

**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 MSN 920119 Trust

2. All other names debtor used in the last 8 years Waypoint, Waypoint Leasing Ireland, Waypoint Leasing, Waypoint Leasing LLC  
MSN 920119 Business Trust

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

3. Debtor's federal Employer Identification Number (EIN) N/A

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: Business Trust



**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/ Michael Arsenault Michael Arsenault  
 Signature of authorized representative of debtor Printed name  
  
Vice President  
 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  |

| COMPANY   | CASE NUMBER | DATE FILED        | DISTRICT |
|---|-------------|-------------------|----------|
| Waypoint Asset Euro 1G Limited                    | 18-_____( ) | November 25, 2018 | S.D.N.Y  |
| 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  |

| COMPANY                        | CASE NUMBER | DATE FILED        | DISTRICT |
|--------------------------------|-------------|-------------------|----------|
| MSN 14786 Trust                | 18-_____( ) | November 25, 2018 | S.D.N.Y  |
| MSN 2047 Trust                 | 18-_____( ) | November 25, 2018 | S.D.N.Y  |
| 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  |

| COMPANY                                     | CASE NUMBER | DATE FILED        | DISTRICT |
|---|-------------|-------------------|----------|
| 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  |
| 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  |



**MSN 920119 Trust**

**Certificate**

The undersigned, being directed by Trustor pursuant to the terms of that certain Trust Agreement (MSN 920119), to execute and deliver this certificate in the name and on behalf of MSN 920119 Trust (the “**Trust**”), does hereby certify as follows:

Attached hereto is a true, correct, and complete copy of those certain resolutions of the Trust that were adopted on November 25, 2018, which are in full force and effect as of the date hereof

IN WITNESS WHEREOF, the undersigned has executed and caused this Certificate to be delivered as of the 25th day of November 2018.

**MSN 920119 Trust by Bank of Utah, not in  
its individual capacity but solely as  
Owner Trustee under the MSN 920119  
Trust**



---

By: Michael Arsenault

Title: Vice President

**RESOLUTIONS ADOPTED BY  
UNANIMOUS WRITTEN CONSENT OF THE OWNER TRUSTEE**

**WHEREAS**, Bank of Utah, organized and existing under the laws of Utah, not in its individual capacity but solely as Owner Trustee under the Trust, has received written notice and written instructions by Trustor that a default or event of default has or may occur under a Lease as defined by the Trust Agreement, and that Trustor has directed the Owner Trustee to act with respect to such default or event of default, and that it is desirable that a petition be filed by the Trust seeking relief under the provisions of chapter 11 of title 11 of the United States Code:

**I. Commencement of Chapter 11 Case**

**NOW, THEREFORE, BE IT RESOLVED**, that the person(s) identified on **Exhibit A** hereto are hereby appointed as authorized representatives of the Trust and such authorized representatives and any other person designated and so authorized to act (each, an “**Authorized Representative**”), 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 Trust, and under its corporate seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders, 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 Representative may deem necessary, appropriate, or advisable, the execution and delivery of any of the Chapter 11 Filings by any such Authorized Representative with any changes thereto to be conclusive evidence that any such Authorized Representative deemed such changes to meet such standard); and be it further

**RESOLVED**, that any Authorized Representative, 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 Trust, to take and perform any and all further acts and deeds that such Authorized Representative deems necessary, appropriate, or desirable in connection with the Trust’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 Representative 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 Representative 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 Representative, 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 Trust, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, and other professionals, on behalf of the Trust, which such Authorized Representative 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 Representative 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 Trust 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 Trust 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 Trust 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 Trust 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 Trust in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that any Authorized Representative, 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 Trust, 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 Representative deems necessary, appropriate, or desirable, and (iii) negotiating, executing, delivering, performing, and filing 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 Representative deemed the same to meet such standard); and be it further

### **III. General Authorization and Ratification**

**RESOLVED**, that any Authorized Representative, 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 Trust, 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, 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 Representative, 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 Representative deemed the same to meet such standard); and be it further

**RESOLVED**, that any and all past actions heretofore taken by any Authorized Representative of the Trust in the name and on behalf of the Trust 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.

**Exhibit A**

**Authorized Representatives**

Michael Arsenault

Alan Jenkins

Todd Wolynski

Oliver Althoff

**Fill in this information to identify the case:**

Debtor name: MSN 920119 Trust  
 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 Insiders<sup>1</sup>**

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<br>Industriestrasse 4<br>86609 Donauwoerth<br>Germany                                  | Attn.: Alain Vigneau<br>Phone: +33 4 42 85 56 26<br>Email: alain.vigneau@airbus.com                  | Trade Debt  |  |                                   |   | \$4,599,167.00  |
| 2 AgustaWestland Malaysia Sdn. Bhd<br>Old Cargo Complex<br>SAAS Airport<br>47200 Subang,<br>Selangor Darul Ehsan<br>Malaysia | Attn.: Mohd Asli Umni Nadia<br>Phone: 603 7842-3026<br>Email: umminadia.mohdasli@leonardocompany.com | Trade Debt  |  |                                   |   | \$542,745.00    |
| 3 CHC Helicopters Netherlands BV<br>c/o CHC Helicopter<br>Luchthavenweg 18<br>1786 PP Den Helder<br>The Netherlands          | Attn.: Daniëlle Smeenk<br>Phone: 604 223-677553<br>Email: danielle.Smeenk@chcheli.com                | Trade Debt  | Disputed   |                                   |   | \$490,191.00    |
| 4 Alvarez & Marsal Securities, LLC<br>600 Madison Avenue, 8th Floor<br>New York, NY 10022<br>United States of America        | Attn.: George Varughese<br>Phone: +1-646-495-3544<br>Email: gvarughese@alvarezandmarsal.com          | Professional Services   |  |                                   |   | \$349,991.00    |
| 5 Eagle Copters Maintenance Ltd.<br>823 McTavish Road NE<br>Calgary, Alberta T2E 7G9<br>Canada                               | Attn.: Janice Dell<br>Phone: +1 403-250-7370<br>Email: accountsreceivable@eaglecopters.com           | Trade Debt  |  |                                   |   | \$266,023.00    |

<sup>1</sup> 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<br>Piazza Monte Grappa, 4<br>00195 Rome<br>Italy   | Attn.: Silvia Meoli<br>Phone: +39 0331 915893<br>Email: silvia.meoli@leonardocompany.com         | Trade Debt  |  |                                   |   | \$256,013.00    |
| 7 Heli-One (Poland) SP. Z O.O.<br>Jasionka 947<br>36-002 Jasionka<br>Poland                                       | Attn.: Alina Nowakowska<br>Phone: +48 1777 14938<br>Email: Alina.Nowakowska@heli-one.com         | Trade Debt  |  |                                   |   | \$247,593.00    |
| 8 Dentons UK MEA LLP<br>One Fleet Place<br>London EC4M 7WS<br>United Kingdom                                      | Attn.: Sarah Dyke<br>Phone: +44-20-7320-5457<br>Email: sarah.dyke@dentons.com                    | Professional Services   |  |                                   |   | \$246,173.00    |
| 9 Pratt & Whitney<br>1000 Boulevard Marie-Victorin<br>Longueuil, Quebec J4G 1A1<br>Canada                         | Attn.: Santosh Kumar<br>Phone: +1-612-216-6764<br>Email: collections@pwc.ca                      | Trade Debt  |  |                                   |   | \$189,468.00    |
| 10 Heli-One Canada Inc.<br>4740 Agar Drive<br>Richmond B.C. V7B 1A3<br>Canada                                     | Attn.: Karen Rida<br>Phone: +001 604 276 7500<br>Email: Karen.Rida@heli-one.com                  | Trade Debt  |  |                                   |   | \$164,803.00    |
| 11 Goldman Sachs & Co.<br>200 West Street<br>New York, New York 10282<br>United States of America                 | Attn.: Joseph Ryan<br>Phone: +1-212-902-0789<br>Email: joseph.ryan@gs.com                        | Professional Services   |  |                                   |   | \$113,470.00    |
| 12 Bel Air Aviation A/S<br>Vestre Lufthavnsvej 54<br>Esbjerg Airport<br>DK-6705 Esbjerg East<br>Denmark           | Attn.: Dorte Juhl Petersen<br>Phone: +45 7636 3906<br>Email: djp@belair.dk                       | Trade Debt  |  |                                   |   | \$75,702.00     |
| 13 Baker Donelson<br>100 Med Tech Parkway, Suite 200<br>Johnson City, Tennessee 37604<br>United States of America | Attn.: Robert Van de Vuurst<br>Phone: +1-423-956-0181<br>Email: rvandevuurst@bakerdonelson.com   | Professional Services   |  |                                   |   | \$47,544.00     |
| 14 DART Aerospace<br>1270 Aberdeen Street<br>Hawkesbury, Ontario K6A 1K7<br>Canada                                | Attn.: Deirdre Kennedy<br>Phone: +1-613-632-5200 ext. 292<br>Email: dkennedy@dartaero.com        | Trade Debt  |  |                                   |   | \$45,000.00     |
| 15 Arendt & Medernach<br>14 Rue Erasme<br>L-2082<br>Luxembourg  | Attn.: Sandra Bitterkleit<br>Phone: +352 -0-78-78-524<br>Email: sandra.bitterkleit@arendt.com    | Professional Services   |  |                                   |   | \$37,192.00     |
| 16 Gowling WLG (UK) LLP<br>4 More London<br>Riverside<br>London<br>United Kingdom                                 | Attn.: Lisa Buckland-Cuma<br>Phone: +44 20 7759 6581<br>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<br>280 Bishopsgate London (1st Floor)<br>EC2M 4RB<br>United Kingdom  | Attn.: Allen Noad<br>Phone: +44 07990 772905<br>Email: Allen.Noad@Lombard.co.uk                       | Professional Services   |  |                                   |   | \$24,180.00     |
| 18 AS Aerospace<br>Hangar I<br>Hangar Road<br>Denham Airfield, Uxbridge<br>Middlesex, UB9 5DF<br>United Kingdom   | Attn.: Tammy Brazier<br>Phone: +44 (0)1895 834861<br>Email: tammy.brazier@aerospacedesign.co.uk       | Trade Debt  |  |                                   |   | \$23,412.00     |
| 19 Velocity Insurance Group LLC<br>6300 Sagewood Dr., Ste. H503<br>Park City Utah 84098<br>United States of America   | Attn.: Colleen Yeomans<br>Phone: + 1-877-226-7333<br>Email: cyeomans@velocityins.com                  | Professional Services   |  |                                   |   | \$21,790.00     |
| 20 Felsberg Advogados<br>Av Almirante Barroso<br>52 22 Andar<br>Rio De Janeiro<br>Brazil  | Attn.: Kawana Tayla Serzoski Costa<br>Phone: +55 (11) 3141-4574<br>Email: KawanaCosta@felsberg.com.br | Professional Services   |  |                                   |   | \$18,993.00     |
| 21 Holman Fenwick Willan LLP<br>Friary Court<br>65 Crutched Friars<br>London EC3N 2AE<br>United Kingdom   | Attn.: Zohar Zik<br>Phone: +44 20 7264 8251<br>Email: zohar.zik@hfw.com                               | Professional Services   |  |                                   |   | \$13,507.00     |
| 22 Al Tamimi & Company<br>Sky Tower, South Tower S.2.A<br>9th Floor, King Fahad Road<br>PO Box 300400, Postal Code 11372<br>Riyadh<br>Saudi Arabia  | Attn.: Hanouf Al Juaid<br>Phone: +966 11 416 9666<br>Email: H.AJuaid@tamimi.com                       | Professional Services   |  |                                   |   | \$10,290.00     |
| 23 PLMJ Advogados SP RL<br>Av, da Liberdade, 224<br>Edificio Eurolex<br>1250-148 Lisboa<br>Portugal   | Attn.: Nuno Luis Sapateiro<br>Phone: 00351 213 197 300<br>Email: E.plmjlaw@plmj.pt                    | Professional Services   |  |                                   |   | \$7,918.00      |
| 24 Hub Digital Limited<br>34 Tenby Street<br>Birmingham B1 3EE<br>United Kingdom  | Attn.: David Roberts<br>Phone: +44 121 236 6590<br>Email: locate@thedigitalhub.com                    | Professional Services   |  |                                   |   | \$7,348.00      |
| 25 Galaxy Aerospace<br>No 11-14, Helicopter Centre<br>Malaysia International Aerospace<br>Centre<br>Sultan Abdul Aziz Shah International<br>Airport<br>47200 Subang, Selangor Darul Ehsan<br>Malaysia | Attn.: Abdul Rahman Samsudin<br>Phone: +603 7887 0426<br>Email: aman@galaxyaerospace.my               | Trade Debt  |  |                                   |   | \$5,518.00      |
| 26 Harris, St. Laurent & Chaudhry LLP<br>40 Wall St. 53rd Floor<br>New York, New York 10005<br>United States of America   | Attn.: Ewan W. Bolla<br>Phone: +1-917-512-9472<br>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<br>51 West 52nd Street<br>New York, New York 10019<br>United States of America | Attn.: Harold S. Novikoff<br>Phone: +1-212-403-1249<br>Email: hsnovikoff@wlrk.com   | Professional Services   |  |                                   |   | \$4,625.00      |
| 28 | Rodrigo, Elias & Medrano Abogados<br>Av. San Felipe Nro. 758<br>Jesus Maria<br>Lima<br>Peru                         | Attn.: Paola Razetto<br>Phone: +511 619 1900<br>Email: prm@estudiorodrigo.com       | Professional Services   |  |                                   |   | \$4,442.00      |
| 29 | Dentons Rodyk & Davidson LLP<br>80 Raffles Place<br>#33-00 UOB Plaza 1<br>Singapore 048624                          | Attn.: Ray Chiang<br>Phone: +65 6885 3680<br>Email: ray.chiang@dentons.com          | Professional Services   |  |                                   |   | \$4,348.00      |
| 30 | Bird & Bird LLP<br>12 New Fetter Lane<br>London EC4A 1JP<br>United Kingdom  | Attn.: Paul Jones<br>Phone: +44 20 7415 6000<br>Email: ldnaccrdcontrol@twobirds.com | Professional Services   |  |                                   |   | \$2,989.49      |

**Fill in this information to identify the case:**

Debtor name: MSN 920119 Trust

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/ Michael Arsenault  
Signature of individual signing on behalf of debtor

Michael Arsenault  
Printed name

Vice President  
Position or relationship to debtor