



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD: OF 2023 ()^(DDJ)

**IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF WAYPOINT LEASING HOLDINGS LTD.**

WINDING UP PETITION

To the Grand Court

The humble petition of Waypoint Leasing US 8A LLC. (the "**Petitioner**") of Centerville Road, Suite 400, Wilmington, DE 19808, United States of America, United States shows that:-

The Company

1. Waypoint Leasing Holdings Ltd. (the "**Company**") is a Cayman Islands exempted company with limited liability incorporated on 25 March 2013 with company number 276433.
2. The registered office of the Company is at Maples Corporate Services Limited, PO Box 309, George Town, Grand Cayman, Cayman Islands.
3. The objects for which the Company was established are unrestricted.

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/679825.10/73901655

4. The share capital of the Company is US\$50,000 divided into 5,000,000 ordinary shares of par value of US\$0.01 each.
5. The business of the Company, which was the ultimate parent company of a group of subsidiaries (together, the "**Group**"), which together was to lease helicopters to third party operators in the oil and gas, emergency medical, search and rescue, and utilities industries. The group was formerly the largest independent helicopter leasing group in the world.

The Group's financial difficulties

6. There were three primary factors that resulted in the Group's financial difficulties commencing from around 2014: (a) the downturn in the global oil and gas industry; (b) the insolvency of its largest customer, CHC Group; and (c) the grounding of a number of helicopters in the Group's fleet by the European Union Aviation Safety Agency (the "**EASA**").

Downturn in the oil and gas industry

7. Following the downturn in the oil and gas industry in 2014, there was a significant decline in offshore oil exploration and many of the Group's customers in that industry introduced cost reduction measures.
8. As part of these cost reduction measures, a number of the Group's customers that operated in the oil and gas industry either sought to renegotiate (on terms less favourable to the Group) or cancel their helicopter lease agreements with entities within the Group. The Group began to experience significant financial pressure as a result of these adverse market conditions.

Insolvency of the Group's largest customer

9. In May 2016, the Group's largest customer, CHC Group, which had historically accounted for approximately 53% of the Group's annual operating revenue, filed for Chapter 11 in the United States.

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/8/679825.10/73901655)

10. As part of the Chapter 11 plan with respect to the CHC Group, the leases that it held with companies within the Group were either: (a) rejected; or (b) renegotiated on terms less favourable to the Group.

Grounding of helicopters

11. Companies within the Group owned a number of Airbus H225 helicopters (the "**H225s**") that it leased to the Group's customers.
12. In December 2016, as a result of two crashes that occurred in the preceding years involving these helicopters, the EASA grounded the H225s. In light of these safety risks, the Group could not lease out the H225s to generate revenue.
13. Having regard to the above challenges and the Group's precarious financial position that persisted at the time, the Group sought (and agreed) forbearance arrangements with its secured creditors with a view to facilitating the orderly sale of some or all of its assets. This sale process began on 6 August 2018.

The Chapter 11 Process

14. On 25 November 2018, the Group commenced proceedings under Chapter 11 of the United States Bankruptcy Code in the United States (the "**Chapter 11 Process**").
15. The sale process with respect to the Group's assets took place between 6 August 2018 and 13 March 2019, at which time the Group closed a sale to Macquarie Rotorcraft Leasing Holdings Limited ("**Macquarie**") for substantially all of the assets of the Group, which included principally:
 - 15.1. 120 aircraft;
 - 15.2. all outstanding leases with respect to the aircraft sold;
 - 15.3. various real estate leases; and
 - 15.4. the Group's intellectual property.

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/8/679825.10/73901655)

16. The remaining assets of the Group (i.e., those that were not sold to Macquarie) were sold to various secured creditors by way of credit bidding in the Chapter 11 Process.
17. Following the abovementioned sales processes, in order for the Group to emerge from the Chapter 11 Process, a liquidation plan was proposed to the US Bankruptcy Court (the "**US Court**"), the key hallmarks of which are as follows:
 - 17.1. That William Transier be appointed as the Group's Plan Administrator (the "**Plan Administrator**").
 - 17.2. Secured creditors would receive distributions with respect to their claims in accordance with the Chapter 11 Plan contingent on the classification and priority of such claims and the available cash for distributions.
 - 17.3. Secured creditors that did not vote with respect to the Chapter 11 Plan would not be deemed to have released their claims (that is, they were not "Releasing Parties" within the definition ascribed in the Chapter 11 Plan).
 - 17.4. The companies within the Group would be wound down, with funds from the above-mentioned sales in the amount of US\$37 million set-aside to finance this process.
 - 17.5. The Chapter 11 Plan was approved by the US Court on 31 July 2019, having an effective date of 9 August 2019 ("**Effective Date**").
18. Since the Effective Date, work has been progressing under the supervision of the Plan Administrator to wind up the affairs of the Group, including the dissolution of various companies in the Group in numerous jurisdictions. The Petition is presented in furtherance of the Chapter 11 Plan, and is one of the final steps in the winding down of the affairs of the Group.

The Company's financial position

19. As at the date of this Petition, the Company's financial position is as follows:
 - 19.1. Assets, being cash in the amount of approximately US\$466,482.

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/8/679825.10/73901655)

4

- 19.2. Liabilities, being: (a) an intercompany loan liability in the amount of US\$34,013.39; and (b) contingent liabilities in the form of guarantee liabilities in the amount of US\$51,163,265.45.
20. The guarantee liabilities arise from cross-guarantees entered into between the Company and a number of lenders to the Company's subsidiaries to guarantee the subsidiaries' borrowing obligations (the "**Cross-Guarantees**").
21. As outlined above at paragraph 17.3, pursuant to the terms of the Chapter 11 Plan, the claims of those creditors that did not vote with respect to the Chapter 11 Plan were not released. The result of this is that the Company is still subject to unsecured contingent creditor claims pursuant to the Cross-Guarantees in the amount of approximately US\$51 million.

The Petitioner

22. Pursuant to the Chapter 11 Plan, the "Winddown Account" (as defined in the Chapter 11 Plan) was created to fund the winding down of the companies within the Group.
23. Clause 5.14 of the Chapter 11 Plan and Paragraph F of the Confirmation Order of the US Court dated 31 July 2019 (the "**Confirmation Order**") provide (amongst other things) that:
- 23.1. The Petitioner create the Winddown Account, which was funded pursuant to orders of the US Court dated: (a) 9 January 2019 (the "**Final DIP Order**"); and (b) 13 March 2019 (the "**Sale Order**").
- 23.2. The funds contributed to the Winddown Account by the companies within the Group (from the asset sales outlined above at paragraphs 15 and 16) were to remain the property of the respective companies that contributed to the Winddown Account (although those funds were held by, and distributed by, the Petitioner at the direction of the Plan Administrator).

- 23.3. The Plan Administrator was authorised to use the funds in the Winddown Account to direct and control the wind-down, liquidation, sale and/or abandoning of the remaining assets of the Debtors (as defined in the Chapter 11 Plan, of which the Company is one).
24. The Company did not contribute to the Winddown Account.
25. As at the date of this affidavit, the Petitioner is a creditor of the Company in the amount of US\$34,013.39. This creditor balance is a result of advances made by the Petitioner to the Company to pay for expenses incurred by the Company arising out of, and in connection with, its wind-down and eventual liquidation.

Grounds for Petition

26. The Petitioner seeks the making of a winding up order against the Company on the ground set out in section 92(d) of the Companies Act (2023 revision) (the "**Companies Act**") that the Company is unable to pay its debts or, alternatively, pursuant to section 92(e) of the Companies Act on the ground that it is just and equitable for the Company to be wound up.

Nomination of Joint Official Liquidators

27. The Petitioner nominates Eleanor Fisher and Tammy Fu of EY Cayman Ltd., 62 Forum Lane, Camana Bay, PO Box 510, Grand Cayman, KY1-1106, Cayman Islands be appointed as joint official liquidators of the Company.

YOUR PETITIONER THEREFORE HUMBL Y PRAYS THAT:

1. The Company be wound up by the Court pursuant to section 92(d), or alternatively pursuant to section 92(e), of the Companies Act.
2. Eleanor Fisher and Tammy Fu of EY Cayman Ltd., 62 Forum Lane, Camana Bay, PO Box 510, Grand Cayman, KY1-1106, Cayman Islands be appointed as joint official liquidators of the Company (the "**Joint Official Liquidators**").

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/8/679825.10/73901655)

3. The Joint Official Liquidators shall not be required to give security for their appointment.
4. The Joint Official Liquidators are hereby authorised to take any such action as may be necessary or desirable to obtain recognition of the Joint Official Liquidators and/or their appointment in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.
5. The Joint Official Liquidators have the power to act jointly and severally in their capacity as liquidators of the Company.
6. The Joint Official Liquidators shall have the power to engage staff (whether or not as employees of the company) to assist that person in the performance of that person's functions.
7. The Joint Official Liquidators be at liberty to appoint attorneys, counsel and professional advisors, whether in the Cayman Islands or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties in accordance with the Companies Winding Up Rules (2023 Consolidation), O. 25.
8. The Joint Official Liquidators be at liberty to apply generally.
9. No disposition of the Company's property by or with the authority of the Joint Official Liquidators in carrying out their duties and functions and exercise of their power under this Order shall be voided by virtue of section 99 of the Companies Act.
10. The costs of the Petitioner arising out of and incidental to the Petition be paid out of the assets of the Company as an expense of the liquidation, such costs to be taxed if not agreed with the Joint Official Liquidators.

11. Such further or other relief be granted as the Court deems appropriate.

AND your Petitioner will ever pray etc.

DATED this 28th day of July 2023

Maples and Calder (Cayman) LLP

Maples and Calder (Cayman) LLP
Attorneys-at-Law for the Petitioner

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/8/679825.10/73901655)

NOTE: This petition is intended to be served on Waypoint Leasing Holdings Ltd. at its registered office at Maples Corporate Services Limited, PO Box 309, George Town, Grand Cayman, Cayman Islands.

This Petition was presented on behalf of Waypoint Leasing US 8A LLC. its attorneys-at-law, Maples and Calder (Cayman) LLP, whose address for service is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman on 7th September 2023 at 10:00 am/pm.

Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/8/679825.10/73901655)

9