

**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 ASSUMPTION, ASSIGNMENT AND CURE AMOUNT WITH  
RESPECT TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES OF DEBTORS**

Pursuant to the order of the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), dated December 21, 2018 (ECF No. 159) (the “**Bidding Procedures Order**”), Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) are seeking to assume and assign certain of their executory contracts and unexpired leases in connection with the sale of substantially all of their assets (the “**Purchased Assets**”).

Macquarie Rotorcraft Leasing Holdings Limited (“**Macquarie**”) has already submitted a binding bid (the “**Macquarie Bid**”) for the Purchased Assets, as set forth in that certain *Stock and Asset Purchase Agreement*, dated as of December 7, 2018, (the “**Macquarie APA**”),<sup>2</sup> and the Debtors are seeking Bankruptcy Court approval of the Macquarie Bid (or such higher or better bids for the Debtors’ assets) pursuant to a motion, dated December 10, 2018 (ECF No. 64) (the “**Motion**”).<sup>3</sup>

**You are receiving this Notice because you may be a party to an executory contract or unexpired lease that may be assumed and assigned to Macquarie (collectively, the “Transferred Contracts”), or to such other bidder that submits a higher or better offer for the Purchased Assets.**

A schedule of the Transferred Contracts is attached hereto as **Schedule 1**. Pursuant to section 2.04 of the Macquarie APA, Macquarie may, until five (5) Business Days prior to the Closing Date, amend or revise **Schedule 1** to eliminate any Contract therefrom or add any Contract thereto. Contracts may be added or removed from **Schedule 1** by filing supplemental notices (each,

<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 attached to the Motion as **Exhibit A**.

<sup>2</sup> A copy of the Macquarie APA is available on the website of the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC ([www.kccllc.net/waypointleasing](http://www.kccllc.net/waypointleasing)).

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order or the Motion.



a “**Supplemental Notice**”) at any time until the Closing Date, and any previously filed schedule or schedules shall be deemed to be updated accordingly.

The Debtors have determined the current amounts owing (the “**Cure Costs**”) under each Transferred Contract and have listed the applicable Cure Costs on Schedule 1. The Cure Costs are the only amounts proposed to be paid upon the assumption and assignment of the Transferred Contracts. For the avoidance of doubt, Cure Costs will not be paid for any Contracts removed from Schedule 1 by the filing of a Supplemental Notice. The Debtors reserve the right to amend any of the Cure Costs listed on Schedule 1 by filing a Supplemental Notice and serving such notice on affected non-Debtor contract counterparties.

**To the extent that a non-Debtor party objects to the applicable Cure Cost, the non-Debtor party must file and serve an objection by January 16, 2019 at 5:00 p.m. (ET).**

**To the extent that a non-Debtor party objects to the assumption and assignment of such party’s Transferred Contract on the basis of failure to provide adequate assurance of future performance, the non-Debtor party must file and serve an objection by February 1, 2019 at 5:00 p.m. (ET).**

**All objections must be filed and served in accordance with the Bidding Procedures Order, copies of which are available for download at [www.kccllc.net/waypointleasing](http://www.kccllc.net/waypointleasing).**

**If no objection is timely received, (i) the non-Debtor party to a Transferred Contract shall be deemed to have consented to the assumption and assignment of the Transferred Contract and shall be forever barred from asserting any objection with regard to such assumption or assignment and (ii) the Cure Costs set forth on Schedule 1 attached hereto shall be controlling, notwithstanding anything to the contrary in any Transferred Contract, or any other document, and the non-Debtor party to a Transferred Contract shall be deemed to have consented to the Cure Costs and shall be forever barred from asserting any other claims related to such Transferred Contract against the Debtors or the transferee, or the property of any of them.**

If one or more Qualified Third Party Bids are received, other than the Macquarie Bid, an auction for the Debtors’ assets, including the Transferred Contracts, will be conducted on **January 8, 2019 at 10:00 a.m. (ET)** (the “**Auction**”). After the Auction, the Debtors will file a notice that identifies a Successful Third Party Bidder at the Auction.

The Debtors will seek to assume and assign the Transferred Contracts at one or more sale hearings before the Honorable Stuart M. Bernstein in the United States Bankruptcy Court for the Southern District of New York, 1 Bowling Green, New York, New York 10004 (the “**Sale Hearing**”) as determined by the Debtors and in accordance with the Bidding Procedures Order. Objections, if any, will be heard at the Sale Hearing or at a later hearing, as determined by the Debtors in accordance with the Bidding Procedures Order.

