

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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AFFIDAVIT AND DISCLOSURE STATEMENT OF KAARE P. SVERDRUP
ON BEHALF OF ADVOKATFIRMAET WIERSHOLM AS
OF NORWAY,
MUNICIPALITY OF OSLO

Kaare P. Sverdrup, being duly sworn, upon his oath, deposes and says as follows:

1. I am a Partner and Lawyer of Advokatfirmaet Wiersholm AS, located at Dokkveien 1, 0250 Oslo, Norway (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: compliance assessments of the sale of assets by the Debtors and advise to its respective boards on Norwegian law matters in connection herewith.

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.



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 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 \$ 15,163 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 ____ May 2019.


Kaare P. Sverdrup

SWORN TO AND SUBSCRIBED before
Me this 16 day of May, 2019


Notary Public
Aileen Sagplads
Notarius publicus



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

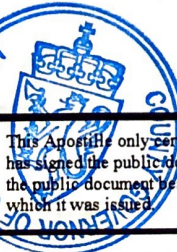
1. Country: **Norway**
2. This public document has been signed by:
Aileen Sagplads
3. Acting in the capacity of:
notary public
4. Bears the seal/stamp of:
The Notary Public in Oslo

CERTIFIED

5. **Oslo**
6. Date: **16.05.2019**
8. No.: **2019 - 53264**
7. **County Governor of Oslo and Viken**
9. Seal/Stamp

10. Signature:


Bjørg Elin Brodersen


This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears. This Apostille does not certify the content of the document for which it was issued.

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SOUTHERN DISTRICT OF NEW YORK**

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WAYPOINT LEASING	:	Case No. 18-13648 (SMB)
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	:	(Jointly Administered)
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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:

Kaare P. Sverdrup (partner) of lawfirm Advokatfirmaet Wiersholm AS

Dokkveien 1, 0250 Oslo, Norway

Post-box 1400 Vik, 0115 Oslo,

Norway

2. Date of retention: 1 January 2019;

3. Type of services to be provided:

Legal services.

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.

4. Brief description of services to be provided:

Legal advise with regard to, inter alia, the Macquarie Sale Order and completion of the same.

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

The Firm's compensation arrangements are billed after-the-fact on an hourly basis.

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

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

\$ 30,000.

\$ 116,835 accrued to end of April 2019.

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

Amount of claim: \$ 15,163

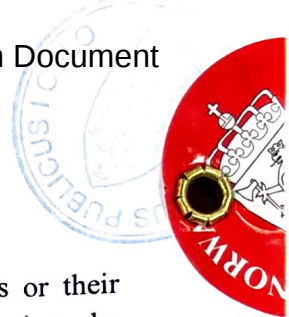
Date claim arose: Various dates from June 2018 to December 2018.

Nature of claim: Legal fees

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

Not applicable.

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:



There are to the Firm's best knowledge no adverse interests to the Debtors or their respective estates for the matters on which Advokatfirmaet Wiersholm has or is to be employed on.

9. Name and title of individual completing this form:

Kaare P. Sverdrup

Dated: ___ May 2019

A handwritten signature in blue ink, appearing to read 'Kaare P. Sverdrup', is written below the date line.