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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., et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
-----X		

**FINAL NOTICE OF ASSUMPTION, ASSIGNMENT,
AND CURE AMOUNT WITH RESPECT TO EXECUTORY
CONTRACTS AND UNEXPIRED LEASES OF DEBTORS BEING
ASSUMED AND ASSIGNED TO THE WAC2 FACILITY AGENT**

You are receiving this Notice because you are a party to an executory contract or unexpired lease that will be assumed and assigned to (x) Wells Fargo Bank N.A., in its capacity as the WAC Facility Agent for the WAC2 Lenders (as defined in the DIP Order)² (the “WAC2 Facility Agent”) or (y) the Designated Transferee associated with an executory contract or unexpired lease, as set forth in the WAC2 Purchase Agreement (as defined herein). References to “WAC2 Facility Agent” in this notice (including the exhibits annexed hereto) refer, as applicable for any executory contract or unexpired lease, to a Designated Transferee

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are set forth on **Exhibit A** to this Notice.

² See the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552, Fed. R. Bank. 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 Superiority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection; (III) Scheduling Final Hearing; and (IV) Granting Related Relief* [ECF No. 231] (the “**DIP Order**”).



or, if no such nominee is set forth or ascribed pursuant to the WAC2 Purchase Agreement, to Wells Fargo Bank N.A.

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 (collectively, the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that on December 10, 2018, the Debtors filed with the Court the *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] (the “**Sale Motion**”),³ seeking the sale of substantially all of their assets and the assumption and assignment of executory contracts and unexpired leases in connection therewith, which was approved by the Bankruptcy Court on February 15, 2019 [ECF No. 444].

PLEASE TAKE FURTHER NOTICE that on December 27, 2018, the Debtors filed with the Court the *Notice of Assumption, Assignment and Cure Amount with Respect to Executory Contracts and Unexpired Leases of Debtors* [ECF No. 180] (the “**Initial Cure Notice**”), notifying counterparties that the Debtors were seeking to assume and assign certain contracts and identifying associated Cure Costs. As set forth in the Initial Cure Notice, the Debtors reserved the right to add or remove Contracts or amend the associated amounts for Cure Costs by filing a Supplemental Notice with respect thereto.

PLEASE TAKE FURTHER NOTICE that on January 25, 2019, the Debtors filed with the Court the *Supplemental Notice of Assumption, Assignment and Cure Amount with Respect to Executory Contracts and Unexpired Leases of Debtors* [ECF No. 299] (the “**Supplemental Cure Notice**”), whereby the Debtors identified the WAC2 Contracts (as defined therein) that they were seeking to assume and assign to the WAC2 Facility Agent, annexed thereto, as Schedule 3 and Schedule 4. As set forth in the Supplemental Cure Notice, the Debtors reserved the right to add or remove WAC2 Contracts or amend the Cure Costs by filing a Supplemental Notice with respect thereto.

PLEASE TAKE FURTHER NOTICE that on March 22, 2019, counsel to the WAC2 Facility Agent filed with the Court the *Notice of Filing of WAC2 Asset Purchase Agreement* [ECF No. 543], attaching thereto as Exhibit B an executed copy of that certain *Asset Purchase Agreement* among Waypoint Asset Company Number 2 (Ireland) Limited and Wells Fargo Bank

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Sale Motion or WAC2 Purchase Agreement, as applicable.

N.A., dated as of March 19, 2019 (the “**WAC2 Purchase Agreement**”⁴, and the transactions contemplated and to be effected thereby, the “**WAC2 Sale Transaction**”).

PLEASE TAKE FURTHER NOTICE that the WAC2 Facility Agent has provided the Debtors with a final list of executory contracts and unexpired leases that will be assumed and assigned in accordance with the Sale Order and WAC2 Purchase Agreement and, with respect to each executory contract or unexpired lease, the WAC2 entity assuming such contract. Attached hereto are the following exhibits:⁵

1. **Exhibit B-1**: A final schedule of aircraft leases that will be assumed and assigned to the WAC2 Facility Agent and associated Cure Costs (the “**Final WAC2 Lease Schedule**”).
2. **Exhibit B-2**: A redline of the Final WAC2 Lease Schedule showing changes to Schedule 3 to the Supplemental Cure Notice.⁶
3. **Exhibit C-1**: A final schedule of other executory contracts that will be assumed and assigned to the WAC2 Facility Agent and associated Cure Costs (the “**Final WAC2 Contract Schedule**”).
4. **Exhibit C-2**: A redline of the Final WAC2 Contract Schedule compared to Schedule 4 to the Supplemental Cure Notice.⁷

⁴ A copy of the WAC2 Purchase Agreement is available on the website of the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC (www.kccllc.net/waypointleasing).

⁵ Because the Debtors are selling the assets of Waypoint Asset Company Number 2 (Ireland) and the beneficial trust interests of the WAC2 subsidiaries, the Debtors are only seeking to assume and assign contracts of Waypoint Asset Company Number 2 (Ireland) and are not seeking to assume and assign any contracts or leases of the WAC2 subsidiaries.

⁶ Schedule 3 to the Supplemental Cure Notice listed aircraft leases that were removed from the Assumed Macquarie Contract Schedule (as defined therein) and instead were designated as to be assumed and assigned to the WAC2 Facility Agent.

⁷ Schedule 4 to the Supplemental Cure Notice listed one aircraft lease and nine executory contracts that were designated as to be assumed and assigned to the WAC2 Facility Agent. The one aircraft lease listed on Schedule 4 has been removed from the Final WAC2 Contract Schedule and is listed instead on the Final WAC2 Lease Schedule, and this change is reflected in Exhibit B-2 and C-2.

PLEASE TAKE FURTHER NOTICE that, to the extent you are a WAC2 Contract counterparty that was served with the Supplemental Cure Notice, the opportunity to object to the assumption and assignment of your WAC2 Contract and any Cure Cost related thereto has passed. The Cure Costs set forth on the Final WAC2 Contract Schedule attached hereto shall be controlling, notwithstanding anything to the contrary in any WAC2 Contract, or any other document, and the non-Debtor party to any such WAC2 Contract shall be deemed to have consented to the Cure Costs and shall be forever barred from asserting any other claims related to such WAC2 Contract against the Debtors.⁸

Dated: March 27, 2019
New York, New York

/s/ Kelly DiBlasi
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⁸ Certain Cure Costs set forth in the Final WAC2 Lease Schedule and the Final WAC2 Contract Schedule have been changed from the Cure Costs listed on the Supplemental Cure Notice. In all instances, such changes were based on an express agreement with, or acknowledgment by, the relevant Contract counterparty. The Debtors have agreed to pay, upon Closing of the WAC2 Sale Transaction, \$291,572.00 to CHC (Barbados) SRL from funds available pursuant to the Wind-down Payment in connection with the settlement of its cure objection.

Exhibit A

Debtors

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
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
MSN 760628 Trust	N/A	Waypoint Asset Co 1J Limited	7729
MSN 760631 Trust	N/A	MSN 20159 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
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
MSN 31308 Trust	N/A	MSN 20025 Trust	N/A
MSN 920119 Trust	N/A	MSN 920113 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
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		

Exhibit B-1

Final WAC2 Lease Schedule

DISCLAIMER FOR EXHIBIT B-1

AIRCRAFT LEASES

Reference is hereby made to that certain Asset Purchase Agreement, dated as of March 19, 2019 (such agreement, as modified and in effect, the "WAC2 APA"), by and between Waypoint Asset Company Number 2 (Ireland) Limited (the "*Seller*") and Wells Fargo Bank N.A. (the "*Buyer*"). With respect to each unexpired aircraft lease (each an "*Aircraft Lease*" and collectively, the "*Aircraft Leases*") being assumed and assigned as set forth in this Exhibit B-1, the Seller is entering into the following agreements: (a) an assignment and assumption agreement (the "*Assignment and Assumption Agreement*") (as proposed by the Seller and the Designated Transferee (as defined below)) to be entered into by the Seller, the Designated Transferee with respect to such Aircraft Lease (the designated transferee for such Aircraft Lease, as designated in such Assignment and Assumption Agreement, as applicable, the "*Designated Transferee*"), and the lessee and parties affiliated with such lessee, and (b) for Aircraft Leases in which there are further associated documents, a related document assignment and assumption agreement relating to such Aircraft Lease (the "*Related Document Assignment and Assumption Agreement*"). With respect to each of the Aircraft Leases listed below in this Exhibit B-1, the assumed and assigned contracts and unexpired leases being assumed and assigned to the applicable Designated Transferee include (x) such Aircraft Leases as listed below, along with (y) all other agreements and documents identified in either the Assignment and Assumption Agreement and/or the Related Document Assignment and Assumption Agreement related to such Aircraft Lease, and (z) any guaranties of any obligations of the lessee relating to the foregoing documents, and each of which documents and agreements are to be treated as being specifically listed in this Exhibit B-1 as being assumed and assigned to the applicable Designated Transferee.

No.	Contract Category	Contract Description	Debtor(s)	Counterparties	Proposed Cure Cost (USD)
3	Aircraft Lease	Aircraft Lease	Waypoint Asset Company Number 2 (Ireland) Limited	CHC Leasing S.A.R.L	\$12,500.00
4	Aircraft Lease	Aircraft Lease	Waypoint Asset Company Number 2 (Ireland) Limited	CHC Leasing S.A.R.L	\$0.00
5	Aircraft Lease	Aircraft Lease	Waypoint Asset Company Number 2 (Ireland) Limited	Eagle Copters Ltd	\$0.00

Exhibit B-2

**Redline of Final Assumed WAC2 Lease Schedule to
Schedule 3 to Supplemental Cure Notice**

No.	Contract Category	Contract Description	Debtor(s)	Counterparties	Proposed Cure Cost (USD)
1	Aircraft Lease	Aircraft Lease	MSN 760734 Trust	OHI Finance II S.A.	\$0.00
2	Aircraft Lease	Aircraft Lease	MSN 920024 Trust	CHC Leasing S.A.R.L	\$0.00
3	Aircraft Lease	Aircraft Lease	Waypoint Asset Company Number 2 (Ireland) Limited	CHC Leasing S.A.R.L	\$150,000.00 <u>\$12,500.00</u>
4	Aircraft Lease	Aircraft Lease	Waypoint Asset Company Number 2 (Ireland) Limited	CHC Leasing S.A.R.L	\$0.00
<u>5</u>	<u>Aircraft Lease</u>	<u>Aircraft Lease</u>	<u>Waypoint Asset Company Number 2 (Ireland) Limited</u>	<u>Eagle Copters Ltd</u>	<u>\$0.00</u>

Exhibit C-1

Final Assumed WAC2 Contract Schedule

No.	Contract Category	Contract Description	Debtor(s)	Counterparties	Proposed Cure Cost (USD)
2	Corporate Secretarial	International Registry Services Agreement for Waypoint Asset Company Number 2 (Ireland) Limited	Waypoint Asset Company Number 2 (Ireland) Limited	AIC Title Company	\$0.00
3	Corporate Secretarial	Service Agreement For Trust Portfolio Reporting Service	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Bank, N.A.	\$0.00
5	Corporate Secretarial	MSN 31431 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
6	Corporate Secretarial	MSN 760734 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
7	Corporate Secretarial	MSN 920024 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
8	Corporate Secretarial	MSN 920030 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
9	PO# 2018-041	MRB Repair Work	Waypoint Asset Company Number 2 (Ireland) Limited	Eagle Copters	\$0.00

Exhibit C-2

**Redline of Final Assumed WAC2 Contract Schedule to
Schedule 4 to Supplemental Cure Notice**

No.	Contract Category	Contract Description	Debtor(s)	Counterparties	Proposed Cure Cost (USD)
1	Aircraft Lease	Lease of Helicopter	Waypoint Asset Company Number 2 (Ireland) Limited	Eagle Copters Ltd	\$0.00
2	Corporate Secretarial	International Registry Services Agreement for Waypoint Asset Company Number 2 (Ireland) Limited	Waypoint Asset Company Number 2 (Ireland) Limited	AIC Title Company	\$0.00
3	Corporate Secretarial	Service Agreement For Trust Portfolio Reporting Service	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Bank, N.A.	\$0.00
4	Corporate Secretarial	Service Agreement For Corporate Secretarial Services, Maintenance of Records, Registration, and Filing Requirements for Waypoint Asset Funding 2 LLC	Waypoint Asset Funding 2 LLC	Corporation Service Company	\$0.00
5	Corporate Secretarial	MSN 31431 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
6	Corporate Secretarial	MSN 760734 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
7	Corporate Secretarial	MSN 920024 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
8	Corporate Secretarial	MSN 920030 Trust	Waypoint Asset Company Number 2 (Ireland) Limited	Wells Fargo Trust Company, National Association	\$0.00
9	PO# 2018-041	MRB Repair Work	Waypoint Leasing (Ireland) Limited Waypoint Asset Company Number 2 (Ireland) Limited	Eagle Copters	\$36,750.00 \$0.00
10	Storage	Storage with Eagle	Waypoint Leasing (Ireland) Limited	Eagle	\$4,500.00