

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Gary T. Holtzer  
Robert J. Lemons  
Kelly DiBlasi  
Matthew P. Goren

*Attorneys for Debtors  
and Debtors in Possession*

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

-----X	
In re	: Chapter 11
WAYPOINT LEASING	: Case No. 18-13648 (SMB)
HOLDINGS LTD., et al.,	: (Jointly Administered)
Debtors. <sup>1</sup>	:
-----X	

**NOTICE OF SECOND AMENDED AGENDA FOR MATTER  
SCHEDULED FOR HEARING ON MARCH 12, 2019 AT 10:00 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 (collectively, the “**Chapter 11 Cases**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that a hearing has been scheduled for March 12, 2019 at 10:00 a.m. (Prevailing Eastern Time) 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 a 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> 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-

<sup>1</sup> 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**.



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. UNCONTESTED MATTER:**

1. Notice of Filing of WAC 2 Asset Purchase Agreement and Proposed WAC 2 Sale Order [ECF No. 486]

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

Responses Filed:

- A. SunTrust Bank's Limited Objection and Reservation of Rights with Respect to WAC 2 Asset Purchase Agreement and Proposed WAC 2 Sale Order [ECF No. 495]
- B. Reservation of Rights of Milestone Aviation Group with Respect to WAC 2 Asset Purchase Agreement and Proposed WAC 2 Sale Order [ECF No. 496]
- C. Debtors' Reply in Support of WAC 2 Sale Transaction [ECF No. 511]

Related Documents:

- D. Declaration of Matthew R. Niemann in Support of Debtors' Motion to Approve Bidding Procedures in Connection with Sale of Substantially All of the Debtors' Assets [ECF No. 67]
- E. Order Scheduling Hearing to Consider Debtors' Proposed WAC 2 Sale Transaction [ECF No. 487]
- F. Declaration of Christos Kytzidis in Support of Proposed Order Approving Purchase Agreement Among Debtors and Successful Credit Bidder [ECF No. 510]
- G. Supplemental Declaration of Matthew R. Niemann in Support of Proposed Order Approving Purchase Agreement Among Debtors and Successful Credit Bidder [ECF No. 513]
- H. Declaration of Robert A. Del Genio in Support of Proposed Order Approving Purchase Agreement Among Debtors and Successful Credit Bidder [ECF No. 514]
- I. Notice of Filing of Revised Proposed WAC 2 Sale Order [ECF No. 515]

J. Notice of Filing of Further Revised Proposed WAC 2 Sale Order  
**[ECF No. 518]**

Status: This matter is going forward on an uncontested basis. The attorneys for SunTrust Bank and Milestone Aviation Group have represented that, based on the Debtors' filings set out above, the issues in the Limited Objection [ECF No. 495] and the Reservation of Rights [ECF No. 496] have been resolved.

Dated: March 11, 2019  
New York, New York

/s/ Kelly DiBlasi  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Gary T. Holtzer  
Robert J. Lemons  
Kelly DiBlasi  
Matthew P. Goren

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Debtors**

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
Waypoint Leasing Holdings Ltd.	2899	MSN 760682 Trust	N/A
Waypoint Leasing (Luxembourg) S.à r.l.	7041	MSN 920022 Trust	N/A
Waypoint Leasing (Ireland) Limited	6600	MSN 920062 Trust	N/A
Waypoint Asset Co 10 Limited	2503	MSN 920125 Trust	N/A
MSN 2826 Trust	N/A	MSN 9229 AS	7652
MSN 2879 Trust	N/A	Waypoint Asset Co 3A Limited	6687
Waypoint Asset Co 11 Limited	3073	MSN 41371 Trust	N/A
MSN 2905 Trust	N/A	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 14 Limited	1585	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
AE Helicopter (5) Limited	N/A	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
AE Helicopter (6) Limited	N/A	Waypoint Asset Co 1A Limited	1208
MSN 31141 Trust	N/A	Waypoint Leasing Labuan 1A Limited	2299
MSN 31492 Trust	N/A	Waypoint Asset Co 1C Limited	0827
MSN 36458 Trust	N/A	Waypoint Asset Co 1D Limited	7018
MSN 760543 Trust	N/A	Waypoint Asset Co 1F Limited	6345
MSN 760551 Trust	N/A	Waypoint Asset Co 1G Limited	6494
MSN 760581 Trust	N/A	Waypoint Asset Co 1H Limited	7349

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
MSN 760628 Trust	N/A	Waypoint Asset Co 1J Limited	7729
MSN 760631 Trust	N/A	MSN 20159 Trust	N/A
MSN 6658 Trust	N/A	Waypoint Asset Funding 6 LLC	4964
Waypoint 760626 Business Trust	N/A	Waypoint Asset Co 7 Limited	9689
MSN 7152 Trust	N/A	Waypoint Asset Euro 7A Limited	2406
MSN 7172 Trust	N/A	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Funding 3 LLC	4960	MSN 31041 Trust	N/A
Waypoint Asset Malta Ltd	5348	MSN 31203 Trust	N/A
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

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
MSN 31308 Trust	N/A	MSN 20025 Trust	N/A
MSN 920119 Trust	N/A	MSN 920113 Trust	N/A
Waypoint Asset Funding 8 LLC	4776	Waypoint Asset Co Germany Limited	5557
Waypoint Leasing UK 8A Limited	2906	MSN 31046 Trust	N/A
Waypoint Leasing US 8A LLC	8080	MSN 41511 Trust	N/A
Waypoint Asset Company Number 1 (Ireland) Limited	6861	MSN 760608 Trust	N/A
Waypoint Asset Euro 1D Limited	1360	MSN 89007 Trust	N/A
Waypoint Asset Co 1L Limited	2360	MSN 920141 Trust	N/A
Waypoint Asset Co 1M Limited	5855	MSN 920152 Trust	N/A
Waypoint Asset Co 1N Limited	3701	MSN 920153 Trust	N/A
Waypoint Asset Euro 1G Limited	4786	MSN 920273 Trust	N/A
Waypoint Asset Funding 1 LLC	7392	MSN 920281 Trust	N/A
Waypoint Leasing UK 1B Limited	0592	MSN 9205 Trust	N/A
Waypoint Leasing UK 1C Limited	0840	MSN 9229 Trust	N/A
Waypoint Asset Company Number 2 (Ireland) Limited	7847	MSN 920030 Trust	N/A
Waypoint 2916 Business Trust	N/A	Waypoint Asset Funding 2 LLC	7783
MSN 31431 Trust	N/A	Waypoint Asset Co 1K Limited	2087
MSN 760734 Trust	N/A	Waypoint Leasing Services LLC	8965
MSN 920024 Trust	N/A		