

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Stanley Y. Martinez, depose and say:

1. I am employed by Kurtzman Carson Consultants LLC (“**KCC**”), the claims, noticing and administrative agent for the Debtors in the above-captioned cases. I submit this affidavit in connection with the service of solicitation materials (the “**Solicitation Packages**”) for the *Second Amended Modified Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [Docket No. 818] (the “**Plan**”). I am over the age of 18 and not a party to this action. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge.

2. On November 27, 2018, the Court entered the *Order Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and L. Bankr. R. 5075-1 Authorizing Retention and Employment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors* [Docket No. 24].

3. On January 8, 2019, the Court entered the *Order Pursuant to 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Debtors to Retain KCC as Administrative Agent Nunc Pro Tunc to Petition Date* [Docket No. 223].

4. Consistent with its retention as claims, noticing and administrative agent, KCC is charged with, among other things, the duty of printing and distributing Solicitation Packages to creditors and other interested parties pursuant to the instructions set forth in the *Motion of Debtors for Entry of an Order (I) Approving (A) Proposed Disclosure Statement, (B) Solicitation and Voting Procedures, and (C) Notice and Objection Procedures for Confirmation of Debtors' Plan, and (II) Granting Related Relief* [Docket No. 699] (the “**Disclosure Statement Motion**”) filed by the Debtors on April 8, 2019 and the *Order (I) Approving (A) Proposed Disclosure Statement, (B) Solicitation and Voting Procedures, (C) Notice and Objection Procedures for Confirmation of Debtor's Plan, and (II) Granting Related Relief* [Docket No. 816] (the “**Disclosure Statement Order**”), as entered by the Court on June 4, 2019.

¹ 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**.



5. The Solicitation Packages consist of the following documents:

- a. if applicable, a Flash Drive containing the *Disclosure Statement for Second Amended Modified Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [Docket No. 819] (the “**Disclosure Statement**”), the Plan, and the Disclosure Statement Order (excluding the exhibits thereto) (the “**USB Flash Drive**”);
- b. a printed copy of the appropriate Ballot(s) and voting instructions for the voting class in which the creditor is entitled to vote (with a pre-addressed, postage prepaid return envelope, if applicable) (the “**Return Envelope**”):
 - i. *Class 1C – WAC1 Secured Claims against the WAC1 Group Ballot* (the “**Class 1C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - ii. *Class 2C – WAC2 Secured Claims against the WAC2 Group Ballot* (the “**Class 2C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - iii. *Class 3C – WAC3 Secured Claims against the WAC3 Group Ballot* (the “**Class 3C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - iv. *Class 6C – WAC6 Secured Claims against the WAC6 Group Ballot* (the “**Class 6C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - v. *Class 7C – WAC7 Secured Claims against the WAC7 Group Ballot* (the “**Class 7C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - vi. *Class 8C – WAC8 Secured Claims against the WAC8 Group Ballot* (the “**Class 8C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - vii. *Class 10C – WAC10 Secured Claims against the WAC10 Group Ballot* (the “**Class 10C Ballot**”) (substantially in the form attached as Exhibit 2-A to the Disclosure Statement Order);
 - viii. *Class 4D – General Unsecured Claims against WAC4 Ballot* (the “**Class 4D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - ix. *Class 5(i)D – General Unsecured Claims against WAC5 Ballot* (the “**Class 5(i)D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);

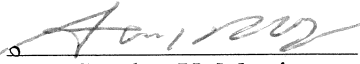
- x. *Class 5(ii)D – General Unsecured Claims against MSN 2047 Trust Ballot* (the “**Class 5(ii)D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xi. *Class 5(iii)D – General Unsecured Claims against MSN 2057 Trust Ballot* (the “**Class 5(iii)D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xii. *Class 5(iv)D – General Unsecured Claims against MSN 14786 Trust Ballot* (the “**Class 5(iv)D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xiii. *Class 5(v)D – General Unsecured Claims against WLUK5A Ballot* (the “**Class 5(v)D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xiv. *Class 10(i)D – General Unsecured Claims against WAC10 Ballot* (the “**Class 10(i)D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xv. *Class 16D – General Unsecured Claims against WLIL Ballot* (the “**Class 16D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xvi. *Class 17D – General Unsecured Claims against LuxCo Ballot* (the “**Class 17D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xvii. *Class 19D – General Unsecured Claims against Holdings Ballot* (the “**Class 19D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
 - xviii. *Class 20D – General Unsecured Claims against Services Ballot* (the “**Class 20D Ballot**”) (substantially in the form attached as Exhibit 2-B to the Disclosure Statement Order);
- c. the *Notice of (I) Approval of Disclosure Statement; (II) Establishment of Voting Record Date; (III) Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; and (IV) Procedures and Deadline for Voting on the Plan* [Docket No. 821] (the “**Confirmation Hearing Notice**”)

6. On June 26, 2019, at my direction and under my supervision, employees of KCC caused the Class 4D Ballot, Disclosure Statement, Plan, Disclosure Statement Order (excluding the exhibits thereto), and Confirmation Hearing Notice to be served via Electronic Mail on the service list attached hereto as **Exhibit B**.

7. On June 26, 2019, at my direction and under my supervision, employees of KCC caused the Class 5(i)D Ballot, Disclosure Statement, Plan, Disclosure Statement Order (excluding the exhibits thereto), and Confirmation Hearing Notice to be served via Electronic Mail on the service list attached hereto as **Exhibit C**.

8. On June 27, 2019, at my direction and under my supervision, employees of KCC caused the Class 4D, 5(i)D, 5(ii)D, 5(iii)D, 5(iv)D, and 5(v)D Ballots, Disclosure Statement, Plan, Disclosure Statement Order (excluding the exhibits thereto), and Confirmation Hearing Notice to be served via Electronic Mail on the WAC Agent and/or WAC Counsel for WAC7 Group, for distribution upon the WAC7 Lenders.

Dated: June 28, 2019


Stanley Y. Martinez

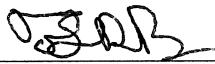
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 28th day of June, 2019, by Stanley Y. Martinez, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: _____



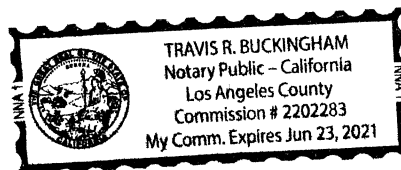


Exhibit A

Exhibit A
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 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	Waypoint 2916 Business 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	Waypoint Asset Co 1K Limited	2087
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

Exhibit A
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Debtors

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
Waypoint Leasing Services LLC	8965	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

Exhibit A
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 Debtors

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	Waypoint Asset Funding 2 LLC	7783

Exhibit B

~~Exhibit B~~
Exhibit 12

Class 4D – General Unsecured Claims against WAC4

Served via Electronic Mail

COMPANY	CONTACT	EMAIL
AgustaWestland S.p.A.	James Drew	Jdrew@curtis.com

Exhibit C

Exhibit 12

Class 5(i)D – General Unsecured Claims against WAC5

Served via Electronic Mail

COMPANY	CONTACT	EMAIL
Lider International Aviation B.V.	Vivianne Vermeulen, Margherita Coelho Toledo, Laura Antonini, and Ronaldo Ribeiro Silva	vivianne.vermeulen@intertrustgroup.com; margherita.toledo@lideraviacao.com.br; laura.antonini@lideraviacao.com.br; NL1-Lider@intertrustgroup.com; ronaldo.ribeiro@lideraviacao.com.br