

Matthew R. Niemann
Houlihan Lokey Capital, Inc.
10250 Constellation Blvd., 5th Floor
Los Angeles, CA, 90067
Telephone: (310) 788-5220

Investment Banker for the Debtors

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

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	:	
In re:	:	Chapter 11
	:	
WAYPOINT LEASING	:	Case No. 18-13648 (SMB)
HOLDINGS LTD, et al.,	:	
	:	
Debtors.¹	:	(Jointly Administered)
	:	
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**SIXTH MONTHLY FEE STATEMENT OF HOULIHAN LOKEY
CAPITAL, INC. FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS INVESTMENT BANKER TO
THE DEBTORS FOR THE PERIOD FROM MAY 1, 2019 THROUGH MAY 31, 2019**

NAME OF APPLICANT:	Houlihan Lokey Capital, Inc.
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	The above-captioned debtors and debtors-in- possession
TIME PERIOD:	May 1 through and including May 31, 2019
DATE OF RETENTION:	January 18, 2019 <i>nunc pro tunc</i> to November 25, 2018

¹The 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**.



AMOUNT OF COMPENSATION

REQUESTED: \$27,123.08² (80% of \$87,500.00 and net of \$42,876.92 credit)³

AMOUNT OF EXPENSE

REIMBURSEMENT REQUESTED: \$0.00

Houlihan Lokey Capital, Inc. (“**Houlihan Lokey**”), investment banker to the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), hereby submits this monthly fee statement (the “**Fee Statement**”), pursuant to this Court’s *Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated January 11, 2019 (the “**Interim Compensation Order**”) and this Court’s *Order Pursuant To 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Debtors to Retain Houlihan Lokey Capital, Inc. As Investment Banker Nunc Pro Tunc to Petition Date*, dated January 18, 2019 (the “**Retention Order**”), seeking compensation and reimbursement of expenses for the period of May 1, 2019 through and including May 31, 2019 (the “**Sixth Monthly Period**”). Pursuant to the Interim Compensation Order, Houlihan Lokey respectfully requests that the Debtors promptly pay eighty percent (80%) of the compensation sought (\$87,500.00⁴ net against the remaining balance of the

² In connection with Houlihan Lokey’s prepetition services to the Debtors, Waypoint Leasing Holdings Ltd. funded a \$50,000.00 expense deposit to Houlihan Lokey on June 29, 2018. As of July 1, 2019, Houlihan Lokey has drawn \$7,123.08 from the expense deposit for their professionals’ out-of-pocket expenses incurred in connection with the performance of professional services provided prior to the Petition Date, leaving a remaining balance of \$42,876.92. Houlihan Lokey is crediting this remaining balance against the invoice to the Debtors for the Sixth Monthly Period and is requesting the Debtors remit \$27,123.08.

³ Pursuant to this Court’s *Order Pursuant To 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Debtors to Retain Houlihan Lokey Capital, Inc. As Investment Banker Nunc Pro Tunc to Petition Date*, dated January 18, 2019, Houlihan Lokey’s monthly retainer fees are subject to a 50% credit after six months. As such, Houlihan Lokey’s monthly fee for the Sixth Monthly Period is \$175,000.00 net of a 50% credit, subject to the expense deposit credit.

⁴ Pursuant to this Court’s *Order Pursuant To 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Debtors to Retain Houlihan Lokey Capital, Inc. As Investment Banker Nunc Pro Tunc to Petition Date*, dated January 18, 2019, Houlihan Lokey’s monthly retainer fees are subject to a 50% credit after six months. The amount of compensation requested is \$175,000.00 net of a 50% credit and a 20% holdback.

expense deposit in the amount of \$42,876.92), for a total amount of \$27,123.08, as listed in the invoice attached hereto as **Exhibit B**, and one hundred percent (100%) of the expenses incurred (\$0.00)⁵.

Houlihan Lokey professionals who worked on this case during the Sixth Month Period did not have any hours to be recorded. Houlihan Lokey did not have any out-of-pocket expenses for the Sixth Monthly Period incurred in connection with the performance of professional services.

Dated: July 3, 2019

HOULIHAN LOKEY CAPITAL, INC.

/s/ Matthew R. Niemann
Matthew R. Niemann
Managing Director

10250 Constellation Blvd. 5th Floor
Los Angeles, CA 90067
Telephone: (310) 788-5220

⁵ Houlihan Lokey has included all actual and necessary expenses processed by its accounting department for the Sixth Monthly Period. However, some vendors do not send regular invoices. As a result, it is possible that some expenses for the Sixth Monthly Period will be processed in subsequent periods. Accordingly, Houlihan Lokey reserves the right to seek reimbursement of additional expenses that may have been incurred during the Sixth Monthly Period, but which have not been accounted for in Houlihan Lokey's billing system as of the close of the Sixth Monthly Period.

Exhibit A

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	MSN 920022 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
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
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
Waypoint 2916 Business Trust	N/A		

Exhibit B

Invoice



HOULIHAN LOKEY

Invoice # 33287

PERSONAL & CONFIDENTIAL

June 1, 2019

Waypoint Leasing Holdings Ltd.
8 Riverpoint
Bishops Quay, V94 WC6A
Limerick, Ireland

Client # 52855
Case # 87101

Professional Fees

Monthly Fee due on May 1, 2019	\$ 175,000.00	
Less: Monthly Fee Credit	(87,500.00)	
Less: 20% Holdback	(17,500.00)	
Professional Fees Due		\$ 70,000.00

Out of Pocket Expenses

Release of Expense Deposit	\$ (42,876.92)
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TOTAL AMOUNT DUE AND PAYABLE

\$ 27,123.08

PAYMENT DUE UPON RECEIPT

Please Send Checks To:
Houlihan Lokey Capital, Inc.
Accounts Receivable Department
10250 Constellation Boulevard, 5th Floor
Los Angeles, California 90067-6802

Wire Transfer Instructions:
Bank of America
Wire Transfer ABA #026009593
ACH ABA #121000358
fbo Houlihan Lokey Capital, Inc.
Account #1453120593
Swift Code (Int'l Wires Only): BOFAUS3N
Federal ID #95-4024056