The inclusion of any contract or lease on Schedule 1 shall not constitute or be deemed a determination or admission by the Debtors that such contract or other document is, in fact, an

executory contract or unexpired lease within the meaning of the Bankruptcy Code (all rights with respect thereto being expressly reserved).

Notwithstanding the inclusion of any lease or contract on Schedule 1, Macquarie, any Successful Third Party Bidder, or any Successful Credit Bidder are not bound to accept assignment of any Transferred Contract, and may amend the schedule of Transferred Contracts to remove any contract or lease at any time prior to the consummation of the Sale Transaction by causing the Debtors to file a Supplemental Notice.

/s/ Kelly DiBlasi  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors and Debtors in Possession*

**Schedule 1**

**Transferred Contracts**

No.	Debtor	Lessee	Document Name	Cure Amount
1	Waypoint Asset Euro 1F Limited	DRF Stiftung Luftrettung Gemeinnutzige Ag	Lease Agreement	\$0.00
2	Waypoint Asset Euro 1F Limited	DRF Stiftung Luftrettung Gemeinnutzige Ag	Lease Agreement	\$0.00
3	Waypoint Asset Malta 1A Ltd	TAF Helicopters SL	Lease Agreement	\$0.00
4	Waypoint Asset Malta 1A Ltd	TAF Helicopters SL	Lease Agreement	\$0.00
5	Waypoint Leasing UK 9A Limited	TAF Helicopters SL	Lease Agreement	\$0.00
6	Waypoint Leasing UK 1A Limited	Mackay Helicopters Pty Ltd Acn 086 893 487	Lease Agreement	\$0.00
7	Waypoint Asset Co 1D Limited	Skyway(Tianjin) Leasing Co., Ltd.	Lease Agreement	\$0.00
8	Waypoint Leasing UK 1A Limited	Eliance Helicopter Global Services SL	Lease Agreement	\$0.00
9	Waypoint Leasing UK 1A Limited	Mackay Helicopters Pty Ltd Acn 086 893 487	Lease Agreement	\$0.00
10	Waypoint Leasing UK 1C Limited	Mackay Helicopters Pty Ltd Acn 086 893 487	Lease Agreement	\$0.00
11	Waypoint Asset Company Number 1 (Ireland) Limited	ADAC Luftfahrt Technik GmbH	Lease Agreement	\$0.00
12	MSN 2047 Trust	Lider International Aviation B.V.	Lease Agreement	\$0.00
13	MSN 2057 Trust	Lider International Aviation B.V.	Lease Agreement	\$0.00
14	Waypoint Leasing UK 5A Limited	Mackay Helicopters Pty Ltd Acn 086 893 487	Lease Agreement	\$0.00
15	Waypoint Asset Malta Ltd	FAASA Aviacion S.A.	Lease Agreement	\$0.00
16	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Galicia SL	Lease Agreement	\$0.00

17	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Galicia SL	Lease Agreement	\$0.00
18	MSN 4466 Trust	Puma Air SAC	Lease Agreement	\$0.00
19	MSN 4469 Trust	Air Greenland A/S	Lease Agreement	\$0.00
20	Waypoint Asset Co 3 Limited	Shenzhen Kings General Aviation Co Ltd	Lease Agreement	\$0.00
21	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Galicia SL	Lease Agreement	\$0.00
22	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Galicia SL	Lease Agreement	\$0.00
23	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Galicia SL	Lease Agreement	\$0.00
24	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Galicia SL	Lease Agreement	\$0.00
25	Waypoint Asset Co 12 Limited	NHV Danmark / Dancopter AS	Lease Agreement	\$0.00
26	Waypoint Asset Euro 1A Limited	Northern Helicopter GMBH	Lease Agreement	\$0.00
27	MSN 7152 Trust	Air Greenland A/S	Lease Agreement	\$0.00
28	MSN 7172 Trust	Air Greenland A/S	Lease Agreement	\$0.00
29	Waypoint Leasing UK 9A Limited	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
30	Waypoint Asset Euro 1E Limited	Scandinavian MediCopter AB	Lease Agreement	\$0.00
31	MSN 9205 Trust	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
32	MSN 9229 AS	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
33	MSN 14786 Trust	AgustaWestland Philadelphia Corporation	Lease Agreement	\$0.00
34	MSN 20012 Trust	Babcock Mission Critical Services Onshore Limited	Lease Agreement	\$0.00

35	MSN 20022 Trust	Babcock Mission Critical Services Onshore Limited	Lease Agreement	\$0.00
36	MSN 20025 Trust	Babcock Mission Critical Services Onshore Limited	Lease Agreement	\$0.00
37	Waypoint Leasing UK 9A Limited	TAF Helicopters SL	Lease Agreement	\$0.00
38	Waypoint Leasing Singapore 1 PTE Limited	Pacific Helicopters Limited	Lease Agreement	\$102,169.60
39	MSN 20052 Trust	Babcock Mission Critical Services Onshore Limited	Lease Agreement	\$0.00
40	Waypoint Asset Malta 1A Ltd	TAF Helicopters SL	Lease Agreement	\$0.00
41	Waypoint Asset Malta 1A Ltd	TAF Helicopters SL	Lease Agreement	\$0.00
42	Waypoint Leasing UK 9A Limited	TAF Helicopters SL	Lease Agreement	\$0.00
43	MSN 20093 Trust	Servicios Aereos de Los Andes SAC	Lease Agreement	\$0.00
44	Waypoint Leasing UK 9A Limited	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
45	Waypoint Leasing UK 9A Limited	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
46	Waypoint Asset Euro 1F Limited	Acher Aviation Helicopters (Pty) Ltd	Lease Agreement	\$0.00
47	MSN 20159 Trust	Ritzville LLC	Lease Agreement	\$0.00
48	Waypoint Asset Co 1G Limited	Ecocopter SA	Lease Agreement	\$0.00
49	Waypoint Asset Co 1L Limited	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
50	Waypoint Asset Co 1M Limited	Babcock Scandinavian Air Ambulance AB	Lease Agreement	\$0.00
51	Waypoint Asset Co 1M Limited	Babcock Scandinavian Air Ambulance AB	Lease Agreement	\$0.00
52	MSN 31042 Trust	Everett Aviation (Charter) Limited	Lease Agreement	\$0.00

53	MSN 31046 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
54	Waypoint Asset Co 1F Limited	Helicopteros Nacionales de Colombia S.A.S.	Lease Agreement	\$0.00
55	Waypoint Asset Co 3 Limited	Heliconia Industries Trade and Leasing Limited	Lease Agreement	\$0.00
56	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
57	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
58	Waypoint Leasing UK 8A Limited	CHC Helicopters (Barbados) SRL	Lease Agreement	\$85,241.00
59	Waypoint Asset Co 3 Limited	Heliconia Industries Trade and Leasing Limited	Lease Agreement	\$0.00
60	MSN 31295 Trust	Tropical Artic Logistics Ltd	Lease Agreement	\$0.00
61	MSN 31308 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
62	MSN 31312 Trust	Bristow US LLC	Lease Agreement	\$0.00
63	AE Helicopter (5) Limited	Heliworld Leasing Limited	Lease Agreement	\$0.00
64	AE Helicopter (6) Limited	Heliworld Leasing Limited	Lease Agreement	\$0.00
65	Waypoint Asset Co 12 Limited	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
66	Waypoint Asset Company Number 1 (Ireland) Limited	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
67	Waypoint Asset Company Number 1 (Ireland) Limited	CHC Leasing S.A.R.L	Lease Agreement	\$18,570.00
68	Waypoint Asset Company Number 1 (Ireland) Limited	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
69	Waypoint Asset Co 1C Limited	Heliconia Industries Trade and Leasing Limited	Lease Agreement	\$0.00
70	MSN 31431 Trust	CHC Helicopters (Barbados) SRL	Lease Agreement	\$165,100.00



71	Waypoint Asset Co 1H Limited	Heliworld Leasing Limited	Lease Agreement	\$0.00
72	Waypoint Leasing US 8A LLC	HNZ New Zealand Limited	Lease Agreement	\$0.00
73	MSN 31492 Trust	CHC Helicopters (Barbados) SRL	Lease Agreement	\$0.00
74	Waypoint Asset Co 3 Limited	CHC Leasing S.A.R.L	Lease Agreement	\$35,209.00
75	Waypoint Asset Co 12 Limited	Heliconia Industries Trade and Leasing Limited	Lease Agreement	\$0.00
76	Waypoint Asset Euro 1B Limited	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
77	MSN 31578 Trust	Titanhelicopters (Pty) Limited	Lease Agreement	\$0.00
78	Waypoint Asset Euro 1D Limited	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
79	Waypoint Asset Co 9 Limited	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
80	Waypoint Asset Company Number 1 (Ireland) Limited	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
81	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
82	Waypoint Asset Co 3 Limited	Caverton Helicopters Limited	Lease Agreement	\$0.00
83	MSN 36458 Trust	PT National Utility Helicopters	Lease Agreement	\$0.00
84	Waypoint Asset Malta Ltd	Babcock Mission Critical Services Espana SAU	Lease Agreement	\$0.00
85	MSN 41202 Trust	Bristow US LLC	Lease Agreement	\$0.00
86	Waypoint Asset Co 3 Limited	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
87	MSN 41272 Trust	Ornge Global Air Inc	Lease Agreement	\$0.00
88	MSN 41329 Trust	Bristow US LLC	Lease Agreement	\$0.00

