

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

WAYPOINT LEASING  
HOLDINGS LTD., *et al.*,

Debtors.<sup>1</sup>  
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Chapter 11

Case No. 18-13648 (SMB)

(Jointly Administered)

**THE DEBTORS' POST-CONFIRMATION QUARTERLY  
OPERATING REPORT FOR THE PERIOD ENDED DECEMBER 31, 2019**

**Reporting Period: October 1, 2019 – December 31, 2019**  
**Federal Tax I.D. Number: 98-1102899**

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**”) file their post-confirmation quarterly operating report for the period ended December 31, 2019 (the “**Report**”) in accordance with the guidelines established by the Office of the United States Trustee and Rule 2015 of the Federal Rules of Bankruptcy Procedure.

The undersigned, having reviewed the Report and being familiar with the financial affairs of the Debtors, and having necessarily relied upon various personnel and the Debtors’ professional advisors and their diligent efforts, statements, and representations in connection with the materials included herein, based on the foregoing verifies under the penalty of perjury in accordance with 28 U.S.C. § 1746 that the Report is complete, accurate, and truthful to the best of his knowledge.

*/s/ William L. Transier*

February 10, 2020

\_\_\_\_\_  
Signature of Authorized Individual

\_\_\_\_\_  
Date

William L. Transier

\_\_\_\_\_  
Plan Administrator

\_\_\_\_\_  
Printed Name of Authorized Individual

\_\_\_\_\_  
Title of Authorized Individual

**Plan Administrator**

William L. Transier  
12128 Madeleine Circle  
Dallas, Texas 75230  
(214) 210-9797

**Debtors’ Counsel**

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

<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**.



## **BACKGROUND**

1. On November 25, 2018, the Debtors each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

2. On July 22, 2019, the Debtors filed the *Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 871] (the “**Plan**”). On July 31, 2019, the Bankruptcy Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 893] (the “**Confirmation Order**”).

3. In accordance with the Confirmation Order, the Debtors filed the *Notice of (I) Entry of Order Confirming Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors and (II) Occurrence of Effective Date* [ECF No. 914], noting that the Plan went effective on August 9, 2019. On the effective date of the Plan, William Transier assumed his role as the plan administrator in accordance with the Plan.

4. On December 13, 2019, the Bankruptcy Court entered the *Order Granting the Motion of the Debtors for Entry of a Final Decree Closing Certain of the Debtors’ Chapter 11 Cases* [ECF No. 1025] (the “**Final Decree**”), providing for the closing of sixty-one of the Debtors’ Chapter 11 Cases. Following the entry of the Final Decree, forty-nine of the Debtors’ Chapter 11 Cases remain open.

5. This Report is unaudited, limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the post-confirmation quarterly reporting obligations required by the Office of the United States Trustee and the Bankruptcy Court. This Report is not intended to be relied upon as a complete description of the Debtors.

6. Additional information regarding the Chapter 11 Cases is available at the Debtors' website: <http://www.kccllc.net/waypointleasing/>.

In re: **WAYPOINT LEASING HOLDINGS LTD., et al.,**  
**Debtors**

**Case No.** 18-13648 (Jointly Administered)  
**Reporting Period:** October 01, 2019 – December 31, 2019

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS BY LEGAL ENTITY**

USD

Debtor	Case No.	Cash Disbursements	Intercompany Transfers
Waypoint Leasing Holdings Ltd.	18-13648	(1)	—
Waypoint Leasing (Luxembourg) S.à r.l.	18-13649	(60,982)	62,836
Waypoint Leasing (Ireland) Limited	18-13650	(6,008)	3,190,108
Waypoint Leasing (Luxembourg) Euro S.à r.l.	18-13651	—	—
Waypoint Asset Co 1D Limited	18-13652	—	—
MSN 920152 Trust	18-13653	—	—
Waypoint Asset Company 1F Limited	18-13654	—	—
Waypoint Asset Company 1G Limited	18-13655	—	—
MSN 920153 Trust	18-13656	—	—
MSN 920273 Trust	18-13657	—	—
Waypoint Asset Co 1H Limited	18-13658	—	—
Waypoint Asset Co 1J Limited	18-13659	—	—
MSN 920281 Trust	18-13660	—	—
Waypoint Asset Co 1K Limited	18-13661	—	—
MSN 9205 Trust	18-13662	—	—
Waypoint Asset Company Number 1 (Ireland) Limited	18-13663	(380,604)	22,755
Waypoint Asset Co 1L Limited	18-13664	—	—
MSN 9229 Trust	18-13665	—	—
MSN 20159 Trust	18-13666	—	—
Waypoint Asset Co 1M Limited	18-13667	—	—
Waypoint Leasing UK 1B Limited	18-13668	—	—
Waypoint Asset Funding 1 LLC	18-13669	—	—
Waypoint Asset Co 1N Limited	18-13670	—	—
MSN 31046 Trust	18-13671	—	—
Waypoint Leasing UK 1C Limited	18-13672	—	—
Waypoint Asset Euro 1G Limited	18-13673	—	—
MSN 41511 Trust	18-13674	—	—
MSN 920022 Trust	18-13675	—	—
MSN 760608 Trust	18-13676	—	—
Waypoint Asset Co 1A Limited	18-13677	—	—
MSN 89007 Trust	18-13678	—	—
MSN 760551 Trust	18-13679	—	—
Waypoint Leasing Labuan 1A Limited	18-13680	—	—
MSN 920141 Trust	18-13681	—	—
Waypoint Asset Company Number 2 (Ireland) Limited	18-13682	—	—
Waypoint Asset Co 1C Limited	18-13683	—	—
MSN 760581 Trust	18-13684	—	—
MSN 6655 Trust	18-13685	—	—
MSN 920062 Trust	18-13686	—	—
MSN 7152 Trust	18-13688	—	—
MSN 760628 Trust	18-13689	—	—
MSN 920125 Trust	18-13690	—	—
MSN 760631 Trust	18-13691	—	—
AE Helicopter (5) Limited	18-13692	—	—
MSN 7172 Trust	18-13693	—	—
MSN 9229 AS	18-13694	—	—

In re: **WAYPOINT LEASING HOLDINGS LTD., et al.,**  
**Debtors**

**Case No.** 18-13648 (Jointly Administered)  
**Reporting Period:** October 01, 2019 – December 31, 2019

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS BY LEGAL ENTITY**

USD

Debtor	Case No.	Cash Disbursements	Intercompany Transfers
MSN 31141 Trust	18-13695	—	—
MSN 2057 Trust	18-13696	—	—
MSN 760682 Trust	18-13697	—	—
Waypoint Asset Funding 3 LLC	18-13698	—	—
Waypoint Asset Malta Limited	18-13699	—	—
MSN 31492 Trust	18-13700	—	—
AE Helicopter (6) Limited	18-13701	—	—
Waypoint Asset Co 6 Limited	18-13702	(113,498)	3,891
Waypoint Asset Co 3A Limited	18-13703	—	—
Waypoint Leasing Labuan 3A Limited	18-13704	—	—
MSN 36458 Trust	18-13706	—	—
Waypoint Asset Funding 6 LLC	18-13707	—	—
Waypoint Asset Co 8 Limited	18-13708	(165,139)	10,138
MSN 41371 Trust	18-13709	—	—
Waypoint Leasing UK 3A Limited	18-13711	—	—
MSN 31042 Trust	18-13712	—	—
Waypoint Asset Euro 1A Limited	18-13713	—	—
MSN 760543 Trust	18-13714	—	—
MSN 31041 Trust	18-13715	—	—
MSN 31295 Trust	18-13716	—	—
Waypoint Asset Co 4 Limited	18-13717	—	—
MSN 4466 Trust	18-13718	—	—
MSN 31308 Trust	18-13720	—	—
Waypoint Asset Co 5 Limited	18-13721	—	—
MSN 4469 Trust	18-13722	—	—
Waypoint Asset Funding 2 LLC	18-13723	—	—
MSN 760624 Trust	18-13724	—	—
MSN 920113 Trust	18-13725	—	—
MSN 31203 Trust	18-13726	—	—
MSN 14786 Trust	18-13727	—	—
MSN 760626 Trust	18-13728	—	—
MSN 2047 Trust	18-13729	—	—
MSN 31578 Trust	18-13730	—	—
Waypoint 206 Trust	18-13731	—	—
Waypoint Asset Co 3 Limited	18-13732	(77,406)	13,960
MSN 760765 Trust	18-13733	—	—
MSN 920119 Trust	18-13734	—	—
MSN 760617 Trust	18-13735	—	—
Waypoint 407 Trust	18-13736	—	—
MSN 920063 Trust	18-13737	—	—
Waypoint Asset Euro 1D Limited	18-13738	—	—
Waypoint Asset Co 7 Limited	18-13739	—	—
Waypoint 760626 Business Trust	18-13740	—	—
MSN 920112 Trust	18-13741	—	—
Waypoint Asset Euro 7A Limited	18-13742	—	—
Waypoint Leasing UK 8A Limited	18-13743	—	—

In re: WAYPOINT LEASING HOLDINGS LTD., et al.,  
Debtors

Case No. 18-13648 (Jointly Administered)  
Reporting Period: October 01, 2019 – December 31, 2019

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS BY LEGAL ENTITY**

USD

Debtor	Case No.	Cash Disbursements	Intercompany Transfers
Waypoint Asset Funding 8 LLC	18-13744	—	—
Waypoint Leasing US 8A LLC	18-13745	(5,814,633)	110,891
MSN 6658 Trust	18-13747	—	—
Waypoint Asset Euro 1B Limited	18-13750	—	—
MSN 1251 Trust	18-13751	—	—
Waypoint Asset Euro 1C Limited	18-13756	—	—
Waypoint Asset Co 10 Limited	18-13759	(471,227)	19
MSN 20012 Trust	18-13760	—	—
Waypoint Asset Co 5B Limited	18-13761	—	—
MSN 2826 Trust	18-13764	—	—
MSN 20022 Trust	18-13765	—	—
Waypoint Leasing UK 5A Limited	18-13767	—	—
MSN 2879 Trust	18-13769	—	—
MSN 20025 Trust	18-13771	—	—
Waypoint 2916 Business Trust	18-13773	—	—
Waypoint Asset Co 14 Limited	18-13776	(15)	—
Waypoint Asset Co 11 Limited	18-13777	—	(3,387,433)
Waypoint Asset Co 15 Limited	18-13780	(38,271)	—
Waypoint Asset Co Germany Limited	18-13782	—	—
Waypoint Leasing Services LLC	18-13785	—	—
<b>Total Debtor entities</b>		<b>(7,127,783)</b>	<b>27,166</b>
Total Non-Debtor entities		(32,682)	(27,166)
<b>TOTAL</b>		<b>(7,160,466)</b>	<b>(0)</b>

**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 9229 AS	7652
Waypoint Leasing (Luxembourg) S.à r.l.	7041	Waypoint Asset Co 3A Limited	6687
Waypoint Leasing (Ireland) Limited	6600	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 10 Limited	2503	Waypoint Asset Co 1K Limited	2087
Waypoint Asset Co 11 Limited	3073	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
Waypoint Asset Co 14 Limited	1585	Waypoint Asset Co 1A Limited	1208
Waypoint Asset Co 15 Limited	1776	Waypoint Leasing Labuan 1A Limited	2299
Waypoint Asset Co 3 Limited	3471	Waypoint Asset Co 1C Limited	0827
AE Helicopter (5) Limited	N/A	Waypoint Asset Co 1D Limited	7018
AE Helicopter (6) Limited	N/A	Waypoint Asset Co 1F Limited	6345
Waypoint Asset Malta Ltd	5348	Waypoint Asset Co 1G Limited	6494
Waypoint Leasing Labuan 3A Limited	8120	Waypoint Asset Co 1H Limited	7349
Waypoint Leasing UK 3A Limited	0702	Waypoint Asset Co 1J Limited	7729
Waypoint Asset Co 4 Limited	0301	Waypoint Asset Co 7 Limited	9689
Waypoint Asset Co 5 Limited	7128	Waypoint Asset Euro 7A Limited	2406
Waypoint Leasing Services LLC	8965	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Co 5B Limited	2242	Waypoint Asset Euro 1B Limited	3512
Waypoint Leasing UK 5A Limited	1970	Waypoint Asset Euro 1C Limited	1060
Waypoint Asset Co 6 Limited	8790	Waypoint Asset Co Germany Limited	5557
Waypoint Leasing UK 8A Limited	2906	Waypoint Asset Company Number 1 (Ireland) Limited	6861
Waypoint Leasing US 8A LLC	8080	Waypoint Asset Euro 1D Limited	1360



<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 Asset Co 1L Limited	2360	Waypoint Leasing UK 1B Limited	0592
Waypoint Asset Co 1M Limited	5855	Waypoint Leasing UK 1C Limited	0840
Waypoint Asset Co 1N Limited	3701	Waypoint Asset Company Number 2 (Ireland) Limited	7847
Waypoint Asset Euro 1G Limited	4786		