

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 7
	:	
AE LIQUIDATION, INC., <i>et al.</i> , ¹	:	Case No. 08-13031 (MFW) (Jointly
	:	
Debtors.	:	Administered)
	:	
	:	RE: Docket No. 1655
	:	

**ORDER GRANTING CHAPTER 7 TRUSTEE’S MOTION FOR
AN ORDER APPROVING THE SALE OF REMNANT ASSETS OF THE
DEBTORS’ ESTATES FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND
ENCUMBRANCES PURSUANT TO 11 U.S.C. §§ 105 AND 363 AND RELATED RELIEF**

Upon the Motion of Jeffrey L. Burch, the Chapter 7 trustee (the “Trustee”) for the chapter 7 estates (the “Estates”) of the above-captioned debtors (the “Debtors”), requesting the entry of an order, pursuant to 11 U.S.C. §§ 105 and 363, approving the sale of certain assets of the Debtors’ Estates to Oak Point Partners, LLC (“Oak Point”) and related terms (“Motion”)²; and the Court having jurisdiction to consider the Motion and requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having determined that the service of the Motion is adequate and proper notice under the circumstances and opportunity for a hearing having been given; and any objections to the Motion having been resolved, withdrawn, or otherwise overruled by the Court; and the Court having determined that the Bidding Procedures are fair, reasonable and appropriate, reflect the Trustee’s exercise of prudent business judgment, and are designed to maximize the value to be achieved for the Remnant Assets; and the Court

¹ The Debtors in these proceedings are: AE Liquidation, Inc. (f/k/a/ Eclipse Aviation Corporation) and EIRB Liquidation, Inc. (f/k/a/ Eclipse IRB Sunport, LLC), a wholly-owned subsidiary of Eclipse Aviation Corporation.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

having determined that the legal and factual bases set forth in the Motion and at any hearing thereon establish just and sufficient cause for the relief granted herein; it is hereby

ORDERED:

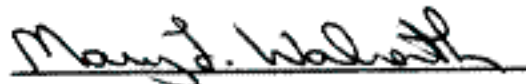
1. The relief sought in the Motion is GRANTED as set forth herein.
2. The Purchase Agreement and all of its terms and conditions are approved in their entirety.
3. The Bidding Procedures are approved in their entirety.
4. The Purchase Agreement and the Bidding Procedures are fair and reasonable.
5. Pursuant to 11 U.S.C. §§ 105 and 363(b), the Trustee is authorized to sell the Remnant Assets to Oak Point for the consideration described in the Motion.
6. Pursuant to 11 U.S.C. § 363(f), the sale of Remnant Assets to Oak Point (the “Sale”) shall be free and clear of any and all liens, claims, and encumbrances, with such liens, claims, and encumbrances to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims, and encumbrances have on the Estates’ right to the Remnant Assets, as appropriate, subject to the rights and defenses of the Trustee and any party in interest with respect thereto.
7. The Trustee and his professionals are authorized to take such action as is necessary to effectuate the terms of the Purchase Agreement, together with all additional instruments and documents that may be reasonably necessary to implement the Purchase Agreement.
8. Oak Point is granted the protections provided to a good faith purchaser under 11 U.S.C. § 363(m).

9. The transfer of the Remnant Assets to Oak Point pursuant to the Purchase Agreement constitutes a legal, valid, and effective transfer of the Remnant Assets; and shall vest Oak Point with all right, title, and interest in and to the Remnant Assets and proceeds thereof.

10. The fourteen-day stay under Bankruptcy Rule 6004(h) is waived.

11. This Court reserves jurisdiction over the provisions of this Order and to hear and determine all matters arising from the implementation of this Order.

Dated: June 15th, 2020
Wilmington, Delaware



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE