

Fill in this information to identify the case

United States Bankruptcy Court for the Southern District of New York

Case number (If known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Waypoint Asset Funding 3 LLC

2. All other names debtor used in the last 8 years Waypoint, Waypoint Leasing Ireland, Waypoint Leasing, Waypoint Leasing LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 38-3934960

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

8 Riverpoint
Number Street

Number Street

Bishops Quay

P.O. Box

Limerick, Ireland V94 WC6A
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Limerick
County

Number Street

City State ZIP Code

5. Debtor's website (URL) www.waypointleasing.com

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____



7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax- entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5321 – Helicopter Leasing Company

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes District _____ When _____ Case number _____
MM/ DD/ YYYY

District _____ When _____ Case number _____
MM / DD/ YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes Debtor See Schedule 1 Relationship See Schedule 1
District Southern District of New York When November 25, 2018
Case number, if known _____ MM / DD/ YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

| | |
|--------|----------|
| Number | Street |
| City | State |
| | ZIP Code |

Is the property insured?

- No
- Yes. Insurance agency _____
Contact Name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets (on a consolidated basis)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities (on a consolidated basis)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 25, 2018
MM/ DD /YYYY

✕ /s/ Alan Jenkins Alan Jenkins
Signature of authorized representative of debtor Printed name

Manager
Title

18. Signature of attorney

✕ /s/ Gary T. Holtzer Date November 25, 2018
Signature of attorney for debtor MM / DD / YYYY

Gary T. Holtzer
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

767 Fifth Avenue
Number Street

New York New York 10153
City State ZIP Code

(212) 310-8000 gary.holtzer@weil.com
Contact phone Email address

2401859 New York
Bar Number State

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, under the case number assigned to the chapter 11 case of Waypoint Leasing Holdings Ltd.

| COMPANY | CASE NUMBER | DATE FILED | DISTRICT |
|---|-------------|-------------------|----------|
| Waypoint Leasing Holdings Ltd. | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing (Luxembourg) S.à r.l. | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing (Ireland) Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Company Number 1 (Ireland) Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20159 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31046 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 41511 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760608 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 89007 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920141 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920152 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920153 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920273 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920281 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 9205 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 9229 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Funding 1 LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing Labuan 1A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1C Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1D Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1F Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1G Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1H Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1J Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1K Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1L Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1M Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1N Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1G Limited | 18-_____() | November 25, 2018 | S.D.N.Y |

| COMPANY | CASE NUMBER | DATE FILED | DISTRICT |
|---|-------------|-------------------|----------|
| Waypoint Leasing UK 1B Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing UK 1C Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Company Number 2 (Ireland) Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31431 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760734 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920024 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920030 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Funding 2 LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 3 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| AE Helicopter (5) Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| AE Helicopter (6) Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31141 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31492 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 36458 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760543 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760551 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760581 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760628 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760631 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760682 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920022 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920062 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920125 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 9229 AS | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Funding 3 LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 3A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 41371 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 4466 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 4469 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 6655 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 7152 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 7172 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Malta Ltd | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing Labuan 3A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing UK 3A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 4 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 5 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 14786 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 2047 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |

| COMPANY | CASE NUMBER | DATE FILED | DISTRICT |
|--------------------------------|-------------|-------------------|----------|
| MSN 2057 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 6 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Funding 6 LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31042 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31295 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31308 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920113 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920119 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 7 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 7A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 8 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31041 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31203 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31578 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760617 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760624 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760626 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760765 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920063 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920112 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint 206 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint 407 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint 760626 Business Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Funding 8 LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 5A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1B Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1C Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20012 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20022 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20025 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1D Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing UK 8A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing US 8A LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 9 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20052 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 31312 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 41329 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760538 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760539 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760541 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |

| COMPANY | CASE NUMBER | DATE FILED | DISTRICT |
|---|-------------|-------------------|----------|
| MSN 6658 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 1251 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 760542 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 5B Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing UK 5A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1B Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 41272 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 69052 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 9A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1E Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing UK 9A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Sterling 9A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 10 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 2826 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 2879 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint 2916 Business Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 11 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co Germany Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 2905 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 12 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20042 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 41202 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 920280 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 1E Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Euro 1F Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| MSN 20093 Trust | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Malta 1A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing Singapore 1 Pte. Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing UK 1A Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 14 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Asset Co 15 Limited | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing Services LLC | 18-_____() | November 25, 2018 | S.D.N.Y |
| Waypoint Leasing (Luxembourg) Euro S.à r.l. | 18-_____() | November 25, 2018 | S.D.N.Y |

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF MANAGERS**

OF

WAYPOINT ASSET FUNDING 3 LLC

(the “**Company**”)

November 25, 2018

The Board of Managers of the Company (the “**Board**”) hereby consents to, adopts, and approves, by written consent, in accordance with its organizational documents and applicable law, the following resolutions and each and every action effected thereby in lieu of a meeting of the Board:

WHEREAS, the Company is an indirect subsidiary of Waypoint Leasing Holdings Ltd., a Cayman Islands exempted company (“**Parent**”);

WHEREAS, Parent is considering filing a petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

WHEREAS, the Board has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company and its subsidiaries and affiliates, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business;

WHEREAS, the Board has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider, and has considered, the strategic alternatives available to the Company; and

WHEREAS, the Board desires to approve the following resolutions:

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined, after consultation with the management and the legal and financial advisors of the Company that, if the board of directors of Parent resolves to authorize Parent’s officers to file a chapter 11 petition on behalf of Parent, it is desirable and in the best interests of the Company, its shareholders, creditors, and other parties in interest that a chapter 11 petition be filed by the Company seeking relief under the provisions of the Bankruptcy Code; and be it further

RESOLVED, if the board of directors of Parent resolves to authorize Parent to file a chapter 11 petition, any Director of the Company (each, an “**Authorized Officer**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, to negotiate, execute, deliver, and file, in the name and on behalf of the Company, and under its common seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders, certificates, and other documents (the “**Chapter 11 Filings**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) (with such changes therein and additions thereto as any such

Authorized Officer may deem necessary, appropriate, or advisable, the execution and delivery of any of such Chapter 11 Filings by any such Authorized Officer with any changes thereto to be conclusive evidence that any such Authorized Officer deemed such changes to meet such standard); and be it further

RESOLVED, that any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, appropriate, or desirable in connection with the Company's chapter 11 case (the "**Chapter 11 Case**") or the Chapter 11 Filings, including, without limitation, (i) the payment of fees, expenses, and taxes such Authorized Officer deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing, and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates, and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and be it further

II. Retention of Advisors

RESOLVED, that in connection with the Chapter 11 Case, any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, and other professionals, on behalf of the Company, which such Authorized Officer deems necessary, appropriate, or advisable in connection with, or in furtherance of, the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and be it further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as counsel for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Houlihan Lokey Capital, Inc., located at 10250 Constellation Boulevard, 5th Floor, Los Angeles, California 90067, is hereby retained as investment banker for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of FTI Consulting, Inc., located at Three Times Square, 9th Floor, New York, New York 10036, is hereby retained as financial advisor for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Accenture LLP, successor in interest to Seabury Corporate Advisors LLC and/or one or more of its affiliates, located at 1350 Avenue of the Americas, 25th Floor, New York, New York 10019, is hereby retained as corporate advisor for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Kurtzman Carson Consultants LLC, located at 599 Lexington Avenue #3901, New York, New York 10022, is hereby retained as claims, noticing, and solicitation agent and administrative advisor for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds, including, without limitation, (i) the payment of any consideration, (ii) the payment of fees, expenses, and taxes such Authorized Officer deems necessary, appropriate, or desirable, and (iii) the negotiation, execution, delivery, performance, and filing of any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates, and/or instruments (or any amendments or modifications thereto) in connection with the engagement of professionals contemplated by the foregoing resolutions (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and be it further

III. General Authorization, Subsidiary Authorization, and Ratification

RESOLVED, that any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts or deeds, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents, instruments, applications, notes, or certificates not now known but which may be required; (ii) the execution (if expressed to be under hand, by any Authorized Officer and, if expressed to be under seal, by affixing the seal and having any such document countersigned in accordance with the Constitution of the Company), delivery, and filing (if applicable) of any of the foregoing; and (iii) the payment of all fees, consent payments, taxes, and other expenses as any such Authorized Officer, in his or her sole discretion, may approve or deem necessary, appropriate, or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby (all of such actions, executions, deliveries, filings, and payments to be conclusive evidence of such approval and that such Authorized Officer deemed the same to meet such standard); and be it further

RESOLVED, that any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, in the Company's capacity as member, shareholder, or partner or the equivalent thereof, as the case may be, of each of its debtor subsidiaries, to cause such subsidiaries to take all of the actions on behalf of such subsidiaries that an Authorized Officer is herein authorized to take on behalf of the Company; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer, Director, or any member of the Company in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and be it further

RESOLVED, that any or all of the foregoing resolutions may be executed in any number of counterparts, and transmitted by facsimile or in portable document format (.pdf), each of which when executed shall have the same force and effect as an original instrument, and all of which shall together constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF this executed consent is effective this 25th day of November, 2018



Name: Ken Dowling
Title: Manager



Name: Alan Jenkins
Title: Manager



Name: Ronan Likely
Title: Manager

Fill in this information to identify the case:

Debtor name: Waypoint Asset Funding 3 LLC
 United States Bankruptcy Court for the Southern District of New York
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders¹

