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and Debtors in Possession*

**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. <sup>1</sup>	:	
-----X	:	

**SUMMARY SHEET TO FIRST APPLICATION OF  
WEIL, GOTSHAL & MANGES LLP, AS ATTORNEYS FOR  
THE DEBTORS, FOR INTERIM ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
NOVEMBER 25, 2018 THROUGH AND INCLUDING MARCH 31, 2019**

<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 annexed hereto as **Exhibit A**.



**SUMMARY COVER SHEET FOR FEE APPLICATION**

Total compensation sought this period	\$12,257,909.00 <sup>2</sup>
Total expenses sought this period	\$437,320.64 <sup>3</sup>
Petition date	November 25, 2018
Retention date	November 25, 2018
Date of order approving employment	January 9, 2019
Total compensation approved by interim order to date	\$0.00
Total expenses approved by interim order to date	\$0.00
Total allowed compensation paid to date	\$0.00
Total allowed expenses paid to date	\$0.00
Blended rate in this application for all attorneys	\$896.64
Blended rate in this application for all timekeepers	\$862.39
Compensation sought and already paid pursuant to an interim compensation order but not yet allowed	\$8,433,802.00
Expenses sought and already paid pursuant to an interim compensation order but not yet allowed	\$397,135.28
Number of professionals included in this application	119
If applicable, difference between fees budgeted and compensation sought for this period	Fees were less than budgeted amount by \$617,091.00
Number of professionals billing fewer than 15 hours to the case during this period	60
Are any rates higher than those approved or disclosed at retention?	No

<sup>2</sup> In connection with its monthly fee statements, Weil reduced its compensation voluntarily for the Compensation Period by \$612,129.50.

<sup>3</sup> In connection with its monthly fee statements, Weil reduced its expenses voluntarily for the Compensation Period by \$12,769.99.

**PRIOR MONTHLY FEE STATEMENTS**

Date Filed [ECF No.]	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees	Expenses	Fees
January 30, 2019 [ECF No. 301]	November 25, 2018 – December 31, 2018	\$4,410,001.50	\$322,489.51	\$3,528,001.20	\$322,489.51	\$3,528,001.20	\$322,489.51	\$882,000.30
March 1, 2019 [ECF No. 484]	January 1, 2019 – January 31, 2019	\$3,623,721.00	\$49,652.11	\$2,898,976.80	\$49,652.11	\$2,898,976.80	\$49,652.11	\$724,744.20
March 29, 2019 [ECF No. 565]	February 1, 2019 – February 28, 2019	\$2,508,530.00	\$24,993.66	\$2,006,824.00	\$24,993.66	\$2,006,824.00	\$24,993.66	\$501,706.00
April 30, 2019 [ECF No. 735]	March 1, 2019 – March 31, 2019	\$1,715,656.50	\$40,185.36	\$1,372,525.20	\$40,185.36	\$0.00	\$0.00	\$343,131.20
<b>Total for First Interim Fee Application</b>	<b>November 25, 2018 – March 31, 2019</b>	<b>\$12,257,909.00</b>	<b>\$437,320.64</b>	<b>\$9,806,327.20</b>	<b>\$437,320.64</b>	<b>\$8,433,802.00</b>	<b>\$397,135.28</b>	<b>\$2,451,581.70</b>

Objections to Monthly Fee Statements: None.

Compensation Sought In This Application Not Yet Paid: \$3,824,107.00.

### **COMPENSATION BY PROFESSIONAL**

The attorneys who rendered professional services in these Chapter 11 Cases during the Compensation Period are:

NAME	POSITION	DEPARTMENT <sup>1</sup>	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Soto, Edward	Partner	LIT	1978 (FL)	\$1,600.00	242.50	\$321,312.50
Chatzinoff, Howard	Partner	CORP	1978	\$1,325.00	11.50	\$18,400.00
Blanchard, Kimberly S.	Partner	TAX	1982	\$1,525.00	113.70	\$173,392.50
Goldring, Stuart J.	Partner	TAX	1984	\$1,600.00	108.40	\$173,440.00
Wessel, Paul J.	Partner	TAX	1988	\$1,600.00	20.70	\$33,120.00
Pappas, Nicholas	Partner	LIT	1989	\$1,225.00	2.20	\$2,695.00
Fishley, Barrington	Partner	CORP	1990 (UK)	\$1,385.00	4.50	\$6,232.50
Holtzer, Gary T.	Partner	BFR	1991	\$1,600.00	238.10	\$377,680.00
Carangelo, Robert F.	Partner	LIT	1992	\$1,225.00	2.60	\$3,185.00
Kronman, Ariel	Partner	CORP	1994	\$1,350.00	4.40	\$5,280.00
Ong, Henry	Partner	CORP	1994 (Ireland)	\$1,200.00	4.80	\$6,480.00
Posner, Ted	Partner	LIT	1996	\$1,100.00	2.50	\$2,750.00
Mastando III, John P.	Partner	LIT	1997	\$1,200.00	245.80	\$292,500.00
Marcus, Courtney S.	Partner	CORP	1998 (TX)	\$1,300.00	48.30	\$62,790.00
Downie, Sarah	Partner	TAX	2000	\$1,275.00	1.30	\$1,657.50
Beuzit, Fabienne	Partner	BFR	2000 (France)	\$1,015.00	1.20	\$1,218.00
Lemons, Robert J.	Partner	BFR	2001	\$1,400.00	552.90	\$774,060.00
Lawford, Mark	Partner	BFR	2003 (UK)	\$1,385.00	6.00	\$8,310.00
Sandhu, Charan J.	Partner	CORP	2003	\$1,350.00	41.60	\$56,160.00
Westerman, Gavin	Partner	CORP	2004	\$1,200.00	250.30	\$300,360.00
Kempf, Ludger J.	Partner	TAX	2004 (Germany)	\$695.00	2.80	\$1,946.00
DiBlasi, Kelly	Partner	BFR	2005	\$1,200.00	878.20	\$1,050,060.00
Abrar, Kamyar	Partner	CORP	2010 (Germany)	\$755.00	64.80	\$49,006.00
Meyrowitz, Melissa	Counsel	CORP	1999	\$1,050.00	1.50	\$1,575.00
Gwilliams, Ivor	Counsel	LIT	2000 (UK)	\$1,215.00	2.80	\$3,402.00
Goslin, Thomas D.	Counsel	CORP	2003 (PA)	\$1,050.00	2.20	\$2,310.00
Brusser, Vadim M.	Counsel	LIT	2004	\$1,050.00	29.60	\$31,080.00
Meade, Kevin F.	Counsel	LIT	2005	\$1,050.00	65.40	\$68,670.00
Goren, Matthew	Counsel	BFR	2007	\$1,075.00	60.00	\$64,500.00

<sup>1</sup> BFR – Business Finance & Restructuring, CORP – Corporate, LIT – Litigation