89	Waypoint Asset Co 8 Limited	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
90	Waypoint Asset Co 8 Limited	Babcock Mission Critical Services Italia S.P.A	Lease Agreement	\$0.00
91	Waypoint Asset Co 3 Limited	Caverton Helicopters Limited	Lease Agreement	\$0.00
92	MSN 41371 Trust	AgustaWestland S.p.A.	Lease Agreement	\$0.00
93	MSN 41511 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
94	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
95	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
96	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
97	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
98	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
99	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
100	Waypoint 206 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
101	Waypoint 407 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
102	Waypoint 407 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
103	Waypoint 407 Trust	Rotorcraft Leasing Company, LLC	Lease Agreement	\$0.00
104	Waypoint Asset Euro 1B Limited	Babcock Mission Critical Services France	Lease Agreement	\$0.00
105	Waypoint Leasing UK 1B Limited	Emerald Pacific Airlines	Lease Agreement	\$0.00
106	Waypoint Leasing UK 1B Limited	Emerald Pacific Airlines	Lease Agreement	\$0.00

107	Waypoint Asset Co 5 Limited	Emerald Pacific Airlines	Lease Agreement	\$0.00
108	MSN 89007 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
109	Waypoint Asset Co 8 Limited	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
110	MSN 760538 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
111	MSN 760539 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
112	MSN 760541 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
113	MSN 760542 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
114	MSN 760543 Trust	Titanhelicopters (Pty) Limited	Lease Agreement	\$0.00
115	MSN 760551 Trust	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
116	MSN 760581 Trust	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
117	MSN 760608 Trust	Lider Taxi Aereo S/A - Air Brasil	Lease Agreement	\$0.00
118	Waypoint Asset Co 3 Limited	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00
119	MSN 760617 Trust	Lider Taxi Aereo S/A - Air Brasil	Lease Agreement	\$0.00
120	Waypoint Asset Co 8 Limited	Lider Taxi Aero S/A - Air Brasil	Lease Agreement	\$0.00
121	MSN 760628 Trust	Lider Taxi Aereo S/A - Air Brasil	Lease Agreement	\$0.00
122	MSN 760631 Trust	Lider Taxi Aereo S/A - Air Brasil	Lease Agreement	\$0.00
123	Waypoint Leasing Labuan 3A Limited	Sazma Aviation SDN BHD	Lease Agreement	\$0.00
124	MSN 760682 Trust	Capstone Aviation Pte Ltd.	Lease Agreement	\$0.00

125	MSN 760734 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
126	Waypoint Asset Co 8 Limited	Titanhelicopters (Pty) Limited	Lease Agreement	\$0.00
127	MSN 920024 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
128	Waypoint Asset Company Number 2 (Ireland) Limited	CHC Leasing S.A.R.L	Lease Agreement	\$150,000.00
129	Waypoint Asset Company Number 2 (Ireland) Limited	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
130	MSN 920062 Trust	Brilog Leasing Ltd	Lease Agreement	\$0.00
131	MSN 920063 Trust	Brilog Leasing Ltd	Lease Agreement	\$0.00
132	MSN 920113 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
133	Waypoint Asset Co 6 Limited	CHC Helicopters (Barbados) Limited	Lease Agreement	\$0.00
134	MSN 920119 Trust	OHI Finance II S.A.	Lease Agreement	\$0.00
135	MSN 920141 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
136	Waypoint Asset Company Number 1 (Ireland) Limited	CHC Leasing (Ireland) DAC	Lease Agreement	\$0.00
137	MSN 920152 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
138	MSN 920153 Trust	CHC Leasing S.A.R.L	Lease Agreement	\$0.00
139	MSN 920273 Trust	Babcock Mission Critical Services Offshore Limited	Lease Agreement	\$0.00
140	MSN 920280 Trust	Lider International Aviation B.V.	Lease Agreement	\$0.00
141	MSN 920281 Trust	Babcock Mission Critical Services Offshore Limited	Lease Agreement	\$0.00