

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Gary T. Holtzer
Robert J. Lemons
Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
WAYPOINT LEASING	:	Case No. 18-13648 (SMB)
HOLDINGS LTD., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
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**NOTICE OF SECOND SUPPLEMENTAL APPLICATION TO EMPLOY
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

PLEASE TAKE NOTICE that on November 25, 2018, Waypoint Leasing Holdings Ltd. and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

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**.



PLEASE TAKE FURTHER NOTICE that:

1. On December 23, 2018, the Debtors filed the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 327, 328 and 330 for Authority to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Petition Date* (ECF No. 165, the “**OCP Motion**”)² to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (such professionals, “**Ordinary Course Professionals**”).

2. On January 8, 2019, the Court entered an order (ECF No. 227, the “**OCP Order**”) granting the OCP Motion and authorizing the Debtors to employ the professionals listed on Exhibit 1 to the OCP Order (the “**Original OCP List**”).

3. In accordance with the OCP Order, the Debtors hereby file this supplemental application (the “**Application**”) to employ the additional Ordinary Course Professionals listed below that were not included on the Original OCP List (the “**Supplemental OCPs**”) *nunc pro tunc* to each Supplemental OCP’s date of retention:

Name	Address	Service
Benn-Ibler Rechtsanwälte GmbH	Tuchlauben 8, 1010 Vienna, Austria	Legal services for general Austrian law matters
Mandla & Sehmi Advocates LLP	Queensway House, 5th Floor, Kaunda Street, P.O. Box 4862-00100, Nairobi, Kenya	Legal services for general Kenyan law matters

4. In accordance with the OCP Order, the Debtors hereby file and submit the OCP Affidavits and Retention Questionnaires of the Supplemental OCPs, attached hereto as **Exhibit B**.

² Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the OCP Motion.

5. In accordance with the OCP Order, the Debtors will serve the OCP Affidavit and Retention Questionnaire on the U.S. Trustee.

6. Pursuant to the OCP Order, Reviewing Parties have seven (7) days after the date hereof (the “**Objection Deadline**”) to file with the Court and serve on the Objection Recipients a written objection stating, with specificity, the legal and/or factual bases for such objection. If no objection to the retention of a Supplemental OCP is filed with the Court and served on the Objection Recipients before the Objection Deadline, the Debtors may submit a proposed order and certificate of no objection to the Court. If an objection cannot be resolved within fourteen (14) days after the Objection Deadline, the matter will be scheduled for the next available hearing.

Dated: May 14, 2019
New York, New York

/s/ Robert J. Lemons
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Gary T. Holtzer
Robert J. Lemons
Kelly DiBlasi

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

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

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
MSN 760631 Trust	N/A	MSN 20159 Trust	N/A
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

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
MSN 920119 Trust	N/A	MSN 920113 Trust	N/A
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

OCP Affidavits and Retention Questionnaires

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., <i>et al.</i> ,	: (Jointly Administered)
Debtors. ¹	:
-----X	

AFFIDAVIT AND DISCLOSURE STATEMENT OF Dr, Martin Geiger,
ON BEHALF OF Benn-Ibler Rechtsanwälte GmbH

[STATE/COUNTRY] OF Austria)
) s.s.:
[COUNTY/PROVINCE] OF N/A)

Dr. Martin Geiger, being duly sworn, upon his oath, deposes and says as follows:

1. I am a Partner of Benn-Ibler Rechtsanwälte GmbH located at Tuchlauben 8, 1010 Vienna, AUSTRIA (the “**Firm**”).
2. 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, have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).
3. The Services include, but are not limited to, the following: legal advice regarding the aircraft OE-XAI.
4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are set forth on Exhibit A to the Motion.

in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$ 0 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on 25 April 2019, at Vienna

SWORN TO AND SUBSCRIBED before
Me this ____ day of _____, 2019

Notary Public


Dr. Martin Geiger

P 131360

Tel: +43 1 531 55-0

Fax: +43 1 531 55-555

Tuchlauben 8, A-1010 Wien

BENN-IBLER

Rechtsanwälte GmbH

as Partner for:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
WAYPOINT LEASING	:
HOLDINGS LTD., <i>et al.</i> ,	:
	:
Debtors. ²	:
-----X	

Chapter 11
Case No. 18-13648 (SMB)
(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by 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.

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Benn-Ibler Rechtsanwälte GmbH, Tuchlauben 8, 1010 Vienna, AUSTRIA

2. Date of retention: 28 January 2019

3. Type of services to be provided:

Legal Services

4. Brief description of services to be provided:

legal advice regarding the aircraft OE-XAI

5. Arrangements for compensation (hourly, contingent, etc.):

² The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are set forth on Exhibit A to the Motion.

Hourly rates

(a) Average hourly rate (if applicable): EUR 385.00

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A

Status: N/A

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A

9. Name and title of individual completing this form:

Dr. Martin Geiger, Partner

for:

BENN-IBLER

Dated: 25 April 2019

Rechtsanwälte GmbH

P 131360

Tel: +43 1 531 55-0

Fax: +43 1 531 55-555

Tuchlauben 8, A-1010 Wien

manufacturer serial number 31042, drafting the requisite forms and letters in order to effect the registration at KCAA and attending to stamping and filing matters in Kenya.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

5. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

6. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$5,850 in respect of prepetition services rendered to the Debtors.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on 16th April 2019, at NAIROBI, KENYA.



Affiant Name
SAAHIL KIRAN PATEL

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., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by 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.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

MANDLA & SEHMI ADVOCATES LLP

QUEENSWAY HOUSE, 5TH FLOOR,

KAUNDA STREET,

P.O. BOX 48642-00100,

NAIROBI

2. Date of retention: 8TH FEBRUARY, 2019

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are set forth on Exhibit A to the Motion.

3. Type of services to be provided:

LEGAL

4. Brief description of services to be provided:

Review of assignment documentation and providing legal advice with respect to local requirements to effect the change of ownership in the Agusta (AW139) aircraft known as 5Y-EXX bearing manufacturer serial number 31042, drafting the requisite forms and letters in order to effect the registration at KCAA and attending to stamping and filing matters in Kenya

5. Arrangements for compensation (hourly, contingent, etc.):

FIXED FEE \$ 5,850

(a) Average hourly rate (if applicable): N/A

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ 5,850

Date claim arose: 8TH FEBRUARY, 2019

Nature of claim: PAYMENT FOR LEGAL SERVICES RENDERED IN KENYA

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company: N/A

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A _____

9. Name and title of individual completing this form:

SAAHIL KIRAN PATEL PARTNER MANDLA & SEHMI ADVOCATES LLP



Dated: 16th April 2019