NAME	POSITION	DEPARTMENT <sup>1</sup>	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Gershowitz, Gabriel	Counsel	CORP	2010	\$1,050.00	13.40	\$14,070.00
Meyrowitz, Melissa	Associate	CORP	1999	\$995.00	1.70	\$1,691.50
Friedman, Julie T.	Associate	BFR	2003	\$600.00	113.40	\$68,040.00
Pfeiffer, Mareike	Associate	LIT	2007 (Germany)	\$580.00	7.40	\$4,292.00
Davidson, Jenny	Associate	BFR	2008 (UK)	\$1,110.00	9.30	\$10,323.00
Alexander, Lauren Zerinopoulos	Associate	LIT	2008 (FL)	\$875.00	426.70	\$385,910.75
Wimber, Ansger	Associate	CORP	2008 (Germany)	\$590.00	2.30	\$1,357.00
Erichson, Kristen	Associate	BFR	2009 (UK)	\$1,110.00	1.00	\$1,110.00
Shah, Muzaffar	Associate	CORP	2009 (UK)	\$1,110.00	6.40	\$7,104.00
Nemunaitis, Vynessa	Associate	CORP	2009 (TX)	\$995.00	255.40	\$254,123.00
Cruz, Mariel E.	Associate	CORP	2010	\$995.00	934.10	\$928,136.00
Kramer, Kevin	Associate	LIT	2010	\$995.00	142.30	\$141,588.50
Gershowitz, Gabriel	Associate	CORP	2010	\$995.00	1.90	\$1,890.50
Carson, Candice M.	Associate	BFR	2010 (TX)	\$995.00	606.40	\$594,612.00
Welch, Timothy C.	Associate	LIT	2011	\$995.00	16.20	\$16,119.00
Berman, Corey D.	Associate	LIT	2012 (FL)	\$980.00	260.50	\$227,507.00
Zourli, Astrid	Associate	BFR	2012 (France)	\$800.00	3.50	\$2,800.00
Pibworth, Stuart	Associate	TAX	2013 (UK)	\$1,045.00	1.90	\$1,985.50
Olshan, Craig	Associate	TAX	2013	\$980.00	8.50	\$8,330.00
Weise, Thomas	Associate	CORP	2013 (Germany)	\$465.00	113.80	\$52,917.00
Ivanova, Iliana Z.	Associate	CORP	2014 (TX)	\$995.00	545.00	\$476,481.25
Langford, Nathan	Associate	TAX	2014 (UK)	\$850.00	1.30	\$1,105.00
Wing, Micaela	Associate	CORP	2014 (UK)	\$850.00	4.60	\$3,910.00
Fyffe, Kirstin	Associate	CORP	2014 (UK)	\$850.00	4.30	\$3,655.00
Jia, Carol	Associate	CORP	2014	\$790.00	10.30	\$8,137.00
Whittam, Kevin	Associate	CORP	2015	\$920.00	218.50	\$201,020.00
Smith, Gabriela	Associate	BFR	2015	\$920.00	272.70	\$250,332.00
Thibault, Kimberly	Associate	CORP	2015	\$920.00	199.70	\$183,724.00
Podzius, Bryan R.	Associate	BFR	2015 (VA)	\$875.00	553.90	\$483,962.50
Mody, Scott	Associate	CORP	2015	\$850.00	48.00	\$40,800.00
Troina, Edoardo	Associate	CORP	2015 (UK)	\$850.00	4.10	\$3,485.00
Giolda, Steffen	Associate	CORP	2015 (Germany)	\$405.00	74.50	\$30,172.50
Edwards, Laura Elaine	Associate	CORP	2016	\$875.00	1.20	\$1,050.00
Briskman, Megan	Associate	CORP	2017	\$875.00	22.40	\$19,600.00
Agam, Mor	Associate	TAX	2017	\$790.00	164.60	\$130,034.00

NAME	POSITION	DEPARTMENT <sup>1</sup>	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Conte, John	Associate	BFR	2017	\$790.00	568.40	\$447,851.00
Kleinjan, John M.	Associate	TAX	2017	\$790.00	38.50	\$30,415.00
McGrath, Colin	Associate	LIT	2017	\$690.00	253.30	\$163,597.00
Boyer, Laurene	Associate	BFR	2017 (France)	\$535.00	3.60	\$1,926.00
Preissler, Alisa	Associate	TAX	2017 (Germany)	\$465.00	13.50	\$6,277.50
Eiden, Matthias	Associate	BFR	2017 (Germany)	\$465.00	45.40	\$20,861.00
Hille, Aurel	Associate	CORP	2017 (Germany)	\$465.00	1.50	\$697.50
Loo, Qinghao Shauna	Associate	CORP	2018 (Hong Kong)	\$950.00	6.20	\$5,890.00
Moreland, Vernell Henry	Associate	CORP	2018	\$790.00	420.60	\$332,274.00
Grudzina, Phillip D.	Associate	CORP	2018	\$690.00	45.70	\$31,533.00
Foust, Rachael L.	Associate	BFR	2018	\$690.00	436.90	\$300,184.50
Roth, Tamara	Associate	TAX	2018	\$690.00	103.50	\$71,415.00
Alexander-Passe, Joshua	Associate	CORP	2018 (UK)	\$610.00	6.00	\$3,660.00
Vinson, Elizabeth Blaine	Associate	CORP	2018 (TX)	\$560.00	73.60	\$41,216.00
Chelesnik, Alexandra Garcia	Associate	CORP	2019	\$560.00	113.20	\$63,392.00
Bruno, Travis	Associate	TAX	2019	\$560.00	1.30	\$728.00
Richardson, Jillian Claire	Associate	CORP	2019	\$560.00	1.60	896.00
Berger, Ryan Alexander	Associate	BFR	*	\$690.00	1,123.80	\$773,869.50
Palma, Samantha	Associate	CORP	*	\$690.00	616.40	\$425,316.00
Sotsky, Daniel Ross	Associate	CORP	*	\$560.00	72.70	\$40,712.00
Fang, Weiru	Associate	BFR	*	\$560.00	726.10	\$406,616.00
Son, Seung Wook	Associate	CORP	*	\$560.00	482.60	\$270,256.00
Geddes-O'Dolan, Barnaby	Associate	CORP	*	\$410.00	31.50	\$12,915.00
Al Rasheed, Marwan	Associate	CORP	*	\$410.00	2.00	\$820.00
Gao, Xin	Associate	CORP	*	\$410.00	1.60	\$656.00
Tartarova, Malina	Associate	CORP	*	\$410.00	21.60	\$8,856.00
Olivero, Iliara	Associate	CORP	*	\$410.00	8.30	\$3,403.00
Ekwem, James	Associate	CORP	*	\$410.00	5.00	\$2,050.00
Hudson, Lottie	Associate	CORP	*	\$410.00	2.70	\$1,107.00
Greene, Sinead	Associate	CORP	*	\$410.00	4.30	\$1,763.00
Collins, Douglas	Associate	CORP	*	\$410.00	2.90	\$1,189.00
Chevreste, Constance	Associate	LIT	*	\$290.00	9.00	\$2,610.00
<b>Total:</b>					<b>13,305.10</b>	<b>\$11,929,899.00</b>

The paraprofessionals and other non-legal staff who rendered professional services in these Chapter 11 Cases during the Compensation Period are:

NAME	DEPARTMENT <sup>2</sup>	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen	BFR	\$420.00	95.70	\$40,194.00
Arias, Juan C.	CORP	\$405.00	8.60	\$3,483.00
Stauble, Christopher A.	BFR	\$405.00	110.20	\$44,631.00
Inglis, Suzanne	LIT	\$385.00	3.50	\$1,347.50
Ellsworth, John A.	CORP	\$385.00	33.00	\$12,705.00
Hoilett, Leason	LIT	\$385.00	7.00	\$2,695.00
Malcolm, Patrice	LSS	\$385.00	6.80	\$2,618.00
Fabsik, Paul	BFR	\$375.00	415.00	\$155,625.00
Olson, Eric John	CORP	\$375.00	7.00	\$2,625.00
Chan, Herbert	LIT	\$355.00	42.30	\$15,016.50
Gilmartin, Justin	CORP	\$355.00	2.40	\$852.00
Karkat, Sakina	CORP	\$355.00	1.00	\$355.00
Aaron-Betton, Merlyn	CORP	\$330.00	31.90	\$10,527.00
Kwoon, Anna	CORP	\$315.00	4.20	\$1,323.00
Thiel, Kristina	LIT	\$290.00	7.30	\$2,117.00
Kleissler, Matthew	BFR	\$240.00	47.90	\$11,496.00
Peene, Travis J.	BFR	\$240.00	42.10	\$10,104.00
Pfeifenberger, Anne	LIT	\$240.00	2.70	\$648.00
Schimmel, Kelsea	CORP	\$240.00	3.10	\$744.00
Yu, Julia	BFR	\$240.00	2.00	\$480.00
Zaslav, Benjamin	BFR	\$240.00	24.00	\$5,760.00
Keschner, Jason	BFR	\$240.00	9.80	\$2,352.00
Meyer, Natalie	LIT	\$240.00	1.30	\$312.00
<b>Total:</b>			<b>908.80</b>	<b>\$328,010.00</b>

<sup>2</sup> BFR – Business Finance & Restructuring, CORP – Corporate, LIT – Litigation; LSS – Litigation Support Services

The total fees for the Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel (30)	\$1,292.21	3,024.00	\$3,907,642.00
Associates (69)	\$780.29	10,281.10	\$8,022,257.00
Paraprofessionals and Other Non-Legal Staff (23)	\$360.93	908.80	\$328,010.00
<b>Blended Attorney Rate</b>	<b>\$896.64</b>		
<b>Blended Timekeepers Rate</b>	<b>\$862.39</b>		
<b>Total:</b>		<b>14,213.90</b>	<b>\$12,257,909.00</b>



**COMPENSATION BY PROJECT CATEGORY**

<b>TASK CODE</b>	<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS BILLED</b>	<b>AMOUNT</b>
001	363 Asset Sales	4,796.70	\$4,163,049.50
004	Administrative Expense Claims	1.00	\$1,157.00
005	Adversary Proceedings	57.20	\$58,267.50
006	Aircraft Executory Contracts and Leases	4.60	\$4,235.00
009	Bar Date/Claims Reconciliation Issues	37.40	\$28,970.00
010	Case Administration/WIP List and Case Calendar	220.90	\$144,406.50
011	Corporate/Securities/Governance	572.10	\$456,373.00
012	Customer/Vendor/Supplier/Reclamation/503(b)(9) Issues	23.10	\$21,370.50
013	DIP Financing/Cash Management/Cash Collateral	1,509.20	\$1,444,965.50
014	Disclosure Statement/Solicitation/Voting	82.50	\$71,137.00
015	Employee Issues	676.90	\$718,262.50
017	Exclusivity	15.30	\$11,728.00
018	Executory Contracts/Leases/365 (excluding Aircraft)	26.00	\$23,210.00
020	General Case Strategy/Team Meetings	983.30	\$902,675.50
021	Hearing and Court Matters	1,174.00	\$908,564.00
022	Insurance Issues	25.10	\$25,274.50
023	International Issues	6.60	\$5,697.00
025	Non-Working Travel	184.00	\$91,668.00
026	Plan of Reorganization/Plan Confirmation/Plan Implementation	331.80	\$301,835.50
027	Retention/Fee Applications: Other Professionals	396.70	\$307,097.50
028	Retention/Fee Applications: Ordinary Course Professionals	38.40	\$27,356.00
029	Schedules/Statement of Financial Affairs/Rule 2015.3 Reports	241.00	\$177,443.50
030	Secured Creditors Issues/Meetings/Communications	20.70	\$21,404.50
031	Tax Issues	113.80	\$153,491.50
032	Unsecured Creditors Issues/Meetings/Communications	4.90	\$5,016.00
033	U.S. Trustee Issues/Meetings/Communications	99.70	\$76,375.00
035	WG&M Retention/Billing/Fee Applications	210.10	\$136,111.50
036	WAC1	15.90	\$16,452.00
037	WAC2	703.30	\$599,728.00
038	WAC3	28.10	\$29,896.50
039	WAC6	22.00	\$22,392.50
040	WAC7	160.70	\$131,734.50

041	WAC8	147.90	\$125,419.50
042	WAC9	633.80	\$536,298.00
043	WAC10	6.20	\$6,271.50
044	WAC12	643.00	\$502,574.50
<b>Total:</b>		<b>14,213.90</b>	<b>\$12,257,909.00</b>

**EXPENSE SUMMARY**

<b>EXPENSE CATEGORY</b>	<b>AMOUNT</b>
Computerized Research	\$11,155.06
Meals	\$21,486.91
Court Reporting	\$386.64
Corporation Services	\$3,474.60
Travel	\$41,216.10
Local Transportation	\$24,799.95
Reprographics	\$87,361.84
Mail/Messenger	\$811.54
Court Call	\$716.00
Filing Fees – Chapter 11 Petitions	\$245,912.00
<b>Total:</b>	<b>\$437,320.64</b>

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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. <sup>1</sup>	:	
-----X		

**FIRST APPLICATION OF WEIL, GOTSHAL & MANGES LLP,  
AS ATTORNEYS FOR THE DEBTORS, FOR INTERIM ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM NOVEMBER 25, 2018 THROUGH AND INCLUDING MARCH 31, 2019**

TO THE HONORABLE STUART M. BERNSTEIN,  
UNITED STATES BANKRUPTCY JUDGE:

Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), counsel for 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**”), respectfully represents as follows in support of this application (the “**Application**”):

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<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 annexed hereto as **Exhibit A**.

### **Relief Requested**

1. By this Application, pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the Debtors request entry of an order authorizing, but not directing, interim allowance of compensation for professional services performed by Weil, as attorneys for the Debtors, for the period commencing November 25, 2018 through and including March 31, 2019 (the “**Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period.

### **Jurisdiction**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

2. On November 25, 2018 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

3. The Debtors’ Chapter 11 Cases have been jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

2. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the

*Declaration of Todd K. Wolynski Pursuant to L. Bankr. R. 1007-2* (the “**Wolynski Declaration**”) [ECF No.14] and the *Declaration of Robert A. Del Genio in Support of First Day Motions and Applications* [ECF No. 15] (the “**Del Genio Declaration**” and, together with the Wolynski Declaration, the “**First Day Declarations**”), which are incorporated herein by reference.<sup>2</sup>

4. The Debtors have advised Weil that, to date, all quarterly fees due to the U.S. Trustee have been paid and all monthly operating reports have been filed.

**The Debtors’ Retention of Weil**

5. Weil has served as the Debtors’ counsel since the Petition Date. The Court approved the Debtors’ application to retain and employ Weil as their attorneys [ECF No. 162] (the “**Retention Application**”) by order, dated January 9, 2019 [ECF No. 230] (the “**Retention Order**”). The Retention Order authorizes the Debtors to compensate and reimburse Weil in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Fee Guidelines (defined below). The Retention Order also authorizes the Debtors to compensate Weil for services rendered and to reimburse Weil for its reasonable and necessary expenses incurred, at Weil’s normal hourly rates and disbursement policies, subject to application to this Court. The Retention Order authorizes Weil to:

- Take all necessary action to protect and preserve the Debtors’ estates, including the prosecution of actions on behalf of the Debtors, the defense of any actions commenced against the Debtors, the negotiation of any disputes in which the Debtors are involved, and the preparation of objections to any claims filed against the Debtors’ estates;
- Prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors’ estates;

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<sup>2</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the First Day Declarations.

- Take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; and
- Perform all other necessary legal services in connection with the prosecution of these Chapter 11 Cases.

**Summary of Professional Compensation  
and Reimbursement of Expenses Requested<sup>3</sup>**

6. During the Compensation Period, Weil staffed attorneys from all of the firm's departments and numerous practice areas to assist in the efficient administration of the Debtors and their estates. Weil seeks allowance of interim compensation for professional services performed during the Compensation Period in the amount of \$12,257,909.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$437,320.64. During the Compensation Period, Weil attorneys, paraprofessionals, and other non-legal staff expended a total of 14,213.90 hours in connection with the necessary services performed.

7. There is no agreement or understanding between Weil and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases. During the Compensation Period, Weil received no payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application (other than the Debtors in accordance with the Interim Compensation Order).

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<sup>3</sup> This Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *Order Pursuant to 11 U.S.C. §§ 105(a), and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 250] (the "**Interim Compensation Order**"), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013) (the "**Local Guidelines**"), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the "**UST Guidelines**," and, together with the Local Guidelines, the "**Fee Guidelines**").

8. Prior to the Petition Date, the Debtors paid Weil certain amounts as fee advances for professional services to be performed and expenses to be incurred in connection with Weil's representation of the Debtors and in preparation of the Debtors seeking relief under chapter 11. Based on a reconciliation of all charges and expenses through the date of this Application, the balance of such fee advance is \$1,007,019.81.

9. The fees charged by Weil in these cases are billed in accordance with Weil's existing billing rates and procedures in effect during the Compensation Period. The rates Weil charges for the services rendered by its professionals and paraprofessionals in these Chapter 11 Cases are the same rates Weil charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

10. Weil consistently monitors its charges and expenses before and after the submission of monthly fee statements for possible errors or charges that should be reduced. Weil will continue to diligently monitor its charges and expenses and, where appropriate, make applicable reductions.

11. Annexed hereto as **Exhibit B** is a certification regarding compliance with the Fee Guidelines.

12. The attached summary sheet contains a schedule of Weil professionals, paraprofessionals, and other non-legal staff who have performed services for the Debtors during the Compensation Period, the capacity in which each individual is employed by Weil, the department in which each individual practices, the hourly billing rate charged by Weil for services performed by each individual, the year in which each attorney was first licensed to practice law



(and in which original jurisdiction), where applicable, and the aggregate number of hours expended in this matter by each timekeeper and fees billed therefor.

13. The attached summary sheet also contains a summary of Weil's time records billed during the Compensation Period using project categories hereinafter described. Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with the prosecution of these Chapter 11 Cases. Details have been filed on the docket with Weil's monthly fee statements and furnished to the Debtors, the Court, and the U.S. Trustee in the format specified by the Fee Guidelines.

14. The summary sheet contains a schedule specifying the categories of expenses for which Weil is seeking reimbursement and the total amount for each such expense category. Itemized schedules of all such expenses have been filed on the docket with Weil's monthly fee statements and provided to the Debtors, the Court, and the U.S. Trustee.

15. Annexed hereto as **Exhibit C** is a summary and comparison of the aggregate blended hourly rates billed by Weil's New York timekeepers to nonbankruptcy matters during the preceding 12-month period ending April 30, 2019 and the blended hourly rates billed to the Debtors during the Compensation Period.

16. Weil discussed its rates, fees, and staffing with the Debtors at the outset of these cases. Further, Weil provided the Debtors with a budget in connection with the Debtors' postpetition financing and discussed staffing and fees with the Debtors throughout the Compensation Period. A summary of Weil's budget and a discussion of its staffing plan are attached as **Exhibit D** and **Exhibit E**, respectively. Attorneys and paraprofessionals assigned to this matter were necessary to assist with the prosecution of the Debtors' Chapter 11 Cases, preservation of the Debtors' assets, and other matters described herein. Weil discussed the need

for additional attorneys with the Debtors and vetted any staffing changes with the Debtors. At all times, the Debtors served as the ultimate decision maker on staffing.

17. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, Weil reserves the right to request additional compensation for such services and reimbursements of such expenses in a future application to the Court.

18. The Debtors have been given the opportunity to review this Application and have approved the compensation and reimbursement of expenses requested herein.

**Summary of Services Performed by  
Weil During the Compensation Period**

19. The following is a summary of the significant professional services rendered by Weil during the Compensation Period, organized in accordance with Weil's internal system of task codes. Certain services performed may overlap between, or appropriately be allocated to, more than one task code.

a. 363 Asset Sales (Task Code 001)

Fees: \$4,163,049.50; Total Hours: 4,796.70

- Obtained Court approval of complicated bidding procedures in connection with the sale of substantially all of the Debtors' assets to Macquarie Rotocraft Leasing Holdings Limited ("Macquarie") as the stalking horse bidder, resulting in Court approval and consummation of four separate sale transactions: (i) a credit bid from Wells Fargo Bank, N.A. as agent for the WAC2 lenders (the "**WAC2 Lenders**", and the sale transaction, the "**WAC2 Sale Transaction**") for certain WAC2 assets; (ii) a credit bid from Lombard North Central plc as agent for the WAC9 lender (the "**WAC9 Lender**", and the sale transaction, the "**WAC9 Sale Transaction**") for the equity of WAC9; (iii) a credit bid from Sumitomo Mitsui Banking Corporation, Brussels Branch and Sumitomo Mitsui Banking Corporation Europe Limited as administrative agent and collateral agent, respectively, for the WAC12 lenders (the "**WAC12 Lenders**", and the sale transaction, the "**WAC12 Sale Transaction**") for the equity of WAC12; and (iv) a sale of substantially all remaining assets to Macquarie. In furtherance thereof:
- Developed, through extensive negotiations among the Debtors, Macquarie, and the Steering Committee, and obtained Court approval of multi-faceted bidding

procedures, including mechanisms to allow for third party bidding and credit bidding by the WAC lenders (the “**Bidding Procedures**”);

- Drafted a motion, a proposed approval order (with updates to resolve parties’ comments and objections), and declaration in support of the Bidding Procedures and related sale process;
- Prepared materials for and witnesses to testify at the hearing to approve the Bidding Procedures;
- Negotiated and drafted sale documentation for the Macquarie Sale Transaction, including (among other things) the asset purchase agreement (the “**Macquarie APA**”), disclosure schedules, a transition services agreement, a bill of sale, escrow agreements, and other ancillary necessary documentation;
- Drafted a motion to file the Macquarie APA under seal and a related affidavit, and obtained Court approval thereof;
- Reviewed and updated an amendment to the Debtors’ confidentiality agreement with Macquarie;
- Analyzed and provided legal advice regarding various issues associated with the Macquarie Sale Transaction, including tax and regulatory considerations;
- Reviewed and analyzed a large volume of the Debtors’ and their non-Debtor affiliates’ contracts and agreements in connection with the sale process, including coordinating and reviewing due diligence documents, assisting the Debtors and their other advisors in addressing legal issues in connection with data rooms and sale-related work plans, and producing large volumes of documents in response to diligence requests, including from potential credit bidders;
- Negotiated and drafted a form Equity Purchase Agreement for potential credit bids;
- Worked with the Debtors and their advisors to analyze and advise the Debtors regarding the credit bids received from the WAC2 Lenders, WAC9 Lender, and WAC12 Lenders;
- Negotiated and executed a plan support agreement with Macquarie, the WAC7 lenders, and the WAC8 lenders (the “**PSA**”) and worked with the Debtors to obtain Court approval of and implement the terms of such PSA;
- Prepared and filed notices in connection with the sale process, including the notice of cancellation of auction, notices of qualified bidders, and several notices of assumed lease and other executory contracts (and worked extensively with the Debtors and their other advisors to compile and review such lists and related proposed cure amounts), in compliance with the Bidding Procedures;
- Drafted affidavits in support of the Macquarie Sale Transaction and prepared witnesses to testify at the hearing;
- Negotiated with interested parties to address cure and sale objections;

