Cmty. Chapel*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (“[S]everal courts have concluded that a Chapter 11 case should be considered ‘fully administered’ when it reaches the point of substantial consummation as defined in Section 1101(2)” (citations omitted); *see also Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (same). The Bankruptcy Code defines the term “substantial consummation” as the:

- a. transfer of all or substantially all of the property proposed by the plan to be transferred;

- b. assumption by the debtor or by the successor to the debtor under the plan of business or of the management of all or substantially all of the property dealt with by the plan; and
- c. commencement of distribution under the plan.

See 11 U.S.C. § 1101(2).

15. The foregoing factors weigh strongly in favor of closing the Closed Winddown Debtors. The Confirmation Order is a final order, the Effective Date of the Plan has occurred, and the Plan is substantially consummated in accordance with section 1101 of the Bankruptcy Code. Specifically, on the Effective Date, the Winddown Assets vested in the Winddown Debtors and the Debtors effectuated the Newco Transaction in accordance with Section IV.C of the Plan. Subsequent to the Effective Date, the Winddown Debtors closed the final remaining Aircraft transfers pursuant to the Azorra Sale Transaction, thereby completing their obligations under the Purchase Agreement in accordance with Section IV.F of the Plan. Therefore, the chapter 11 cases have been “fully administered” and closing all open cases besides the Remaining Debtors is consistent with the Plan.

16. Certain Delayed Non-Participation Debtor Insurance Assets that may be held by the Remaining Debtors remain subject to a Transfer Delay pursuant to the Plan and it is therefore premature to close the Remaining Cases. As prescribed in Section IV.C of the Plan, the Remaining Debtors transferred and granted to Newco (as defined in the Plan) “a full (100%) of the Participation Interests in each Delayed Non-Participation Debtor Insurance Asset on the [] terms [set forth in the Section IV.C of the Plan and] at the sole and exclusive cost of Newco.” Accordingly, the Remaining Cases will remain open for the time being. However, leaving open the Remaining Cases need not prevent the Court from closing the cases of each of the Closed Winddown Debtors. *See* Fed. R. Bankr. P. 3022, Advisory Comm. Note (1991) (“The court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.”).

17. The Winddown Debtors will work to resolve any Remaining Matters. To the extent issues arise relating to the Winddown Debtors, such matters can be resolved under the Remaining Cases without keeping any other dockets open. Closing the other dockets will have no impact on the Delayed Non-Participation Debtor Insurance Assets pursuant to the Section IV.C of the Plan or the substantive rights of any party in interest.

18. Accordingly, the Winddown Debtors submit that closing all open chapter 11 cases besides the Remaining Cases is warranted in accordance with section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022.

Notice

19. Notice of this Motion has been provided in accordance with the procedures set forth in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 146]. The Winddown Debtors respectfully submit that no further notice is required.

No Prior Request

20. No prior motion for the relief requested herein has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, based on the foregoing, the Winddown Debtors respectfully request that this Court (a) enter the Final Decree, substantially in the form attached hereto as **Exhibit A**, and (b) grant such other and further relief as the Court may deem just and appropriate.

Dated: September 19, 2024
New York, New York

/s/ Lauren C. Doyle

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*Special Merger and Acquisition and Aviation
Financing Counsel to the Winddown Debtors*

EXHIBIT A

Proposed Final Decree

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

_____)	
In re:)	Chapter 11
)	
Voyager Aviation Holdings, LLC <i>et al.</i> ,)	Case No. 23-11177 (JPM)
)	
Debtors. ¹)	(Jointly Administered)
_____)	

**ORDER (I) AUTHORIZING THE FINAL DECREE
CLOSING EACH OF THE CHAPTER 11 CASES EXCEPT
VAH AND VAMI AND (II) GRANTING RELATED RELIEF**

Upon the Motion;² of Reorganized Debtors, pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, for entry of a final decree (this “Final Decree”) closing the open chapter 11 cases except the Remaining Cases, as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having reviewed the Motion and determined that the legal and factual bases set forth in

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.

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

the Motion establish just cause for the relief granted herein; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates and creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Chapter 11 Cases of the following Closed Winddown Debtors are hereby closed; *provided* that this Court shall retain jurisdiction as provided in the Plan, the Confirmation Order, and this Final Decree:

Closed Winddown Debtors	Case No.
A330 MSN 1432 Limited	23-11178
A330 MSN 1579 Limited	23-11179
Cayenne Aviation LLC	23-11191
Cayenne Aviation MSN 1123 Limited	23-11181
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Voyager Aircraft Leasing, LLC	23-11197
Voyager Aviation Aircraft Leasing, LLC	23-11195
Voyager Finance Co.	23-11194

3. The Winddown Debtors shall pay the U.S. Trustee any quarterly fees due pursuant to 28 U.S.C. § 1930, together with any applicable interest due pursuant to 31 U.S.C. § 3717, within 25 days of the entry of this Order of Final Decree. Within 20 days after the entry of the Order, the Debtors shall provide to the U.S. Trustee an affidavit indicating cash disbursements through the third quarter of 2024 and for any additional period concluding on or before the date that the Final Decree is entered by the Bankruptcy Court.

4. Kurtzman Carson Consultants LLC dba Verita Global (the “Solicitation Agent”) shall (a) prepare final claim registers for the clerk’s office, pursuant to the guidelines for implementing 28 U.S.C. § 156(c), and (b) box and transport all claims to the Federal Archives at the direction of the office of the Clerk of Court. The services of the Solicitation Agent as the official claims and noticing agent for the Debtors, pursuant to 28 U.S.C. § 156(c) and prior order of this Court, are hereby terminated and released.

5. Following entry of this Order, the Remaining Debtors shall file a consolidated closing report with respect to all of the Winddown Debtors, pursuant to Local Rule 3022-1.

6. Entry of this Final Decree is without prejudice to the rights of the Remaining Debtors or any party in interest to seek to reopen the chapter 11 cases for cause pursuant to section 350(b) of the Bankruptcy Code.

7. The Winddown Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Final Decree, including with respect to all matters described in Section IV.C. of the Plan, the Remaining Cases, and the Delayed Non-Participation Debtor Insurance Assets.

New York, New York
Dated: _____, 2024

HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE