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

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In re	: Chapter 11
WAYPOINT LEASING	: Case No. 18-13648 (SMB)
HOLDINGS LTD., <i>et al.</i> ,	: (Jointly Administered)
Debtors. ¹	:
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**NOTICE OF SECOND AMENDED AGENDA² OF MATTERS
SCHEDULED FOR EVIDENTIARY HEARING ON FEBRUARY 12, 2019 AT 11:00 A.M.**

PLEASE TAKE NOTICE that on November 25, 2018, Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that, at the request of the Court, the hearing previously scheduled for February 12, 2019 at 10:00 a.m. (Prevailing Eastern Time) **has been changed to 11:00 a.m. (Prevailing Eastern Time)** on February 12, 2019 before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, Bankruptcy Court, One Bowling Green, Room 723, New York, New York 10004 (the “**Hearing**”).

PLEASE TAKE FURTHER NOTICE that this *second* amended agenda with respect to the Hearing is set forth below. Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Bankruptcy Court’s website at <http://www.nysb.uscourts.gov>

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is annexed hereto as **Exhibit A**.

² *Amendments are in bold and italics.*

or (ii) from the Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC, either at <http://www.kccllc.net/waypointleasing>, by calling (888) 733-1446 (toll free) for U.S. and Canada-based parties or +1 (310) 751-2635 for international parties, or by sending an e-mail to WaypointInfo@kccllc.com. Note that a PACER password is needed to access documents on the Bankruptcy Court's website.

I. STATUS CONFERENCE:

1. Initial Case Conference [**ECF No. 23**] (continued)

Status: This matter is going forward solely as a status conference.

II. CONTESTED MATTERS:

2. Emergency Motion of Debtors Pursuant to 11 U.S.C. § 105(a) for Entry of an Order Approving Proposed Updated DIP Budget and Resolving Allocation Methodology for Winddown Account [**ECF No. 357**]

Response Deadline: February 11, 2019 at 12:00 p.m.

Responses Filed:

- A. Statement of Bank of Utah, as WAC 6 Administrative Agent, in Support of Macquarie Sale [**ECF No. 330**]
- B. Reservation of Rights of Wells Fargo Bank, N.A. [**ECF No. 341**]
- C. Limited Objection of Lombard North Central plc [**ECF No. 343**]
- D. Limited Objection of Mitsui Banking Corporation [**ECF No. 345**]
- E. Statement of Glas Trust Company LLC [**ECF No. 346**]
- F. Statement of 1st Source Bank, as WAC 6 Lender [**ECF No. 348**]
- G. Joinder of Macquarie PF Inc., as WAC 1 Administrative Agent, to (I) Statement of Bank of Utah and (II) Statement of Glas Trust Company, LLC [**ECF No. 349**]
- H. Response of Bank of Utah, as WAC 6 Administrative Agent, to Debtors' Emergency Motion [**ECF No. 408**]
- I. Response of Glas Trust Company LLC, as Agent, to Debtors' Emergency Motion [**ECF No. 411**]
- J. Response of Lombard North Central plc, Asset Financing and Leasing, to Debtors' Emergency Motion [**ECF No. 412**]

- K. Response of Sumitomo Mitsui Banking Corporation, Brussels Branch, to Debtors' Emergency Motion [ECF No. 415]
- L. Response of 1st Source, as WAC 6 Lender, to Debtors' Emergency Motion [ECF No. 417]
- M. *Joinder of Macquarie PF Inc., as WAC 1 Administrative Agent, to (I) Response of Bank of Utah, as WAC 6 Administrative Agent, and (II) Response of Glas Trust Company, LLC, as WAC 3 Administrative Agent [ECF No. 421]*

Related Documents:

- N. Declaration of Kelly DiBlasi in Support of Order to Show Cause [ECF No. 358]
- O. Declaration of Robert A. Del Genio in Support of Emergency Motion of Debtors [ECF No. 366]
- P. Order to Show Cause Scheduling Hearing on Shortened Notice for Emergency Motion of Debtors [ECF No. 368]

Status: This matter is going forward.

3. *Notice of Filing of Revised Proposed Macquarie Sale Order [ECF No. 433]*

Response Deadline: February 5, 2019 at 4:00 p.m.

February 8, 2019 at 5:00 p.m. for Pratt & Whitney Canada Corp. with respect to Debtors' Notice of Assumption, Assignment and Cure Amount [ECF No. 299]

Responses to Sale:

- A. Statement of Bank of Utah, as WAC 6 Administrative Agent [ECF No. 330]
- B. Limited Objection of Edward Washecka [ECF No. 336]
- C. SunTrust Bank's Limited Objection and Reservation of Rights [ECF No. 337]
- D. Reservation of Rights of Wells Fargo Bank, N.A. [ECF No. 341]
- E. Limited Objection and Reservation of Rights of WAC 8 Noteholders [ECF No. 342]
- F. Limited Objection of Lombard North Central plc [ECF No. 343]

- G. Limited Objection of Mitsui Banking Corporation **[ECF No. 345]**
- H. Statement of Glas Trust Company LLC **[ECF No. 346]**
- I. Reservation of Rights of Milestone Aviation Group **[ECF No. 347]**
- J. Statement of 1st Source Bank, as WAC 6 Lender **[ECF No. 348]**
- K. Joinder of Macquarie PF Inc., as WAC 1 Administrative Agent, to (I) Statement of Bank of Utah and (II) Statement of Glas Trust Company, LLC **[ECF No. 349]**
- L. Debtors' Omnibus Reply In Support of Motion to Approve Sale of Substantially All Assets **[ECF No. 407]**
- M. Notice of Filing Corrected Exhibit **[ECF No. 419]**

Responses to Cure Notices:

- N. CHC's Limited Objection to the Debtors' Notice of Assumption and Cure Amount **[ECF No. 279]**
- O. CHC's Limited Objection to Debtors' Supplemental Notice of Assumption, Assignment and Cure Amount **[ECF No. 351]**
- P. NHV, A/S Limited Objection to Debtors' Supplemental Notice of Assumption, Assignment and Cure Amount **[ECF No. 352]**

Resolved Responses to Cure Notices:

- Q. Limited Objection and Reservation of Rights of OHI Finance II S.A., Omni Helicopters International, S.A., and Omni Taxi Aereo, S.A. Regarding Proposed Cure Amount and Related Items **[ECF No. 281]**
- R. Objection and Reservation of Rights of OHI Finance II S.A., Omni Helicopters International, S.A., and Omni Taxi Aereo, S.A. to Debtors' Supplemental Notice of Assumption, Assignment and Cure Amount **[ECF No. 318]**
- S. Objection of 19 OKH, LLC to Debtors' Supplemental Notice of Assumption, Assignment and Cure Amount **[ECF No. 332]**
- T. Limited Objection of AgustaWestland Malaysia Sdn. Bhd. to Debtors' Supplemental Notice of Assumption, Assignment and Cure Amount **[ECF No. 335]**
- U. Limited Objection of Airbus Helicopters S.A.S. and Airbus Helicopters Deutschland GMBH to Debtors' Supplemental

Notice of Assumption, Assignment and Cure Amount **[ECF No. 354]**

Related Documents:

- V. Motion of Debtors for Entry of Orders Approving: (I) (A) Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Auction, Sale Transaction, and Sale Hearing, and (D) Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) (A) Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Related Relief **[ECF No. 64]**
- W. Declaration of Matthew R. Niemann In Support of Debtors' Motion **[ECF No. 67]**
- X. Order Approving (A) Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Cure Costs, Auction, Sale Transaction, and Sale Hearing, and (D) Date For Auction, If Necessary, And Sale Hearing **[ECF No. 159]**
- Y. Notice of Sale of Substantially All Assets **[ECF No. 173]**
- Z. Notice of Assumption, Assignment and Cure Amount with Respect to Executory Contracts and Unexpired Leases of Debtors **[ECF No. 180]**
- AA. Notice of Cancellation of Auction **[ECF No. 216]**
- BB. Notice of Election to Treat Revised PSA Executed on January 23, 2018 as Meeting Requirements For The Conversion Condition **[ECF No. 296]**
- CC. Notice and Identities of Successful Credit Bidders **[ECF No. 297]**
- DD. Supplemental Notice of Assumption, Assignment and Cure Amount With Respect to Executory Contracts and Unexpired Leases of Debtors **[ECF No. 299]**
- EE. *Notice of Filing of Proposed Macquarie Sale Order* **[ECF No. 326]**
- FF. Order Granting Extension of Objection Deadline to Debtors' Supplemental Notice of Assumption, Assignment and Cure Amount **[ECF No. 373]**

- GG. Notice of Filing of Unredacted Plan & Sale Support Agreement [ECF No. 383]
- HH. Supplemental Declaration of Matthew R. Niemann In Support of Proposed Macquarie Sale Order [ECF No. 404]
- II. Declaration of Stephen Wesley Cook in support of Macquarie Sale Transaction [ECF No. 414]
- JJ. Declaration of Robert A. Del Genio In Support of Proposed Macquarie Sale Order [ECF No. 418]

Status: This matter is going forward on a contested basis, except with respect to the CHC cure objections, for which the Debtors will request an adjournment.

4. ***Notice of Filing of Revised Proposed WAC 12 Sale Order [ECF No. 423]***

Response Deadline: February 5, 2019 at 4:00 p.m.

Response Filed:

- A. Limited Objection of Macquarie Rotorcraft Leasing Holdings Limited Relating to WAC 12 Credit Bid Transactions and Related Form of Purchase Agreement and Sale Order [ECF No. 340]
- B. Debtors' Omnibus Reply In Support of Motion to Approve Sale of Substantially All Assets [ECF No. 407]
- C. Notice of Filing Corrected Exhibit [ECF No. 419]

Related Documents:

- D. Motion of Debtors for Entry of Orders Approving: (I) (A) Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Auction, Sale Transaction, and Sale Hearing, and (D) Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) (A) Sale of Substantially all of the Debtors Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Related Relief [ECF No. 64]
- E. Declaration of Matthew R. Niemann In Support of Debtors' Motion [ECF No. 67]
- F. Order Approving (A) Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Cure Costs, Auction, Sale

- Transaction, and Sale Hearing, and (D) Date For Auction, If Necessary, And Sale Hearing [ECF No. 159]
- G. Notice and Identities of Successful Credit Bidders [ECF No. 297]
- H. Notice of Filing of WAC 12 Equity Purchase Agreement [ECF No. 320]
- I. *Notice of Filing of Proposed WAC 12 Sale Order* [ECF No. 327]
- J. Declaration of Alistair Monk in support of WAC 12 Sale Transaction [ECF No. 391]
- K. Supplemental Declaration of Alistair Monk in support of WAC 12 Sale Transaction [ECF No. 403]
- L. Supplemental Declaration of Matthew R. Niemann In Support of Proposed WAC 12 Sale Order [ECF No. 405]
- M. Notice of Filing of Revised WAC 12 Equity Purchase Agreement [ECF No. 435]

Status: This matter is resolved as to the Limited Objection filed by Macquarie, but going forward on a contested basis with respect to the expense allocation issue in the proposed sale order.

5. *Notice of Filing of Revised Proposed WAC 9 Sale Order* [ECF No. 432]

Response Deadline: February 5, 2019 at 4:00 p.m.

Response Filed:

- A. Limited Objection of Macquarie Rotorcraft Leasing Holdings Limited Relating to WAC 9 Credit Bid Transactions and Related Form of Purchase Agreement and Sale Order [ECF No. 339]
- B. Debtors' Omnibus Reply In Support of Motion to Approve Sale of Substantially All Assets [ECF No. 407]
- C. Response of Lombard North Central plc, Asset Financing and Leasing, to Macquarie's Limited Objection [ECF No. 413]
- D. Notice of Filing Corrected Exhibit [ECF No. 419]

Related Documents:

- E. Motion of Debtors for Entry of Orders Approving: (I) (A) Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Auction, Sale Transaction, and Sale Hearing, and (D) Procedures for

the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) (A) Sale of Substantially all of the Debtors Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Related Relief [ECF No. 64]

- F. Declaration of Matthew R. Niemann In Support of Debtors' Motion [ECF No. 67]
- G. Order Approving (A) Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Cure Costs, Auction, Sale Transaction, and Sale Hearing, and (D) Date For Auction, If Necessary, And Sale Hearing [ECF No. 159]
- H. Notice and Identities of Successful Credit Bidders [ECF No. 297]
- I. Notice of Filing of WAC 9 Equity Purchase Agreement [ECF No. 301]
- J. *Notice of Filing of Proposed WAC 9 Sale Order* [ECF No. 328]
- K. Supplemental Declaration of Matthew R. Niemann In Support of Proposed WAC 9 Sale Order [ECF No. 406]
- L. Declaration of Jacqueline McDermott in support of WAC 9 Sale Transaction [ECF No. 410]
- M. Notice of Filing of Revised WAC 9 Equity Purchase Agreement [ECF No. 416]

Status: This matter is going forward on a contested basis.

III. MATTER FOR WHICH OBJECTION DEADLINE HAS NOT YET PASSED:

- 6. Motion of Lombard North Central plc, Asset Financing and Leasing, to Dismiss the WAC 9 Chapter 11 Cases Upon Consummation of the WAC 9 Credit Bid and Granting Related Relief [ECF No. 333]

Response Deadline: February 12, 2019 at 11:00 a.m.

Responses Filed: None.

Related Documents:

- A. Declaration of Andrew G. Dietderich in Support of Order to Show Cause [ECF No. 334]

- B. Order to Show Cause Scheduling Hearing on Shortened Notice For Motion of Lombard North Central plc, Asset Financing and Leasing, to Dismiss The WAC 9 Chapter 11 Cases Upon Consummation of the WAC 9 Credit Bid and Granting Related Relief **[ECF No. 370]**

Status: This matter is going forward.

