

**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 :
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ORDER PURSUANT TO 11 U.S.C. § 502(b)(9) AND FED. R. BANKR. P. 3003(c)(3) ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM AND PROCEDURES RELATING THERETO AND APPROVING FORM AND MANNER OF NOTICE THEREOF

Upon the application, dated March 5, 2019 (the “**Application**”),² of 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**”), pursuant to section 502(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for an order (a) establishing (i) **May 17, 2019 at 5:00 p.m. (Eastern Time)** as the deadline for any person (as defined in section 101(41) of 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), including, for the avoidance of doubt, secured claims, priority claims, and claims under section 503(b)(9) of the Bankruptcy Code, against the Debtors (such deadline, the “**General Bar Date**”); and (ii) **May 24, 2019 at 5:00 p.m. (Eastern Time)** as the deadline

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 to the Application as **Exhibit A**.

² Capitalized terms used but not otherwise herein defined shall have the respective meanings ascribed to such terms in the Application.



for Governmental Units to file a Proof of Claim in respect of any prepetition claim against the Debtors (such deadline, the “**Governmental Bar Date**” and together with the General Bar Date, the “**Bar Dates**”); and (b) approving (i) the Claim Form; and (ii) the Procedures, all as more fully described in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M–431, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Application having been provided in accordance with the *Final Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures*, entered on December 12, 2018 [ECF No. 155], such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, the Debtors’ estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Application is granted as provided herein.
2. The following Procedures for filing Proofs of Claim are approved:
 - (a) Unless otherwise provided herein, the General Bar Date shall be **May 17, 2019 at 5:00 p.m. (Eastern Time)**.
 - (b) Unless otherwise provided herein, the Governmental Bar Date shall be **May 24, 2019 at 5:00 p.m. (Eastern Time)**.

- (c) Proofs of Claim must: (i) be written in the English language; (ii) be denominated in the lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) conform substantially to the Claim Form or the Official Bankruptcy Form 410 (the “**Official Form**”);³ (iv) specify the name and case number of the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim unless voluminous, in which case a summary or an explanation as to why such documentation is unavailable must be attached; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (d) If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim against each Debtor, except as provided for in subsection (h)(x) below.
- (e) A Proof of Claim is deemed timely filed only if it is actually received by the Debtors’ Court-approved claims agent, Kurtzman Carson Consultants LLC (“**KCC**”), or by the Court, by the applicable Bar Date as follows:
- (i) Electronically, using the interface and forms available at <http://www.kccllc.net/waypointleasing>
- (ii) By overnight courier or first class mail to:
- Waypoint Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, California 90245
T: (888) 733-1446
- (iii) By hand delivery to:
- United States Bankruptcy Court
for the Southern District of New York
One Bowling Green
Room 614
New York, New York 10004-1408

Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission will not be accepted.

³ The Official Form can be found at www.uscourts.gov/forms/bankruptcy-forms on the official website for the United States Courts. The Claim Form can be found at <http://www.kccllc.net/documents/pocs/4-2016%20form%20410%20kcc%20default.pdf> on the website established by the Debtors for these Chapter 11 Cases.

- (f) Any person (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, or Governmental Units) that asserts a claim arising from the rejection of an executory contract or an unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date and (ii) the date that is thirty (30) days after the entry of an order by the Court approving such rejection, or be forever barred from so filing. 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 unless an exception identified in subsection (h) below applies.
- (g) If the Debtors amend or supplement their Schedules after the Debtors' counsel notice the Bar Dates, to be mailed under the terms of this Order, then the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (i) the applicable Bar Date and (ii) thirty (30) days from the date of such notice to file a Proof of Claim, or be forever barred from so filing.
- (h) The following persons (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, or Governmental Units) are not required to file a Proof of Claim on or before the applicable Bar Date, solely with respect to the claims described below:
 - (i) any 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) such person does not dispute the amount, nature, or priority of the claim as set forth in the Schedules, and (z) such person does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
 - (ii) any person whose claim has been paid in full;
 - (iii) any 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;

- (iv) any 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);
- (v) any person that holds a claim that heretofore has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (vi) any holder of a claim for which a separate deadline has been fixed by this Court;
- (vii) any Debtor having a claim against another Debtor in these Chapter 11 Cases;
- (viii) any entity that, as of the applicable Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor;
- (ix) any person that already has filed a Proof of Claim against the appropriate Debtor in these Chapter 11 Cases in a form that is substantially similar to the Official Form;
- (x) 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
- (xi) 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.