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|--|--|---|--|-----------------------------------|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 Airbus Helicopters Deutschland GMBH Industriestrasse 4 86609 Donauwoerth Germany | Attn.: Alain Vigneau Phone: +33 4 42 85 56 26 Email: alain.vigneau@airbus.com | Trade Debt | | | | \$4,599,167.00 |
| 2 AgustaWestland Malaysia Sdn. Bhd Old Cargo Complex SAAS Airport 47200 Subang, Selangor Darul Ehsan Malaysia | Attn.: Mohd Asli Umni Nadia Phone: 603 7842-3026 Email: umminadia.mohdasli@leonardocompany.com | Trade Debt | | | | \$542,745.00 |
| 3 CHC Helicopters Netherlands BV c/o CHC Helicopter Luchthavenweg 18 1786 PP Den Helder The Netherlands | Attn.: Daniëlle Smeenk Phone: 604 223-677553 Email: danielle.Smeenk@chcheli.com | Trade Debt | Disputed | | | \$490,191.00 |
| 4 Alvarez & Marsal Securities, LLC 600 Madison Avenue, 8th Floor New York, NY 10022 United States of America | Attn.: George Varughese Phone: +1-646-495-3544 Email: gvarughese@alvarezandmarsal.com | Professional Services | | | | \$349,991.00 |
| 5 Eagle Copters Maintenance Ltd. 823 McTavish Road NE Calgary, Alberta T2E 7G9 Canada | Attn.: Janice Dell Phone: +1 403-250-7370 Email: accountsreceivable@eaglecopters.com | Trade Debt | | | | \$266,023.00 |

¹ Pursuant to Local Rule 1007-2(a)(4), the following is a list of creditors holding, as of November 23, 2018, the thirty (30) largest, unsecured claims against the Debtors, on a consolidated basis, excluding claims of “insiders” as defined in 11 U.S.C. § 101(31).

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|---|--|---|--|-----------------------------------|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 6 Leonardo SPA Piazza Monte Grappa, 4 00195 Rome Italy | Attn.: Silvia Meoli Phone: +39 0331 915893 Email: silvia.meoli@leonardocompany.com | Trade Debt | | | | \$256,013.00 |
| 7 Heli-One (Poland) SP. Z O.O. Jasionka 947 36-002 Jasionka Poland | Attn.: Alina Nowakowska Phone: +48 1777 14938 Email: Alina.Nowakowska@heli-one.com | Trade Debt | | | | \$247,593.00 |
| 8 Dentons UK MEA LLP One Fleet Place London EC4M 7WS United Kingdom | Attn.: Sarah Dyke Phone: +44-20-7320-5457 Email: sarah.dyke@dentons.com | Professional Services | | | | \$246,173.00 |
| 9 Pratt & Whitney 1000 Boulevard Marie-Victorin Longueuil, Quebec J4G 1A1 Canada | Attn.: Santosh Kumar Phone: +1-612-216-6764 Email: collections@pwc.ca | Trade Debt | | | | \$189,468.00 |
| 10 Heli-One Canada Inc. 4740 Agar Drive Richmond B.C. V7B 1A3 Canada | Attn.: Karen Rida Phone: +001 604 276 7500 Email: Karen.Rida@heli-one.com | Trade Debt | | | | \$164,803.00 |
| 11 Goldman Sachs & Co. 200 West Street New York, New York 10282 United States of America | Attn.: Joseph Ryan Phone: +1-212-902-0789 Email: joseph.ryan@gs.com | Professional Services | | | | \$113,470.00 |
| 12 Bel Air Aviation A/S Vestre Lufthavnsvej 54 Esbjerg Airport DK-6705 Esbjerg East Denmark | Attn.: Dorte Juhl Petersen Phone: +45 7636 3906 Email: djp@belair.dk | Trade Debt | | | | \$75,702.00 |
| 13 Baker Donelson 100 Med Tech Parkway, Suite 200 Johnson City, Tennessee 37604 United States of America | Attn.: Robert Van de Vuurst Phone: +1-423-956-0181 Email: rvandevuurst@bakerdonelson.com | Professional Services | | | | \$47,544.00 |
| 14 DART Aerospace 1270 Aberdeen Street Hawkesbury, Ontario K6A 1K7 Canada | Attn.: Deirdre Kennedy Phone: +1-613-632-5200 ext. 292 Email: dkennedy@dartaero.com | Trade Debt | | | | \$45,000.00 |
| 15 Arendt & Medernach 14 Rue Erasme L-2082 Luxembourg | Attn.: Sandra Bitterkleit Phone: +352 -0-78-78-524 Email: sandra.bitterkleit@arendt.com | Professional Services | | | | \$37,192.00 |
| 16 Gowling WLG (UK) LLP 4 More London Riverside London United Kingdom | Attn.: Lisa Buckland-Cuma Phone: +44 20 7759 6581 Email: Lisa.Buckland-Cuma@gowlingwlg.com | Professional Services | | | | \$33,851.00 |

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|---|---|---|--|-----------------------------------|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 17 Lombard North Central PLC 280 Bishopsgate London (1st Floor) EC2M 4RB United Kingdom | Attn.: Allen Noad Phone: +44 07990 772905 Email: Allen.Noad@Lombard.co.uk | Professional Services | | | | \$24,180.00 |
| 18 AS Aerospace Hangar I Hangar Road Denham Airfield, Uxbridge Middlesex, UB9 5DF United Kingdom | Attn.: Tammy Brazier Phone: +44 (0)1895 834861 Email: tammy.brazier@aerospacedesign.co.uk | Trade Debt | | | | \$23,412.00 |
| 19 Velocity Insurance Group LLC 6300 Sagewood Dr., Ste. H503 Park City Utah 84098 United States of America | Attn.: Colleen Yeomans Phone: + 1-877-226-7333 Email: cyeomans@velocityins.com | Professional Services | | | | \$21,790.00 |
| 20 Felsberg Advogados Av Almirante Barroso 52 22 Andar Rio De Janeiro Brazil | Attn.: Kawana Tayla Serzoski Costa Phone: +55 (11) 3141-4574 Email: KawanaCosta@felsberg.com.br | Professional Services | | | | \$18,993.00 |
| 21 Holman Fenwick Willan LLP Friary Court 65 Crutched Friars London EC3N 2AE United Kingdom | Attn.: Zohar Zik Phone: +44 20 7264 8251 Email: zohar.zik@hfw.com | Professional Services | | | | \$13,507.00 |
| 22 Al Tamimi & Company Sky Tower, South Tower S.2.A 9th Floor, King Fahad Road PO Box 300400, Postal Code 11372 Riyadh Saudi Arabia | Attn.: Hanouf Al Juaid Phone: +966 11 416 9666 Email: H.AJuaid@tamimi.com | Professional Services | | | | \$10,290.00 |
| 23 PLMJ Advogados SP RL Av, da Liberdade, 224 Edificio Eurolex 1250-148 Lisboa Portugal | Attn.: Nuno Luis Sapateiro Phone: 00351 213 197 300 Email: E.plmjlaw@plmj.pt | Professional Services | | | | \$7,918.00 |
| 24 Hub Digital Limited 34 Tenby Street Birmingham B1 3EE United Kingdom | Attn.: David Roberts Phone: +44 121 236 6590 Email: locate@thedigitalhub.com | Professional Services | | | | \$7,348.00 |
| 25 Galaxy Aerospace No 11-14, Helicopter Centre Malaysia International Aerospace Centre Sultan Abdul Aziz Shah International Airport 47200 Subang, Selangor Darul Ehsan Malaysia | Attn.: Abdul Rahman Samsudin Phone: +603 7887 0426 Email: aman@galaxyaerospace.my | Trade Debt | | | | \$5,518.00 |
| 26 Harris, St. Laurent & Chaudhry LLP 40 Wall St. 53rd Floor New York, New York 10005 United States of America | Attn.: Ewan W. Bolla Phone: +1-917-512-9472 Email: ewbolla@sc-harris.com | Professional Services | | | | \$5,486.00 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|----|---|--|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 27 | Wachtell, Lipton, Rosen and Katz LLP 51 West 52nd Street New York, New York 10019 United States of America | Attn.: Harold S. Novikoff Phone: +1-212-403-1249 Email: hsnovikoff@wlrk.com | Professional Services | | | | \$4,625.00 |
| 28 | Rodrigo, Elias & Medrano Abogados Av. San Felipe Nro. 758 Jesus Maria Lima Peru | Attn.: Paola Razetto Phone: +511 619 1900 Email: prm@estudiorodrigo.com | Professional Services | | | | \$4,442.00 |
| 29 | Dentons Rodyk & Davidson LLP 80 Raffles Place #33-00 UOB Plaza 1 Singapore 048624 | Attn.: Ray Chiang Phone: +65 6885 3680 Email: ray.chiang@dentons.com | Professional Services | | | | \$4,348.00 |
| 30 | Bird & Bird LLP 12 New Fetter Lane London EC4A 1JP United Kingdom | Attn.: Paul Jones Phone: +44 20 7415 6000 Email: ldnaccredcontrol@twobirds.com | Professional Services | | | | \$2,989.49 |

Fill in this information to identify the case:

Debtor name: Waypoint Asset Funding 3 LLC
United States Bankruptcy Court for the Southern District of New York
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 25, 2018
MM /DD /YYYY

x

/s/ Alan Jenkins
Signature of individual signing on behalf of debtor

Alan Jenkins
Printed name

Manager
Position or relationship to debtor