

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

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: **Chapter 11**
: **Case No. 18-13648 (SMB)**
: **(Jointly Administered)**
: **Debtors.**
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**NOTICE OF HEARING TO CONSIDER APPROVAL OF DEBTORS' PROPOSED
DISCLOSURE STATEMENT FOR DEBTORS' PROPOSED CHAPTER 11 PLAN**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Leasing Holdings Ltd.	2899	MSN 760682 Trust	N/A
Waypoint Leasing (Luxembourg) S.à r.l.	7041	MSN 920022 Trust	N/A
Waypoint Leasing (Ireland) Limited	6600	MSN 920062 Trust	N/A
Waypoint Asset Co 10 Limited	2503	MSN 920125 Trust	N/A
MSN 2826 Trust	N/A	MSN 9229 AS	7652
MSN 2879 Trust	N/A	Waypoint Asset Co 3A Limited	6687
Waypoint Asset Co 11 Limited	3073	MSN 41371 Trust	N/A
MSN 2905 Trust	N/A	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 14 Limited	1585	Waypoint Asset Funding 2 LLC	7783
Waypoint Asset Co 15 Limited	1776	MSN 4469 Trust	N/A
Waypoint Asset Co 3 Limited	3471	MSN 6655 Trust	N/A
AE Helicopter (5) Limited	N/A	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
AE Helicopter (6) Limited	N/A	Waypoint Asset Co 1A Limited	1208
MSN 31141 Trust	N/A	Waypoint Leasing Labuan 1A Limited	2299
MSN 31492 Trust	N/A	Waypoint Asset Co 1C Limited	0827
MSN 36458 Trust	N/A	Waypoint Asset Co 1D Limited	7018
MSN 760543 Trust	N/A	Waypoint Asset Co 1F Limited	6345
MSN 760551 Trust	N/A	Waypoint Asset Co 1G Limited	6494
MSN 760581 Trust	N/A	Waypoint Asset Co 1H Limited	7349
MSN 760628 Trust	N/A	Waypoint Asset Co 1J Limited	7729
MSN 760631 Trust	N/A	MSN 20159 Trust	N/A
MSN 6658 Trust	N/A	Waypoint Asset Funding 6 LLC	4964
Waypoint 760626 Business Trust	N/A	Waypoint Asset Co 7 Limited	9689
MSN 7152 Trust	N/A	Waypoint Asset Euro 7A Limited	2406
MSN 7172 Trust	N/A	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Funding 3 LLC	4960	MSN 31041 Trust	N/A
Waypoint Asset Malta Ltd	5348	MSN 31203 Trust	N/A



Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Leasing Labuan 3A Limited	8120	MSN 31578 Trust	N/A
Waypoint Leasing UK 3A Limited	0702	MSN 760617 Trust	N/A
Waypoint Asset Co 4 Limited	0301	MSN 760624 Trust	N/A
Waypoint Asset Co 5 Limited	7128	MSN 760626 Trust	N/A
Waypoint Asset Co 1K Limited	2087	MSN 760765 Trust	N/A
MSN 14786 Trust	N/A	MSN 920063 Trust	N/A
MSN 2047 Trust	N/A	MSN 920112 Trust	N/A
MSN 2057 Trust	N/A	Waypoint 206 Trust	N/A
Waypoint Asset Co 5B Limited	2242	Waypoint 407 Trust	N/A
Waypoint Leasing UK 5A Limited	1970	Waypoint Asset Euro 1B Limited	3512
Waypoint Asset Co 6 Limited	8790	Waypoint Asset Euro 1C Limited	1060
MSN 31042 Trust	N/A	MSN 20012 Trust	N/A
MSN 31295 Trust	N/A	MSN 20022 Trust	N/A
MSN 31308 Trust	N/A	MSN 20025 Trust	N/A
MSN 920119 Trust	N/A	MSN 920113 Trust	N/A
Waypoint Asset Funding 8 LLC	4776	Waypoint Asset Co Germany Limited	5557
Waypoint Leasing UK 8A Limited	2906	MSN 31046 Trust	N/A
Waypoint Leasing US 8A LLC	8080	MSN 41511 Trust	N/A
Waypoint Asset Company Number 1 (Ireland) Limited	6861	MSN 760608 Trust	N/A
Waypoint Asset Euro 1D Limited	1360	MSN 89007 Trust	N/A
Waypoint Asset Co 1L Limited	2360	MSN 920141 Trust	N/A
Waypoint Asset Co 1M Limited	5855	MSN 920152 Trust	N/A
Waypoint Asset Co 1N Limited	3701	MSN 920153 Trust	N/A
Waypoint Asset Euro 1G Limited	4786	MSN 920273 Trust	N/A
Waypoint Asset Funding 1 LLC	7392	MSN 920281 Trust	N/A
Waypoint Leasing UK 1B Limited	0592	MSN 9205 Trust	N/A
Waypoint Leasing UK 1C Limited	0840	MSN 9229 Trust	N/A
Waypoint Asset Company Number 2 (Ireland) Limited	7847	Waypoint Leasing Services LLC	8965
Waypoint 2916 Business Trust	N/A		