3. Nothing in this Order shall modify 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] (the “**Final DIP Order**”).

4. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim who fails to timely file a Proof of Claim as provided herein shall (a) be forever barred, estopped, and enjoined from asserting such claims against the Debtors, their property, or their estates (or from submitting a Proof of Claim with respect thereto) and (b) not be treated as a creditor with respect to such claim for the purposes of voting and distribution with respect to any chapter 11 plan or plans of reorganization that may be filed in these Chapter 11 Cases.

5. The (a) proposed notice of the Bar Dates, substantially in the form annexed hereto as **Annex I** (the “**Bar Date Notice**”) and (b) the proposed form for Proofs of Claim (the “**Claim Form**”), substantially in the form annexed hereto as **Annex II**, are approved.

6. The following procedures are approved with respect to notice of the Bar Dates:

- (a) Within **seven (7) business days** after the Debtors file their Schedules with the Court, the Debtors shall cause to be mailed (i) the Claim Form and (ii) a Bar Date Notice to the following parties:
 - (i) the United States Trustee;

- (ii) the attorneys for the Steering Committee for the WAC Lenders;
 - (iii) all known holders of claims listed on the Schedules at the addresses stated therein or as updated pursuant to a request by such creditor or by returned mail from the post office with a forwarding address;
 - (iv) all parties actually known to the Debtors as having potential claims against any of the Debtors which, for the avoidance of doubt, excludes any person or entity 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;
 - (v) all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein or as updated pursuant to a request by such counterparty or by returned mail from the post office with a forwarding address;
 - (vi) the attorneys of record for all parties to pending litigation against any of the Debtors (as of the date of the entry of this Order);
 - (vii) the Internal Revenue Service, the Securities Exchange Commission, the United States Attorney's Office for the Southern District of New York, and all applicable Governmental Units;
 - (viii) all persons or entities that have filed claims (as of the date of the entry of this Order);
 - (ix) all parties that have sent correspondence to the Court and that are listed on the Court's electronic docket (as of the date of the entry of this Order);
 - (x) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of the entry of this Order); and
 - (xi) such additional persons and entities as deemed appropriate by the Debtors.
- (b) With regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more Claim Forms indicating on such

forms how the Debtors have scheduled such creditors' claims in the Schedules (including the identity of the applicable Debtor, the amounts of such claims, and whether such claims have been scheduled as contingent, unliquidated, or disputed).

- (c) The relevant indenture trustee, administrative agent, registrar, paying agent, loan or collateral agent, or any other entity serving in a similar capacity, however designated, for any of the Debt Securities issued by any of the Debtors (each, a "**Debt Agent**"), other than the Participating WAC Agents and the Non-Participating WAC Agents (as defined in the Final DIP Order), shall provide to KCC a list of the names and addresses of the record holders of each respective Debt Security for which it serves as Debt Agent within three (3) business days after service of this Order on the Debt Agent.
- (d) The Debtors shall post the Claim Form and the Bar Date Notice on the website established by KCC for these Chapter 11 Cases: <http://www.kccllc.net/waypointleasing/>.

7. The Debtors shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in each of the editions of the *Financial Times*, the *New York Times*, and *Aviation Week & Space Technology*, subject to applicable publication deadlines, at least thirty (30) days before the General Bar Date, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates and the Procedures for filing Proofs of Claim in these Chapter 11 Cases.

8. The Debtors may in their sole discretion, but shall not be required to, publish the Bar Date Notice in additional newspapers, trade journals, or similar publications.

9. The Debtors and KCC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

10. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all of the Debtors' creditors of their rights and obligations in connection with any potential claims that they may have against the Debtors in these Chapter 11 Cases.

11. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert any setoffs or defenses to any claim that may be filed in these Chapter 11 Cases, reflected in the Schedules, or otherwise.

12. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the deadline by which holders of claims not subject to the Bar Dates established herein must file Proofs of Claim against the Debtors or be forever barred from so filing.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: **March 26th, 2019**
New York, New York

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE