

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

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: **Chapter 11**
: **Case No. 18-13648 (SMB)**
: **(Jointly Administered)**
: **Debtors.**
: **Debtors.**
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NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT; (II) ESTABLISHMENT OF VOTING RECORD DATE; (III) HEARING ON CONFIRMATION OF THE PLAN AND PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON THE 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



Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Asset Malta Ltd	5348	MSN 31203 Trust	N/A
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:

1. **Approval of Disclosure Statement.** By order dated June 3, 2019 (ECF No. 816) (the “**Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the *Disclosure Statement for Second Amended Modified Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors*, dated June 3, 2019 (ECF No. 819) (as it may be amended, modified, or supplemented, the “**Disclosure Statement**”) filed by Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”). The Bankruptcy Court authorized the Debtors to solicit votes with regard to the approval or rejection of the *Second Amended Modified Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors*, dated June 3, 2019 (ECF No. 818) (as it may be amended, modified,

or supplemented, the “**Plan**”),¹ a copy of which is annexed as **Exhibit B** to the Disclosure Statement.

2. **Confirmation Hearing.** A hearing (the “**Confirmation Hearing**”) to consider confirmation of the Plan will be held on **July 25, 2019 at 10:00 a.m. (prevailing Eastern Time)**, 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 Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. **Record Date for Voting Purposes.** Only parties who are eligible to vote and hold Claims against the Debtors as of **May 31, 2019** are entitled to vote on the Plan.

4. **Voting Deadline.** All votes to accept or reject the Plan must be actually received by Kurtzman Carson Consultants LLC (“**KCC**”), the Debtors’ solicitation agent (the “**Solicitation Agent**”) by no later than **July 3, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the “**Voting Deadline**”). Any failure to follow the voting instructions included with your ballot may disqualify your ballot and your vote.

5. **Parties in Interest Not Entitled to Vote.** The following holders of Claims and Interests are not entitled to vote on the Plan: (i) holders of unimpaired Claims or Interests that are presumed to accept the Plan, (ii) holders of impaired Claims or Interests that are deemed to reject the Plan, (iii) holders of impaired Interests that are Plan proponents and deemed to accept the Plan, or (iii) holders of Claims that are the subject of filed objections or requests for estimation, or otherwise are not permitted to vote based on the approved solicitation procedures.

6. **Motions for Temporary Allowance for Voting Purposes.** If you have timely filed a proof of Claim and disagree with the Debtors’ classification of, objection to, or request for estimation of, your Claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors at the address set forth below and file with the Bankruptcy Court (with a copy to chambers) a motion (a “**Rule 3018(a) Motion**”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) temporarily allowing such Claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed by **June 21, 2019 at 4:00 p.m. (prevailing Eastern Time)**. Creditors may contact the Solicitation Agent at (888) 733-1446 (domestic) or (310) 751-2635 (international) to receive an appropriate ballot for any Claim for which a proof of Claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

¹ Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

7. **Objections to Confirmation.** Responses and objections, if any, to confirmation of the Plan must:

- (i) be in writing;
- (ii) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party;
- (iii) conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court;
- (iv) state with particularity the basis and nature of any objection to confirmation of the Plan;
- (v) be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M-399 (which can be found at <http://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 the Bankruptcy Court), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable; and
- (vi) be 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 received no later than **July 8, 2019 at 4:00 p.m. (prevailing Eastern Time)**, and on the following parties:

<p><i>Counsel to Debtors</i> Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Gary T. Holtzer Robert J. Lemons Kelly DiBlasi</p>	<p><i>Counsel to the U.S. Trustee</i> U.S. Department of Justice Office of the U.S. Trustee 201 Varick Street, Room 1006 New York, New York 10014 Attn: Andrea B. Schwartz</p>	<p><i>Counsel to Macquarie PF Inc.</i> Paul Hastings LLP 71 South Wacker Drive Suite 4500 Chicago, Illinois 60606 Attn: Chris Dickerson Nathan Gimpel Mark Pollack Michael Whalen</p>
<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> Duane Morris LLP, 1540 Broadway, New York, New York 10036 Attn: Frederick Hyman</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 CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE CONFIRMATION HEARING. REPLIES TO SUCH RESPONSES OR OBJECTIONS MAY BE SERVED BY NO LATER THAN JULY 24, 2019 AT 12:00 P.M. (PREVAILING EASTERN TIME).

8. **Parties Who Will Not Be Treated as Creditors.** Any holder of a Claim that (i) is scheduled in the Debtors’ schedules of assets and liabilities at \$0.00, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of Claim or a proof of Claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of Claim or a proof of Claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such Claim for purposes of voting on or receiving distributions pursuant to the Plan. **PLEASE NOTE THAT, NOTWITHSTANDING YOUR FAILURE TO FILE A PROOF OF CLAIM OR BE SCHEDULED, YOUR RIGHTS MAY NEVERTHELESS BE IMPAIRED BY THE PLAN.**

9. **IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE MAXIMUM EXTENT PERMITTED BY LAW AND CONTEMPLATED UNDER THE PLAN, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.**

10. **Additional Information.** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact the Debtors’ Solicitation Agent, KCC, at (888) 733-1446 (domestic) or (310) 751-2635 (international), or may view such documents by accessing the Debtors’ website: <https://www.kccllc.net/waypointleasing> or the Bankruptcy Court’s website: <http://nysb.uscourts.gov>. As previously noted above, a PACER (www.pacer.psc.uscourts.gov) password and login are needed to access documents on the Bankruptcy Court’s website

(<http://nysb.uscourts.gov>). **THE SOLICITATION AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

11. Releases and Injunctions. Article XI of the Plan contains release, exculpation, and injunction provisions, including third party releases. You are advised to review and consider the Plan carefully because your rights may be affected thereunder.

Dated: June 4, 2019
New York, New York

/s/ Kelly DiBlasi
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New York, New York 10153
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Robert J. Lemons
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*Attorneys for Debtors
and Debtors in Possession*