PLEASE TAKE NOTICE THAT on April 8, 2019, by Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), filed a motion (the “**Motion**”) (ECF No. 699) for approval of the *Disclosure Statement for Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* (as it may be amended, modified, and supplemented, the “**Disclosure Statement**”) (ECF No. 697) in connection with the *Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* (as it may be amended, modified, and supplemented from time to time, the “**Plan**”) (ECF No. 696) pursuant to section 1125 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing (the “**Hearing**”) will be held before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, in Room 723 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004

(the “**Bankruptcy Court**”), on **May 16, 2019 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, to consider the Motion and entry of an order finding, among other things, that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code, and approving the Disclosure Statement.

2. The Disclosure Statement and the Plan are on file with the Clerk of the Bankruptcy Court (the “**Clerk**”) and may be examined by interested parties on the Bankruptcy Court’s electronic docket for the Debtors’ chapter 11 cases, which can be found at <http://www.kccllc.net/waypointleasing> and <http://nysb.uscourts.gov> (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Disclosure Statement and Plan may also be examined by interested parties during normal business hours at the office of the Clerk.

3. Copies of the Disclosure Statement and Plan may be obtained by written request to the Debtors’ solicitation agent, Kurtzman Carson Consultants LLC (the “**Solicitation Agent**”), Waypoint Ballot Processing Center c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245. The Solicitation Agent is not authorized to, and will not, provide legal advice.

4. Any responses or objections (the “**Objections**”) to the Motion or approval of the Disclosure Statement or any of the other relief sought by the Debtors in connection with approval of the Disclosure Statement must be in writing, state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party, and state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be incorporated into the Disclosure Statement to resolve any such objection or response, conform to the Federal Rules of Bankruptcy Procedures and the Local Bankruptcy Rules, and be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and 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), so as to be filed and received no later than **May 9, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the “**Objection Deadline**”), on the following parties:

Counsel to Debtors Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Gary T. Holtzer Robert J. Lemons Kelly DiBlasi	Office of the United States Trustee 201 Varick Street, Room 1006 New York, New York 10014 Attn: Andrea Schwartz	Counsel to Macquarie PF Inc. Paul Hastings LLP 71 South Wacker Drive Suite 4500 Chicago, Illinois 60606 Attn: Chris Dickerson Nathan Gimpel Mark Pollack Michael Whalen
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<p><i>Counsel to Wells Fargo Bank, N.A.</i> Akin Gump Strauss Hauer & Feld LLP 100 Pearl Street, 14th Floor Hartford, Connecticut 06103 Attn: Renee Dailey Katherine Lindsay</p>	<p><i>Counsel to SunTrust Bank</i> Alston & Bird LLP One Atlantic Center 1201 West Peachtree Street, Suite 4900 Atlanta, Georgia 30309 Attn: Rick Blumen David Wender</p>	<p><i>Counsel to Sumitomo Mitsui Banking Corporation, Brussels Branch</i> Clifford Chance US LLP 31 West 52nd Street New York, New York 10019 Attn: Jennifer DeMarco Robert Johnson</p>
<p><i>Counsel to Airbus Helicopters Financial Services Limited</i> Dentons LLP 1221 Avenue of the Americas New York, New York 10020 Attn: Lee Whidden</p>	<p><i>Counsel to BNP Paribas</i> Mayer Brown LLP 1221 Avenue of the Americas New York, New York 10020 Attn: Scott Zemser Brian Trust</p>	<p><i>Counsel to Bank of Utah</i> Norton Rose Fulbright US LLP 1301 Avenue of the Americas New York, New York 10019 Attn: Howard Beltzer James Copeland</p>
<p><i>Counsel to Lombard North Central PLC</i> Sullivan & Cromwell LLP 125 Broad Street New York, New York 10004 Attn: Andrew Dietderich Brian Glueckstein</p>	<p><i>Counsel to Macquarie</i> Vedder Price 1633 Broadway, 47th Floor New York, New York 10019 Attn: Michael Edelman</p>	<p><i>Counsel to Wells Fargo Bank, N.A.</i> Mayer Brown LLP 1221 Avenue of the Americas New York, New York 10020 Attn: Frederick Hyman Scott Zemser</p>
<p><i>Counsel to the Sponsors</i> Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, New York 10019 Attn: Leonard Klingbaum Jason Pearl</p>		

IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE HEARING.

5. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive ballots, a copy of the Plan and Disclosure Statement, instructions on how to vote on to accept or reject the Plan, and other related documents, unless otherwise ordered by the Bankruptcy Court.

6. The Hearing may be adjourned from time to time without further notice other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

Dated: April 8, 2019
New York, New York

/s/ Kelly DiBlasi
WEIL, GOTSHAL & MANGES LLP
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New York, New York 10153
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Facsimile: (212) 310-8007
Gary T. Holtzer
Robert J. Lemons
Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*