

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

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**In re** : **Chapter 11**  
: **Case No. 18-13648 (SMB)**  
**WAYPOINT LEASING** : **(Jointly Administered)**  
**HOLDINGS LTD., et al.,** :  
: **Debtors.** :  
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**NOTICE OF DEADLINES REQUIRING THE FILING OF PROOFS OF CLAIM**

**TO ALL PERSONS WITH CLAIMS AGAINST ANY DEBTOR SET FORTH BELOW:**

<b>NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER</b>	<b>CASE NUMBER</b>
Waypoint Leasing Holdings Ltd. (2899)	18-13648 (SMB)
Waypoint Leasing (Luxembourg) S.à r.l. (7041)	18-13649 (SMB)
Waypoint Leasing (Ireland) Limited (6600)	18-13650 (SMB)
Waypoint Leasing (Luxembourg) Euro S.à r.l. (8928)	18-13651 (SMB)
Waypoint Asset Co 1D Limited (7018)	18-13652 (SMB)
MSN 920152 Trust (N/A)	18-13653 (SMB)
Waypoint Asset Co 1F Limited (6345)	18-13654 (SMB)
Waypoint Asset Co 1G Limited (6494)	18-13655 (SMB)
MSN 920153 Trust (N/A)	18-13656 (SMB)
MSN 920273 Trust (N/A)	18-13657 (SMB)
Waypoint Asset Co 1H Limited (7349)	18-13658 (SMB)
Waypoint Asset Co 1J Limited (7729)	18-13659 (SMB)
MSN 920281 Trust (N/A)	18-13660 (SMB)
Waypoint Asset Co 1K Limited (2087)	18-13661 (SMB)
MSN 9205 Trust (N/A)	18-13662 (SMB)
Waypoint Asset Company Number 1 (Ireland) Limited (6861)	18-13663 (SMB)
Waypoint Asset Co 1L Limited (2360)	18-13664 (SMB)
MSN 9229 Trust (N/A)	18-13665 (SMB)
MSN 20159 Trust (N/A)	18-13666 (SMB)
Waypoint Asset Co 1M Limited (5855)	18-13667 (SMB)
Waypoint Leasing UK 1B Limited (0592)	18-13668 (SMB)

<b>NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER</b>	<b>CASE NUMBER</b>
Waypoint Asset Funding 1 LLC (7392)	18-13669 (SMB)
Waypoint Asset Co 1N Limited (3701)	18-13670 (SMB)
MSN 31046 Trust (N/A)	18-13671 (SMB)
Waypoint Leasing UK 1C Limited (0840)	18-13672 (SMB)
Waypoint Asset Euro 1G Limited (4786)	18-13673 (SMB)
MSN 41511 Trust (N/A)	18-13674 (SMB)
MSN 920022 Trust (N/A)	18-13675 (SMB)
MSN 760608 Trust (N/A)	18-13676 (SMB)
Waypoint Asset Co 1A Limited (1208)	18-13677 (SMB)
MSN 89007 Trust (N/A)	18-13678 (SMB)
MSN 760551 Trust (N/A)	18-13679 (SMB)
Waypoint Leasing Labuan 1A Limited (2299)	18-13680 (SMB)
MSN 920141 Trust (N/A)	18-13681 (SMB)
Waypoint Asset Company Number 2 (Ireland) Limited (7847)	18-13682 (SMB)
Waypoint Asset Co 1C Limited (0827)	18-13683 (SMB)
MSN 760581 Trust (N/A)	18-13684 (SMB)
MSN 6655 Trust (N/A)	18-13685 (SMB)
MSN 920062 Trust (N/A)	18-13686 (SMB)
MSN 31431 Trust (N/A)	18-13687 (SMB)
MSN 7152 Trust (N/A)	18-13688 (SMB)
MSN 760628 Trust (N/A)	18-13689 (SMB)
MSN 920125 Trust (N/A)	18-13690 (SMB)
MSN 760631 Trust (N/A)	18-13691 (SMB)
AE Helicopter (5) Limited (N/A)	18-13692 (SMB)
MSN 7172 Trust (N/A)	18-13693 (SMB)
MSN 9229 AS (7652)	18-13694 (SMB)
MSN 31141 Trust (N/A)	18-13695 (SMB)
MSN 2057 Trust (N/A)	18-13696 (SMB)
MSN 760682 Trust (N/A)	18-13697 (SMB)
Waypoint Asset Funding 3 LLC (4960)	18-13698 (SMB)
Waypoint Asset Malta Ltd (5348)	18-13699 (SMB)
MSN 31492 Trust (N/A)	18-13700 (SMB)
AE Helicopter (6) Limited (N/A)	18-13701 (SMB)

<b>NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER</b>	<b>CASE NUMBER</b>
Waypoint Asset Co 6 Limited (8790)	18-13702 (SMB)
Waypoint Asset Co 3A Limited (6687)	18-13703 (SMB)
Waypoint Leasing Labuan 3A Limited (8120)	18-13704 (SMB)
MSN 760734 Trust (N/A)	18-13705 (SMB)
MSN 36458 Trust (N/A)	18-13706 (SMB)
Waypoint Asset Funding 6 LLC (4964)	18-13707 (SMB)
Waypoint Asset Co 8 Limited (2532)	18-13708 (SMB)
MSN 41371 Trust (N/A)	18-13709 (SMB)
MSN 920024 Trust (N/A)	18-13710 (SMB)
Waypoint Leasing UK 3A Limited (0702)	18-13711 (SMB)
MSN 31042 Trust (N/A)	18-13712 (SMB)
Waypoint Asset Euro 1A Limited (9804)	18-13713 (SMB)
MSN 760543 Trust (N/A)	18-13714 (SMB)
MSN 31041 Trust (N/A)	18-13715 (SMB)
MSN 31295 Trust (N/A)	18-13716 (SMB)
Waypoint Asset Co 4 Limited (0301)	18-13717 (SMB)
MSN 920030 Trust (N/A)	18-13719 (SMB)
MSN 31308 Trust (N/A)	18-13720 (SMB)
Waypoint Asset Co 5 Limited (7128)	18-13721 (SMB)
MSN 4469 Trust (N/A)	18-13722 (SMB)
Waypoint Asset Funding 2 LLC (7783)	18-13723 (SMB)
MSN 760624 Trust (N/A)	18-13724 (SMB)
MSN 920113 Trust (N/A)	18-13725 (SMB)
MSN 31203 Trust (N/A)	18-13726 (SMB)
MSN 14786 Trust (N/A)	18-13727 (SMB)
MSN 760626 Trust (N/A)	18-13728 (SMB)
MSN 2047 Trust (N/A)	18-13729 (SMB)
MSN 31578 Trust (N/A)	18-13730 (SMB)
Waypoint 206 Trust (N/A)	18-13731 (SMB)
Waypoint Asset Co 3 Limited (3471)	18-13732 (SMB)
MSN 760765 Trust (N/A)	18-13733 (SMB)
MSN 920119 Trust (N/A)	18-13734 (SMB)
MSN 760617 Trust (N/A)	18-13735 (SMB)

<b>NAME OF DEBTOR AND LAST FOUR DIGITS OF FEDERAL TAX IDENTIFICATION NUMBER</b>	<b>CASE NUMBER</b>
Waypoint 407 Trust (N/A)	18-13736 (SMB)
MSN 920063 Trust (N/A)	18-13737 (SMB)
Waypoint Asset Euro 1D Limited (1360)	18-13738 (SMB)
Waypoint Asset Co 7 Limited (9689)	18-13739 (SMB)
Waypoint 760626 Business Trust (N/A)	18-13740 (SMB)
MSN 920112 Trust (N/A)	18-13741 (SMB)
Waypoint Asset Euro 7A Limited (2406)	18-13742 (SMB)
Waypoint Leasing UK 8A Limited (2906)	18-13743 (SMB)
Waypoint Asset Funding 8 LLC (4776)	18-13744 (SMB)
Waypoint Leasing US 8A LLC (8080)	18-13745 (SMB)
MSN 6658 Trust (N/A)	18-13747 (SMB)
Waypoint Asset Euro 1B Limited (3512)	18-13750 (SMB)
Waypoint Asset Euro 1C Limited (1060)	18-13756 (SMB)
Waypoint Asset Co 10 Limited (2503)	18-13759 (SMB)
MSN 20012 Trust (N/A)	18-13760 (SMB)
Waypoint Asset Co 5B Limited (2242)	18-13761 (SMB)
MSN 2826 Trust (N/A)	18-13764 (SMB)
MSN 20022 Trust (N/A)	18-13765 (SMB)
Waypoint Leasing UK 5A Limited (1970)	18-13767 (SMB)
MSN 2879 Trust (N/A)	18-13769 (SMB)
MSN 20025 Trust (N/A)	18-13771 (SMB)
Waypoint 2916 Business Trust (N/A)	18-13773 (SMB)
Waypoint Asset Co 14 Limited (1585)	18-13776 (SMB)
Waypoint Asset Co 11 Limited (3073)	18-13777 (SMB)
Waypoint Asset Co 15 Limited (1776)	18-13780 (SMB)
Waypoint Asset Co Germany Limited (5557)	18-13782 (SMB)
Waypoint Leasing Services LLC (8965)	18-13785 (SMB)
MSN 2905 Trust (N/A)	18-13786 (SMB)

<b>OTHER NAMES USED BY THE DEBTORS IN THE LAST EIGHT YEARS</b>
Waypoint
Waypoint Leasing
Waypoint Leasing Ireland
Waypoint Leasing LLC

The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) has entered an order (the “**Bar Date Order**”) establishing **May 17, 2019 at 5:00 p.m. (Eastern Time)** as the last date and time for each person (as defined in section 101(41) of title 11 of the United States Code (the “**Bankruptcy Code**”), excluding governmental units (as defined in section 101(27) of the Bankruptcy Code, the “**Governmental Units**”) to file a proof of claim (each, a “**Proof of Claim**,” and collectively, the “**Proofs of Claim**”) in respect of any prepetition claim (as defined in section 101(5) of the Bankruptcy Code) (such deadline, the “**General Bar Date**”) against Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”).

The General Bar Date and the procedures set forth below for filing Proofs of Claim (the “**Procedures**”) apply to all claims against the Debtors that arose before November 25, 2018 (the “**Petition Date**”), which was the date that the Debtors commenced their Chapter 11 Cases, including claims arising under section 503(b)(9) of the Bankruptcy Code. Governmental Units have until **May 24, 2019 at 5:00 p.m. (Eastern Time)** (the “**Governmental Bar Date**,” and, together with the General Bar Date, the “**Bar Dates**”) as the deadline to file Proofs of Claim against the Debtors.

## **1. WHO MUST FILE A PROOF OF CLAIM**

You must file a Proof of Claim in order to vote on a chapter 11 plan filed by the Debtors or to be able to share in distributions from the Debtors’ estates if you have a claim that arose before the Petition Date, and it is not one of the types of claims described in section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or before the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this notice, the word “claim” means a right to (a) payment, whether such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

## **2. WHAT TO FILE**

The Debtors are enclosing a Proof of Claim form for use in these Chapter 11 Cases. If your claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the “**Schedules**”), then the Proof of Claim form also sets forth the amount of your claim as listed on the Schedules, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as disputed, contingent, or unliquidated. You will receive a different Proof of Claim form for each claim listed in your name on the Schedules. You may utilize the Proof of Claim form(s) provided by the Debtors in order to file your claim(s). Additional Proof of Claim forms and instructions may be obtained at (a) the website established

by the Debtors' Bankruptcy Court-approved claims and noticing agent, Kurtzman Carson Consultants LLC ("KCC"), located at <http://www.kccllc.net/waypointleasing> or (b) the Bankruptcy Court's website located at [www.uscourts.gov/forms/bankruptcy-forms](http://www.uscourts.gov/forms/bankruptcy-forms).

All Proofs of Claim must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. All Proofs of Claim must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of the Petition Date). You should also attach to your completed Proof of Claim any documents on which such claim is based (if the supporting documentation is voluminous, attach a summary of such documentation instead) or an explanation as to why the supporting documents are not available.

All Proofs of Claim must not contain complete social security numbers or taxpayer identification numbers (include only the last four (4) digits of such numbers), complete birth dates (include only the relevant year), the names of any minors (include only such minors' initials), or financial account numbers (include only the last four (4) digits of such numbers).

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON EACH PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR'S CHAPTER 11 CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

### **3. WHEN AND WHERE TO FILE**

All Proofs of Claim must be filed so as to be received on or before **May 17, 2019 at 5:00 p.m. (Eastern Time)** (for all persons except Governmental Units), or so as to be received on or before **May 24, 2019 at 5:00 p.m. (Eastern Time)** (for all Governmental Units) using one of the methods as follows:

#### **IF BY FIRST CLASS MAIL OR OVERNIGHT DELIVERY:**

Waypoint Claims Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, California 90245  
T: (888) 733-1446

#### **IF DELIVERED BY HAND:**

United States Bankruptcy Court  
for the Southern District of New York  
One Bowling Green  
Room 614  
New York, New York 10004-1408

IF ELECTRONICALLY:

The website established by KCC, using the interface available on such website located at <http://www.kccllc.net/waypointleasing> (the “**Electronic Filing System**”).

All Proofs of Claim will be deemed filed only when actually received at one of the addresses listed above or via the Electronic Filing System on or before the applicable Bar Date. Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

**4. WHO DOES NOT NEED TO FILE A PROOF OF CLAIM**

You do not need to file a Proof of Claim on or before the applicable Bar Date if you are:

- (a) a person whose claim is listed on the Schedules; provided that (x) the claim is not listed on the Schedules as disputed, contingent, or unliquidated, (y) you do not dispute the amount, nature, or priority of the claim as set forth on the Schedules, and (z) you do not dispute that the claim is an obligation of the specific Debtor against whom the claim is listed on the Schedules;
- (b) a person whose claim has been paid in full;
- (c) a person that holds an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures;
- (d) a holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a section 503(b)(9) claim);
- (e) a holder of a claim that heretofore has been allowed by an order of the Bankruptcy Court entered on or before the applicable Bar Date;
- (f) a holder of a claim for which a separate deadline to file a Proof of Claim has been fixed by the Bankruptcy Court;
- (g) a person that, as of the applicable Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor;

- (h) a person that has already filed a Proof of Claim against the applicable Debtor in these Chapter 11 Cases in a form substantially similar to Official Bankruptcy Form 410;
- (i) any person whose claim is limited exclusively to the repayment of principal, interest, fees, expenses, and any other amounts owing under any agreements governing any notes, bonds, debentures, or other debt securities (collectively, the “**Debt Securities**”) issued by any of the Debtors (each, a “**Debt Claim**”) pursuant to an indenture or credit agreement, as applicable (together, the “**Debt Instruments**”); provided, however, that any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument, other than a Debt Claim, must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; or
- (j) for the avoidance of doubt, the WAC Secured Parties, as such term is defined in the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552, Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014, and L. Bankr. R. 2002-1, 4001-2, 9013-1, 9014-1, and 9014-2 (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief* [ECF No. 231], with respect to any claim limited exclusively to the repayment of principal, interest, fees, expenses, and any other amounts owing for any Debt Claims arising from any of the Debt Securities issued by any of the Debtors.

This notice may be sent to many persons that have had some relationship with or have done some business with the Debtors, but that may not have an unpaid claim against the Debtors. The fact that you have received this notice does not mean that you have a claim against the Debtors or that the Bankruptcy Court or the Debtors believe that you have a claim against the Debtors.

## 5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before the date of entry of the Bar Date Order, then you must file a Proof of Claim by the applicable Bar Date. If you have a claim arising from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated after the date of entry of the Bar Date Order, then you must file a Proof of Claim with respect to such claim by the date fixed by the Bankruptcy Court in the applicable order authorizing rejection of such contract or lease as the deadline for filing a Proof of Claim. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and



outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a claim for rejection damages) must file a Proof of Claim for such amounts on or before the applicable Bar Date.

## **6. CONSEQUENCES OF THE FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN FULL IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH ALLEGED CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES AND FOR PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH ALLEGED CLAIM.

## **7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as a holder of a claim against one or more of the Debtors on the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim form(s) regarding the nature, amount, and status of your claim(s). If you received post-petition payments from the Debtors (as authorized by the Bankruptcy Court) on account of your claim(s), then the enclosed Proof of Claim form(s) should reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, then you will receive multiple Proof of Claim forms, each of which will reflect the nature, amount, and status of your claim against the applicable Debtor, as listed on the Schedules.

If you rely on the Debtors' Schedules or the enclosed Proof of Claim form(s), then it is your responsibility to determine that such claim(s) are accurately listed on the Schedules. However, you may rely on the enclosed Proof of Claim form(s), which list your claim(s) as scheduled, identify the applicable Debtor against which such claim(s) are scheduled, and specify whether such claim(s) are disputed, contingent, or unliquidated.

As set forth above, if you agree with the nature, amount, and status of your claim as listed on the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors' Schedules, and if your claim is not described as disputed, contingent, or unliquidated, then you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, then you must do so before the applicable Bar Date, in accordance with the Procedures as set forth in this notice.

Copies of the Debtors' Schedules are available for inspection on the Bankruptcy Court's electronic docket for the Debtors' Chapter 11 Cases, which is posted on (a) the website established by KCC for the Debtors' Chapter 11 Cases at <http://www.kccllc.net/waypointleasing> and (b) on the Bankruptcy Court's website at <http://www.nysb.uscourts.gov>. A login and

password to the Bankruptcy Court's Public Access to Court Electronic Records ("PACER") are required in order to access this information through the Bankruptcy Court's website, and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Debtors' Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time), Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at One Bowling Green, Room 534, New York, New York 10004-1408. Copies of the Debtors' Schedules also may be obtained by sending a request to KCC:

Waypoint Claims Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, California 90245  
Toll Free: (888) 733-1446  
E-mail: [WaypointInfo@kccllc.com](mailto:WaypointInfo@kccllc.com)

A HOLDER OF A POTENTIAL CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER OF SUCH A POTENTIAL CLAIM SHOULD FILE A PROOF OF CLAIM.

Dated: New York, New York  
March 26, 2019

**BY ORDER OF THE BANKRUPTCY COURT**

/s/ Robert J. Lemons  
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