- Drafted, negotiated, and revised the order to approve the Macquarie Sale Transaction (the “**Macquarie Sale Order**”) and analyzed and responded, in a reply brief, to more than a dozen statements and objections thereto, including objections related to proposed contract assignments and cure amounts;
- Obtained Court approval of the Order Pursuant to 11 U.S.C. §105(a) Approving Proposed Updated DIP Budget and Resolving Allocation Methodology for Winddown Account [ECF No. 438] (the “**Emergency DIP Motion**”), which resolved (among other things) the allocation methodology for the assessment of winddown expenses and the set aside of the Macquarie Sale Transaction proceeds (which motion and related work streams are described in more detail herein);
- Managed, coordinated, and implemented the closing of the Macquarie APA, including attending numerous meetings and calls, analyzing and helping prepare funds flow, negotiating and preparing closing documents, and reviewing related issues implicated by the sale, such as those in respect of transferred contracts, the transition services agreement, and transfer taxes, among others;
- Coordinated and negotiated with the steering committee of the Debtors’ prepetition lenders (the “**Steering Committee**”) and other interested parties regarding critical milestones, strategic options, and operative provisions related to the sale process;
- Worked with the Debtors, their other advisors, and the lenders to estimate and negotiate provisions for the funding of costs associated with winding down the Debtors’ operations through the allocation of sale proceeds or payment by credit bidders;
- Assessed and analyzed antitrust and other regulatory issues related to the sale transactions and sought, and obtained, regulatory approval in South Africa for the Macquarie Sale Transaction;
- Generally coordinated, communicated, and collaborated with the Debtors, the Debtors’ other advisors, the Steering Committee and other creditors, the U.S. Trustee, and other interested parties regarding the sale process and related matters; and
- Obtained Court approval authorizing Debtor Waypoint Asset Co 5 Limited to sell a Bell 412SP helicopter with manufacturer serial number 33156 to Agrarflug Helilift GMBH & Co. KG (the “**Helicopter Sale Motion**”), including discussing and drafting the motion, order, and related affidavit.

b. Bar Date/Claims Reconciliation Issues (Task Code 009)

Fees: \$28,970.00; Total Hours: 37.40

- Drafted an application for entry of an order establishing deadlines for filing proofs of claim and procedures relating thereto;
- Conferred with the WAC lenders and the U.S. Trustee regarding proposed deadlines for filing proofs of claim and procedures relating thereto, and made corresponding revisions to such procedures;
- Obtained Court approval of the bar date application; and

- Coordinated with the Debtors' claims agent for broad publication and service of the bar date notice.
- c. Case Administration/WIP List and Case Calendar (Task Code 010)  
Fees: \$144,406.50; Total Hours: 220.90
- Prepared, continually updated, and distributed docket updates, case calendars, organization structure charts, an extensive work-in-process list, and case timelines for the Debtors, the Debtors' other professionals, and internal teams;
  - Researched and analyzed numerous issues related to service and publication; and
  - Drafted and filed notices of hearing dates, adjournments, and various other filings related to case administration.
- d. Corporate/Securities/Governance (Task Code 011)  
Fees: \$456,373.00; Total Hours: 572.10
- Advised the Debtors' various boards of directors (each, a "**Board**" and collectively, the "**Boards**"), and prepared materials for and participated in numerous Board meetings regarding, among other topics, the commencement of the Chapter 11 Cases, the Sale Process, the DIP Financing, entry into the Macquarie APA, entry into the WAC2 APA (as defined herein), entry into the WAC9 EPA (as defined herein), entry into the WAC12 EPA (as defined herein), the PSA, and chapter 11 case status, updates and strategy;
  - Drafted minutes, resolutions, and corporate governance guidelines;
  - Advised the Debtors regarding various governance issues; and
  - Discussed with local counsel regarding board resolutions for non-U.S. Debtor entities.
- e. Customer/Vendor/Supplier/Reclamation/503(b)(9) Issues (Task Code 012)  
Fees: \$21,370.50; Total Hours: 23.10
- Reviewed and analyzed requests for vendor payments; and
  - Conferred with counsel regarding critical vendor/lienholders status.
- f. DIP Financing/Cash Management/Cash Collateral (Task Code 013)  
Fees: \$1,444,965.50; Total Hours: 1,509.20
- Secured approval of postpetition secured debtor in possession financing in an aggregate principal amount of up to \$49,000,000 (the "**DIP Financing**") and consensual use of cash collateral, and in furtherance thereof:
    - Responded to a significant volume of diligence requests and addressed legal issues in connection therewith, including from the DIP lenders;
    - Negotiated the DIP Financing terms and drafted numerous loan and related documents, including the credit agreement, and aircraft mortgage and security agreements, together with all schedules and ancillary documents;

- Drafted a motion and proposed orders, and related affidavits, to approve the DIP Financing and use of cash collateral on a first interim, second interim, and final basis;
- Prepared for interim and final hearings seeking approval of the DIP Financing and use of cash collateral, including working with the Debtors and the Debtors' other professionals on analyzing legal issues, developing legal arguments, factual investigations, witness preparation, and drafting of affidavits and pleadings in support of the relief requested;
- Researched and analyzed numerous issues regarding the DIP Financing and the Debtors' prepetition financings, including issues related to adequate protection;
- Drafted a motion for and secured entry of interim and final cash management orders and advised the Debtors on ongoing cash management related issues;
- Obtained Court approval of the Emergency DIP Motion (at a contested evidentiary hearing) to resolve a dispute among certain WAC lenders, which threatened to jeopardize the Debtors' access to proceeds from the DIP Financing and cash collateral and threatened to stall the sale process and in furtherance thereof:
  - Prepared and filed the Emergency DIP Motion and a related pleading to schedule a hearing on shortened notice as well as accompanying affidavits;
  - Advised regarding legal issues related to the proposed updated DIP budget;
  - Reviewed, and prepared responses to the objections to the Emergency DIP Motion; and
- Coordinated the payoff process for the DIP Financing in connection with the consummation of the various sale transactions.

g. Disclosure Statement/Solicitation/Voting (Task Code 014)

Fees: \$71,137.00; Total Hours: 82.50

- Analyzed issues regarding and prepared drafts of a disclosure statement, a motion for approval of the disclosure statement and solicitation procedures, and a proposed order, including exhibits thereto; and
- Coordinated with the Debtors, Weil team, and other advisors regarding these documents.

h. Employee Issues (Task Code 015)

Fees: \$718,262.50; Total Hours: 676.90

- Advised the Debtors on employee-related aspects of the Macquarie Sale Transaction;
- Worked with the Debtors and their advisors to structure a key employee incentive program (the "**KEIP**");
- Obtained Court approval of the KEIP, and in furtherance thereof:
  - Prepared and filed a motion, proposed order, and multiple affidavits in support;

- Negotiated with various parties, including the U.S. Trustee and the Steering Committee, to address issues related to the KEIP;
  - Prepared and filed a reply in order to address the issues raised by the parties; and
  - Prepared materials and witnesses for two evidentiary hearings.
- i. Exclusivity (Task Code 017)  
Fees: \$11,728.00; Total Hours: 15.30
- Drafted a motion and order, and obtained Court approval, to extend the Debtors' exclusive periods in which to file the Plan and solicit acceptances thereof.
- j. Executory Contracts/Leases/365 (excluding Aircraft) (Task Code 018)  
Fees: \$23,210.00; Total Hours: 26.00
- Negotiated a stipulation to resolve a motion to compel filed by a former employee; and
  - Resolved issues related to a Hong Kong office lease.
- k. General Case Strategy/Team Meetings (Task Code 020)  
Fees: \$902,675.50; Total Hours: 983.30
- Prepared for and participated in meetings and on teleconferences with the Debtors, the Debtors' other professionals, the Debtors' Boards, and Weil teams to discuss case strategy and coordination, Court filings and hearings, compliance with and implementation of Court orders, significant claims, pending and potential litigation, the DIP Financing, the sale process, the Plan and winddown strategy, and numerous other case issues and pending matters;
  - Engaged repeatedly with the DIP lenders, the U.S. Trustee, and the Steering Committee regarding all aspects of the Chapter 11 Cases;
  - Prepared for Court hearings and analyzed and addressed Court filings; and
  - Responded to a large volume of emails, calls and correspondence related to the Chapter 11 Cases, including with respect to the projects, issues, and matters described in this Application.
- l. Hearing and Court Matters (Task Code 021)<sup>4</sup>  
Fees: \$908,564.00; Total Hours: 1,174.00
- Prepared for and represented the Debtors at the "first day" and other hearings before Court, including: a contested hearing to approve the Bidding Procedures; a hearing on the DIP Financing and cash collateral relief; a contested hearing for approval of the Macquarie Sale Transaction and for approval of two credit bids; a hearing to approve the third credit bid, a contested hearing to approve the retention of Houlihan Lokey

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<sup>4</sup> 57.20 hours totaling \$58,267.50 were inadvertently billed to Adversary Proceedings (Task Code 005). This work in preparation of the first day hearing should have been billed to Hearing and Court Matters (Task Code 021).