Dated: February 11, 2019
New York, New York

/s/ Kelly DiBlasi
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Exhibit A

Debtors

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Leasing Holdings Ltd.	2899	AE Helicopter (5) Limited	N/A
Waypoint Leasing (Luxembourg) S.à r.l.	7041	AE Helicopter (6) Limited	N/A
Waypoint Leasing (Ireland) Limited	6600	MSN 31141 Trust	N/A
Waypoint Asset Co 10 Limited	2503	MSN 31492 Trust	N/A
MSN 2826 Trust	N/A	MSN 36458 Trust	N/A
MSN 2879 Trust	N/A	MSN 760543 Trust	N/A
Waypoint Asset Co 11 Limited	3073	MSN 760551 Trust	N/A
MSN 2905 Trust	N/A	MSN 760581 Trust	N/A
Waypoint Asset Co 12 Limited	0541	MSN 760628 Trust	N/A
MSN 20042 Trust	N/A	MSN 760631 Trust	N/A
MSN 41202 Trust	N/A	MSN 760682 Trust	N/A
MSN 920280 Trust	N/A	MSN 920022 Trust	N/A
Waypoint Asset Co 1E Limited	6089	MSN 920062 Trust	N/A
Waypoint Asset Euro 1F Limited	7099	MSN 920125 Trust	N/A
MSN 20093 Trust	N/A	MSN 9229 AS	N/A
Waypoint Asset Malta 1A Limited	2966	Waypoint Asset Co 3A Limited	6687
Waypoint Leasing Singapore 1 Pte. Limited	2403	MSN 41371 Trust	N/A
Waypoint Leasing UK 1A Limited	2226	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 14 Limited	1585	MSN 4466 Trust	N/A
Waypoint Asset Co 15 Limited	1776	MSN 4469 Trust	N/A
Waypoint Asset Co 3 Limited	3471	MSN 6655 Trust	N/A
MSN 6658 Trust	N/A	Waypoint Asset Funding 6 LLC	4964

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint 760626 Business Trust	N/A	Waypoint Asset Co 7 Limited	9689
MSN 7152 Trust	N/A	Waypoint Asset Euro 7A Limited	2406
MSN 7172 Trust	N/A	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Funding 3 LLC	4960	MSN 31041 Trust	N/A
Waypoint Asset Malta Ltd	5348	MSN 31203 Trust	N/A
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
MSN 1251 Trust	N/A	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

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Leasing US 8A LLC	8080	MSN 41511 Trust	N/A
Waypoint Asset Co 9 Limited	6340	MSN 760608 Trust	N/A
MSN 20052 Trust	N/A	MSN 89007 Trust	N/A
MSN 31312 Trust	N/A	MSN 920141 Trust	N/A
MSN 41329 Trust	N/A	MSN 920152 Trust	N/A
MSN 760538 Trust	N/A	MSN 920153 Trust	N/A
MSN 760539 Trust	N/A	MSN 920273 Trust	N/A
MSN 760541 Trust	N/A	MSN 920281 Trust	N/A
MSN 760542 Trust	N/A	MSN 9205 Trust	N/A
Waypoint Asset Co 1B Limited	5795	MSN 9229 Trust	N/A
MSN 41272 Trust	N/A	Waypoint Asset Co 1A Limited	1208
Waypoint Asset Co 5A Limited	4148	Waypoint Leasing Labuan 1A Limited	2299
MSN 69052 Trust	N/A	Waypoint Asset Co 1C Limited	0827
Waypoint Asset Euro 9A Limited	2276	Waypoint Asset Co 1D Limited	7018
Waypoint Asset Euro 1E Limited	6050	Waypoint Asset Co 1F Limited	6345
Waypoint Leasing UK 9A Limited	5686	Waypoint Asset Co 1G Limited	6494
Waypoint Asset Sterling 9A Limited	1161	Waypoint Asset Co 1H Limited	7349
Waypoint Asset Company Number 1 (Ireland) Limited	6861	Waypoint Asset Co 1J Limited	7729
Waypoint Asset Euro 1D Limited	1360	MSN 20159 Trust	N/A
Waypoint Asset Co 1L Limited	2360	MSN 31431 Trust	N/A
Waypoint Asset Co 1M Limited	5855	MSN 760734 Trust	N/A
Waypoint Asset Co 1N Limited	3701	MSN 920024 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Asset Euro 1G Limited	4786	MSN 920030 Trust	N/A
Waypoint Asset Funding 1 LLC	7392	Waypoint Asset Funding 2 LLC	7783
Waypoint Leasing UK 1B Limited	0592	Waypoint Asset Co 1K Limited	2087
Waypoint Leasing UK 1C Limited	0840	Waypoint Leasing Services LLC	8965
Waypoint Asset Company Number 2 (Ireland) Limited	7847	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
Waypoint 2916 Business Trust	N/A		