

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

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|-------------------------------|---|
| -----X                        |   |
|                               | : |
| <b>In re</b>                  | : |
|                               | : |
| <b>WAYPOINT LEASING</b>       | : |
| <b>HOLDINGS LTD., et al.,</b> | : |
|                               | : |
| <b>Debtors.</b> <sup>1</sup>  | : |
| -----X                        |   |

**Chapter 11**  
**Case No. 18-13648 (SMB)**  
**(Jointly Administered)**

**NOTICE OF SALE OF SUBSTANTIALLY ALL ASSETS**

Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) are seeking to sell all or substantially all of their assets pursuant to a motion, dated December 10, 2018 (ECF No. 64) (the “**Motion**”).

Macquarie Rotorcraft Leasing Holdings Limited (“**Macquarie**”) has already submitted a binding bid (the “**Macquarie Bid**”) for substantially all of the Debtors’ assets (the “**Purchased Assets**”), as set forth in a certain asset purchase agreement (the “**Macquarie APA**”). The Macquarie Bid remains subject to higher or better offers.

By order, dated December 21, 2018 (ECF No. 159) (the “**Bidding Procedures Order**”),<sup>2</sup> the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved bidding procedures (the “**Bidding Procedures**”) that govern the sale of the Purchased Assets to the highest or best bidder.

The Debtors have requested the Bankruptcy Court enter one or more orders (each, a “**Sale Order**”), which provides, among other things, for the sale of the Debtors’ assets free and clear of liens, claims, encumbrances, and other interests, to the extent permissible by law, and the assumption by one or more successful bidders of certain liabilities. A separate notice will be provided to counterparties to executory contracts and unexpired leases with the Debtors that may be assumed and assigned.

Copies of the Macquarie APA, the Bidding Procedures Order, and the Bidding Procedures are available on the website of the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC ([www.kcellc.net/waypointleasing](http://www.kcellc.net/waypointleasing)).

<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 attached 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 Bidding Procedures Order or the Motion.



**ANY INTERESTED BIDDER SHOULD CONTACT THE DEBTORS' ADVISORS AT:**

**Houlihan Lokey Capital, Inc.**  
Project.Whiskey@HL.com

**PLEASE TAKE NOTE OF THE FOLLOWING IMPORTANT DEADLINES:**

- The deadline to submit a Third Party Bid is **January 4, 2019 at 5:00 p.m. (ET)**. The deadline to submit a Credit Bid is **January 14, 2019 at 5:00 p.m. (ET)**. The failure to abide by the procedures and deadlines set forth in the Bidding Procedures Order and the Bidding Procedures may result in the denial of your Third Party Bid or Credit Bid.
- If there are two or more Qualified Third Party Bids, the Debtors will conduct the Auction on **January 8, 2019 at 10:00 a.m. (ET)**. The Auction may be cancelled if the Macquarie Bid is the only Qualified Third Party Bid received by the Debtors. If the Auction is adjourned or cancelled, the Debtors shall file a notice with the Bankruptcy Court by **January 7, 2019 at 5:00 p.m. (ET)** and publish such notice on the website of the Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC ([www.kccllc.net/waypointleasing](http://www.kccllc.net/waypointleasing)).
- The deadline to file an objection to the proposed sale transaction is **February 5, 2019 at 4:00 p.m. (ET)** (the "**Sale Objection Deadline**"). Objections must be filed and served in accordance with the Bidding Procedures Order.
- The Bankruptcy Court will conduct a hearing (the "**Sale Hearing**") to consider the proposed sale on **February 12, 2019 at 10:00 a.m. (ET)**. The Debtors may adjourn the Sale Hearing without notice or with limited and shortened notice to parties, including by (i) an announcement of such adjournment at the Auction or at the Sale Hearing or (ii) the filing of a notice of adjournment with the Bankruptcy Court prior to the commencement of the Sale Hearing.

**THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION BY THE SALE OBJECTION DEADLINE SHALL BE A BAR TO THE ASSERTION BY SUCH PERSON OR ENTITY OF ANY OBJECTION TO THE MOTION, THE SALE ORDER, THE SALE TRANSACTION, OR THE DEBTORS' CONSUMMATION AND PERFORMANCE OF THE MACQUARIE APA (INCLUDING, WITHOUT LIMITATION, THE DEBTORS' TRANSFER OF THE PURCHASED ASSETS AND ASSUMPTION AND ASSIGNMENT OF THE TRANSFERRED CONTRACTS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS).**

Dated: December 26, 2018

/s/ Kelly DiBlasi  
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*Proposed Attorneys for Debtors and Debtors in Possession*