Capital, Inc. (“**Houlihan Lokey**”); a contested hearing to deny extension of the credit bid deadline; and contested hearings to approve the KEIP;

- Prepared and responded to emails, calls, and correspondence with respect to the “first day” hearing;
- Prepared witnesses, affidavits and evidence in support of the various relief requested;
- Prepared, filed and arranged service of various motions, notices and documents, including hearing agendas, proposed orders, and certificates of no objection;
- Negotiated terms of proposed orders and related documents with various parties in interest; and
- Consulted with the Court’s chambers regarding case matters and prepared materials for the Court;

m. Insurance Issues (Task Code 022)

Fees: \$25,274.50; Total Hours: 25.10

- Analyzed and researched legal and factual issues relating to a number of the Debtors’ current and former insurance policies; and
- Participated on calls with the Debtors’ legal and business team regarding insurance policies and related issues, and conducted diligence regarding such issues.

n. Non-Working Travel (Task Code 025)

Fees: \$91,668.00; Total Hours: 184.00

- Traveled to and from Court hearings and meetings with the U.S. Trustee.

o. Plan of Reorganization/Plan Confirmation/Plan Implementation (Task Code 026)

Fees: \$301,835.50; Total Hours: 331.80

- Analyzed procedures and costs associated with winding down the Debtors in various jurisdictions, and worked with the Debtors’ other advisors to develop a detailed winddown plan and related budget;
- Designed, drafted, revised, and analyzed legal issues related to the Debtors’ Plan (the “**Plan**”);
- Coordinated and communicated with the Debtors, the Debtors’ professionals, and other significant parties in interest regarding the Debtors’ Plan; and
- Conducted research and provided advice on matters related to the Plan’s structure, implementation, and confirmation.

p. Retention/Fee Applications: Other Professionals (Task Code 027)

Fees: \$307,097.50; Total Hours: 396.70

- Worked with the Debtors’ other professionals, including Houlihan Lokey, FTI Consulting, Inc., Accenture LLP (“**Accenture**”), Kurtzman Carson Consultants LLC, A&L Goodbody Solicitors, Ernst & Young LLP (“**Ernst & Young**”), White & Case



LLP, and KPMG (collectively, the “**Professionals**”) regarding the chapter 11 retention process, including providing advice in connection with the conflicts check, preparing and revising their retention applications and affidavits, notices, and orders, participating in numerous calls with the U.S. Trustee regarding retentions of the Debtors’ Professionals, revising pleadings to address such issues, and obtaining court approval of certain retentions;

- Prepared materials and witnesses, including drafting and filing a supplemental affidavit, for a contested hearing to approve the retention of Houlihan Lokey;
- Drafted and revised supplemental affidavits for several of the Debtors’ Professionals, including Accenture, Ernst & Young, and KPMG, to address issues raised by the U.S. Trustee;
- Drafted a motion and proposed order for, and obtained Court approval of, interim compensation procedures;
- Reviewed, revised, and filed the Professionals’ monthly fee statements; and
- Maintained and updated a tracker of professional fees, as requested by the Debtors.

q. Retention/Fee Applications: Ordinary Course Professionals (Task Code 028)  
Fees: \$27,356.00; Total Hours: 38.40

- Facilitated the Debtors’ efficient retention of over 30 ordinary course professionals, including:
  - Drafting a motion, notice, and order for, and obtaining Court approval of, the procedures for employing professionals used in the ordinary course of business; and
  - Assisting the Debtors and their ordinary course professionals in preparing, reviewing, and filing retention affidavits and questionnaires in compliance with the Court’s order.

r. Schedules/Statement of Financial Affairs/Rule 2015.3 Reports (Task Code 029)  
Fees: \$177,443.50; Total Hours: 241.00

- Drafted a motion and order for, and obtained Court approval of, an application to extend the time to file schedules of assets and liabilities and statements of financial affairs (the “**Schedules & SOFAs**”);
- Assisted the Debtors in preparing, addressing legal issues regarding, and timely filing Schedules & SOFAs for the more than 100 Debtors in these Chapter 11 Cases; and
- Conferred with the Debtors and the Debtors’ advisors in the course of preparing the Debtors’ Schedules & SOFAs.

s. Secured Creditors Issues/Meeting/Communications (Task Code 030)  
Fees: \$21,404.50; Total Hours: 20.70

- Analyzed the Debtors’ hedge termination agreements and swap termination agreements, and responded to inquiries in connection therewith.

t. Tax Issues (Task Code 031)

Fees: \$153,491.50; Total Hours: 113.80

- Analyzed and advised the Debtors regarding tax consequences in connection with the DIP Financing, the Macquarie Sale Transaction, and the credit bids, including intercompany tax obligations, certain transfers of assets, foreign jurisdiction tax obligations, and tax payment mechanics;
- Responded to numerous tax-related diligence requests, including from the DIP lenders and Macquarie;
- Researched and resolved other tax-related issues, including inquiries from the IRS; and
- Participated in weekly tax team conferences.

u. U.S. Trustee Issues/Meetings/Communications (Task Code 033)

Fees: \$76,375.00; Total Hours: 99.70

- Assisted with the review, preparation and filing of monthly operating reports;
- Prepared materials and the witness for, and appeared at, the initial debtor interview;
- Discussed with the Debtors and counsel to the U.S. Trustee various issues and requests regarding, among other things, the monthly operating reports, section 341 meeting, and U.S. Trustee fees; and
- Prepared and delivered pleadings and other materials requested by counsel to the U.S. Trustee.

v. WG&M Retention/Billing/Fee Applications (Task Code 035)

Fees: \$136,111.50; Total Hours: 210.10

- Obtained Court approval for the retention of Weil as attorneys for the Debtors, and in furtherance thereof:
  - Drafted and filed a retention application, supporting affidavit, notice, and proposed order; and
  - Prepared and maintained a retention checklist and ran conflicts checks to identify any necessary disclosures;
- Reviewed time records and disbursements for compliance with U.S. Trustee Guidelines and drafted and reviewed Weil's monthly fee statements.

w. WAC1 (Task Code 036)

Fees: \$16,452.00; Total Hours: 15.90

- Discussed WAC1 specific issues with counsel for the WAC1 lenders, including issues related to certain loan assignments and disclosure schedules.

x. WAC2 (Task Code 037)

Fees: \$599,728.00; Total Hours: 703.30

- Discussed WAC2 specific issues with counsel for the WAC2 Lenders relating to the Bidding Procedures, the Macquarie Sale Transaction, and the WAC2 Sale Transaction, including extensively negotiating the WAC2 winddown payment in connection therewith;
- Analyzed, provided advice to the Debtors regarding, and negotiated the credit bid received from the WAC2 Lenders;
- Drafted, negotiated, and executed the WAC2 Asset Purchase Agreement and related documents, including disclosure schedules and an escrow agreement (the “**WAC2 APA**”);
- Obtained Court approval of the WAC2 Sale Transaction (the “**WAC2 Sale Order**”), and in furtherance thereof:
  - Prepared and filed an affidavit, several versions of a proposed approval order (incorporating updates to resolve parties’ objections and comments), the order scheduling the hearing to consider the WAC2 Sale Transaction, two notices of assumption and assignment of contracts and leases, and related notices;
  - Prepared materials and a witness for a contested hearing; and
  - Drafted a reply to the limited objection to the WAC2 Sale Transaction filed by SunTrust Bank, in its capacity as the WAC7 Administrative Agent;
- Conferred with the WAC2 lenders and relevant parties regarding objections to the WAC 2 cure list;
- Drafted materials in connection with the closing of the WAC2 Sale Transaction; and
- Coordinated with the WAC2 lenders regarding their motion for dismissal of the WAC2 Debtors’ cases.

y. WAC3 (Task Code 038)

Fees: \$29,896.50; Total Hours: 28.10

- Discussed WAC3 specific issues with counsel for the WAC3 lenders relating to cash collateral as well as successor agent documentation for the WAC3 credit facility and WAC3 lender consent to an intercompany omnibus letter agreement; and
- Conferred with counsel for the WAC3 lenders regarding certain of their objections to the Bidding Procedures and the Macquarie Sale Transaction.

z. WAC6 (Task Code 039)

Fees: \$22,392.50; Total Hours: 22.00

- Discussed WAC6 specific issues with counsel for the WAC6 lenders, including in relation to certain lease agreement information, tax issues, and a swap and hedge agreement; and

- Conferred with counsel for the WAC6 lenders regarding their objections to the allocation of expenses in connection with the DIP Facility and the Macquarie Sale Transaction.

aa. WAC7 (Task Code 040)

Fees: \$131,734.50; Total Hours: 160.70

- Discussed WAC7 specific issues with counsel for the WAC7 agent relating to the Bidding Procedures and the Macquarie Sale Transaction, including the treatment of intercompany obligations and certain disclosure schedules;
- Responded to extensive diligence requests from the WAC7 agent in connection with a potential credit bid;
- Reviewed the motion to extend the time to submit a credit bid filed by the WAC7 Agent (the “**WAC7 Emergency Motion**”), prepared and filed an objection thereto, and presented oral argument at the hearing on such motion;
- Reviewed the credit bid submitted by the WAC7 agent; and
- Reviewed, negotiated, and consummated a plan support agreement with the WAC7 lenders.

bb. WAC8 (Task Code 041)

Fees: \$125,419.50; Total Hours: 147.90

- Discussed WAC8 specific issues with counsel for the WAC8 noteholders relating to the Bidding Procedures and the Macquarie Sale Transaction;
- Reviewed the WAC8 noteholders’ joinder to the WAC7 Emergency Motion, prepared and filed an objection thereto, and presented oral argument at hearing; and
- Reviewed, negotiated, and consummated a plan support agreement with the WAC8 noteholders.

cc. WAC9 (Task Code 042)

Fees: \$536,298.00; Total Hours: 633.80

- Discussed WAC9 specific issues with counsel for the WAC9 Lender relating to the Bidding Procedures, the Macquarie Sale Transaction, and the WAC9 Sale Transaction, including issues relating to confidentiality agreements in connection therewith;
- Analyzed, provided advice regarding, and negotiated the credit bid received from the WAC9 Lender;
- Drafted, negotiated, revised, and executed the WAC9 Equity Purchase Agreement and related documents, including disclosure schedules and an escrow agreement (the “**WAC9 EPA**”);
- Obtained an order approving the WAC9 Sale Transaction (the “**WAC9 Sale Order**”) and in furtherance thereof;

- Filed an affidavit, several versions of a proposed order to approve the WAC9 Sale Transaction (updated to resolve parties' comments and objections), and related notices; and
- Prepared materials and a witness for a contested hearing;
- Prepared materials in connection with the closing of the WAC9 Sale Transaction and worked with the Debtors, their other advisors, and counsel to the WAC9 Lender to address closing issues and consummate the sale; and
- Coordinated with the WAC9 Lender regarding its motion for dismissal of the WAC9 Debtors' cases and related filings.

dd. WAC10 (Task Code 043)

Fees: \$6,271.50; Total Hours: 6.20

- Considered and negotiated the terms of the return of the WAC10 collateral to the WAC10 lender; and
- Negotiated a potential resolution of the Debtors' section 506(c) surcharge claim against the WAC10 lender.

ee. WAC 12 (Task Code 044)

Fees: \$502,574.50; Total Hours: 643.00

- Discussed WAC12 specific issues with counsel for the WAC12 Lenders relating to the Bidding Procedures, the Macquarie Sale Transaction, and the WAC12 Sale Transaction;
- Analyzed, provided advice regarding, and negotiated the credit bid received from the WAC12 Lenders;
- Drafted, negotiated, and executed the WAC12 Equity Purchase Agreement and related documents, including disclosure schedules and an escrow agreement (the "**WAC12 EPA**");
- Obtained an order approving the WAC12 Sale Transaction (the "**WAC12 Sale Order**") and in furtherance thereof:
  - Filed an affidavit, several versions of a proposed order to approve the WAC12 Sale Transaction, and related notices therewith; and
  - Prepared materials and a witness for a contested hearing;
- Prepared materials in connection with the closing of the WAC12 Sale Transaction and worked with the Debtors, their other advisors, and counsel to the WAC12 Lenders to address closing issues and consummate the sale; and
- Coordinated with the WAC12 Lenders regarding their motion for dismissal of WAC12 Debtors' cases.

20. The professional services performed by partners, counsel, and associates of Weil were rendered by the Business Finance & Restructuring, Corporate, Litigation, and Tax Departments, predominantly in the New York office. Weil has a preeminent Business Finance & Restructuring practice and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities, with approximately 100 attorneys that specialize in this area of law.

21. The professional services performed by Weil on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 14,213.90 hours by Weil's partners, counsel, associates, paraprofessionals, and other non-legal staff. Of the aggregate time expended, 3,024.00 recorded hours were expended by partners and counsel of Weil, 10,281.10 recorded hours were expended by associates, and 908.80 recorded hours were expended by paraprofessionals and other non-legal staff of Weil. During the Compensation Period, Weil billed the Debtors for time expended by attorneys based on hourly rates ranging from \$290 to \$1,600 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for Weil attorneys of \$896.64 (based on 14,213.90 recorded hours for attorneys at Weil's billing rate in effect at the time of the performance of such services).

**Actual and Necessary Disbursements of Weil**

22. Weil disbursed \$437,320.64 as expenses incurred in providing professional services during the Compensation Period. These expenses are reasonable and necessary and were essential to the overall administration of these chapter 11 cases.

23. While Weil has not charged the Debtors for any overtime expenses, consistent with firm policy, attorneys and other employees of Weil who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation home from the office. Weil's regular practice is not to include components for

those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Fee Guidelines and the Local Rules.

24. With respect to black-and-white photocopying expenses, in compliance with the Fee Guidelines and Local Rule 2016-1, Weil charges all of its clients \$.10 per page; for color copies, Weil charges \$.50 per page. Each of these categories of expenses does not exceed the maximum rate set by the Local Rules or Local Guidelines. These charges are intended to cover Weil's direct operating costs, which costs are not incorporated into the Weil hourly billing rates. Only clients who actually use services of the types set forth in the summary sheet are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow Weil to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

25. On certain occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in Weil's overhead for the purpose of setting billing rates.

26. Weil has made every effort to minimize its disbursements in this case. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

**The Requested Compensation Should Be Allowed**

27. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to [a] professional person, the Court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

*Id.* § 330(a)(3).

28. Weil submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary and beneficial to the preservation and maximization of value for all stakeholders and to the orderly



administration of the Debtors' chapter 11 estates. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

29. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, Weil sought to minimize the costs of its services to the Debtors by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of case administration.

30. In sum, the services rendered by Weil were necessary and beneficial to the Debtors' estates and were consistently performed commensurate with the types of issues in these Chapter 11 Cases and in accordance with applicable deadlines and time considerations. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

### **Notice**

31. Notice of this Motion has been provided to parties-in-interest 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* [ECF No. 155] and the Interim Compensation Order. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

32. No previous request for the relief sought herein has been made by Weil to this or any other Court.

**Conclusion**

33. Weil respectfully requests that the Court (i) award interim allowance of Weil's compensation for professional services rendered during the Compensation Period in the amount of \$12,695,229.64, consisting of \$12,257,909.00 in fees incurred and \$437,320.64 in actual and necessary expenses incurred during the Compensation Period, and that such allowance be without prejudice to Weil's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application, (ii) direct payment by the Debtors of the difference between the amounts allowed and any amounts previously paid by the Debtors pursuant to the Interim Compensation Order, and (iii) grant such other and further relief as is just and proper.

Dated: May 15, 2019  
New York, New York

/s/ Kelly DiBlasi  
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
MSN 760631 Trust	N/A	MSN 20159 Trust	N/A

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
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

<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>	<b>Debtor</b>	<b>Last 4 Digits of Tax ID Number</b>
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**  
**Certification**

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. <sup>1</sup>	:	
-----X		

**CERTIFICATION OF KELLY DIBLASI IN SUPPORT OF  
FIRST APPLICATION OF WEIL, GOTSHAL & MANGES LLP,  
AS ATTORNEYS FOR THE DEBTORS, FOR INTERIM ALLOWANCE  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM NOVEMBER 25, 2018 THROUGH AND INCLUDING MARCH 31, 2019**

I, Kelly DiBlasi, hereby certify that:

1. I am a partner with the applicant firm, Weil, Gotshal & Manges LLP (“**Weil**”), with responsibility for the chapter 11 cases of Waypoint Leasing Holdings Ltd. and certain of its affiliates, as debtors and debtors in possession (the “**Debtors**”), and compliance with the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 250] (the “**Interim**”).

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<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 annexed to the Application as Exhibit A.



**Compensation Order**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013) (the “**Local Guidelines**”), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**UST Guidelines**,” and, together with the Local Guidelines, the “**Fee Guidelines**”).

2. This certification is made in connection with Weil’s Application, dated May 15, 2019, for interim compensation and reimbursement of expenses for the period commencing November 25, 2018 through and including March 31, 2019 in accordance with the Fee Guidelines (the “**Application**”).

3. Pursuant to section B(1) of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with those customarily charged by Weil and generally accepted by Weil’s clients; and
- d. In providing a reimbursable service, Weil does not make a profit on that service, whether the service is performed by Weil in-house or through a third party.

4. Pursuant to section B(2) of the Local Guidelines, and as required by the Interim Compensation Order, I certify that Weil has complied with provisions requiring it to provide the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) and the Debtors with a statement of Weil’s fees and disbursements accrued during the previous month, although such statements were not always provided within the exact timetables set forth in the Interim Compensation Order.

5. Pursuant to section B(3) of the Local Guidelines, I certify that the Debtors and the U.S. Trustee are each being provided with a copy of the Application.

6. Exhibit C to the Application compares the blended hourly rate billed by attorneys and paraprofessionals in Weil's New York office (excluding bankruptcy work) for the previous 12 month period ending April 30, 2019 with the blended hourly rate billed by attorneys and paraprofessionals to the Debtors in connection with these Chapter 11 Cases from November 25, 2018 through and including March 31, 2019. Weil does not charge a premium for bankruptcy related services as compared to other services.

7. Exhibit D and Exhibit E, respectively, show Weil's budget and a discussion of its staffing plan. Weil discussed its rates, fees, and staffing with the Debtors at the outset of these cases. Furthermore, at the outset of these cases, Weil provided estimates to the Debtors and FTI, the Debtors' financial advisor, of Weil's expected budget, on a 13-week basis. This information was then incorporated in the Debtors' budget for their DIP Financing, which budget was shared and discussed extensively with the Steering Committee and the WAC lenders. In January 2019, Weil again evaluated and discussed its fees and expenses with the Debtors and FTI to prepare an extended DIP Financing budget for the 13-week period ending May 31, 2019. In doing so, FTI and the Debtors increased Weil's anticipated monthly budget starting from January 26, 2019 onwards to \$3.5 million on a monthly basis, from the originally budgeted \$2.5 million on a monthly basis, given the fees that Weil had incurred in November 2018 through January 2019 and anticipated ongoing work streams, which could be better assessed with the benefit of knowing more about the nature and likely outcome of the Chapter 11 Cases. In addition to the foregoing, throughout the Compensation Period, Weil monitored and reported its actual accrued

fees and expenses to FTI on a biweekly basis, and FTI provided regular cash and liquidity updates (including budget to actual comparisons) to the Debtors.

8. In accordance with the UST Guidelines, Weil responds to the questions identified therein as follows:

Question 1: Did Weil agree to any variations from, or alternatives to, Weil's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Answer: No.

Question 2: Are the fees sought in the Application higher by 10% or more as compared to the fees budgeted for the Compensation Period? If so, did Weil discuss the reasons for the variation with the client?

Answer: No.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: Yes. As set forth in more detail in the Application, the Application includes time and fees related to reviewing and revising time records and preparing and reviewing invoices in connection with the preparation of monthly fee statements to ensure compliance with the Fee Guidelines. The total time expended for such matters during the Compensation Period is 69.80 hours and the corresponding compensation requested is \$41,880.00.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: Yes. As part of the ordinary review of time records to ensure compliance with Fee Guidelines, certain information is revised or redacted to protect privileged or confidential information. The total time expended with respect to the foregoing during the Compensation Period is 11.90 hours

and the corresponding compensation requested is  
\$14,280.00.

Question 6: Does the Application include any rate increases since Weil's retention in this case? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: No.

Dated: May 15, 2019  
New York, New York

/s/ Kelly DiBlasi  
Kelly DiBlasi

**Exhibit C**

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers (in New York, excluding bankruptcy) <sup>[1]</sup>	Billed in this fee application
Partner	\$1,179	\$1,306
Counsel	\$939	\$826
Senior Associate (7 years or more since first admission)	\$882	\$950
Mid-level Associate (4-6 years since first admission)	\$797	\$878
Junior Associate (0-3 years since first admission)	\$588	\$667
Paralegal	\$302	\$361
Other	\$309	\$290
All timekeepers aggregated	\$798	\$862

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<sup>[1]</sup> In accordance with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013, preceding year is a rolling 12 months year ending April 30, 2019; blended rates reflect work performed in the New York office, excluding all data from bankruptcy law matters.

**Exhibit D**

	Budgeted Fees	Actual Fees
November 25, 2018 through December 31, 2018	\$3,125,000.00	\$4,410,001.50
January 1, 2019 through January 31, 2019	\$2,750,000.00	\$3,623,721.00
February 1, 2019 through February 28, 2019	\$3,500,000.00	\$2,508,530.00
March 1, 2019 through March 31, 2019	\$3,500,000.00	\$1,715,656.50
Total	\$12,875,000.00	\$12,257,909.00

**Exhibit E**

Weil discussed attorney staffing with the Debtors throughout the cases and also included a list of primary Weil team members working on the matter on the Weil work-in-process list, which was circulated to the Debtors on a weekly basis. Core teams of Business, Finance and Restructuring, Corporate, Tax, and Litigation attorneys were supplemented by specialists and additional resources as necessary to meet client needs under the changing circumstances of these cases.