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*Attorneys for Debtors  
and Debtors in Possession*

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

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	:
<b>In re</b>	:
	:
<b>WAYPOINT LEASING</b>	:
<b>HOLDINGS LTD., et al.,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
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**Chapter 11**  
**Case No. 18-13648 (SMB)**  
**(Jointly Administered)**

**SUMMARY SHEET TO SECOND  
INTERIM AND FINAL FEE APPLICATION OF  
WEIL, GOTSHAL & MANGES LLP, AS ATTORNEYS FOR  
THE DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED DURING (I) THE  
SECOND INTERIM PERIOD OF APRIL 1, 2019 THROUGH AND  
INCLUDING AUGUST 9, 2019 AND (II) THE FINAL COMPENSATION  
PERIOD OF NOVEMBER 25, 2018 THROUGH AND INCLUDING AUGUST 9, 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**

Total compensation sought this interim period	\$2,910,368.75 <sup>2</sup>
Total expenses sought this interim period	\$62,588.76 <sup>3</sup>
Final period compensation	\$15,168,277.75
Final period expenses	\$499,909.40
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	\$12,067,559.00
Total expenses approved by interim order to date	\$406,016.83
Total allowed compensation paid to date	\$13,703,291.00
Total allowed expenses paid to date	\$446,574.37
Blended rate in this second interim application for all attorneys	\$859.23
Blended rate in this second interim application for all timekeepers	\$811.50
Blended rate in the final period for all attorneys	\$889.31
Blended rate in the final period for all timekeepers	\$852.14
Compensation sought and already paid pursuant to an interim compensation order but not yet allowed	\$1,635,732.00
Expenses sought and already paid pursuant to an interim compensation order but not yet allowed	\$40,557.54
Number of professionals included in this interim period	57
Number of professionals included in this final period	126
If applicable, difference between fees budgeted and compensation sought for this interim period	Fees were less than budgeted amount by \$609,302.49
Number of professionals billing fewer than 15 hours to the case during this interim period	32
Number of professionals billing fewer than 15 hours to the case during this final period	32
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 Second Interim Period by \$175,721.00.

<sup>3</sup> In connection with its monthly fee statements, Weil reduced its expenses voluntarily for the Second Interim Period by \$16,587.84.

**SUMMARY OF FIRST INTERIM FEE APPLICATION:**

		Total Amount Requested		Total Amount Paid to Date <sup>4</sup>	
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
01/30/2019 [ECF No. 301]	11/25/2018 – 12/31/2018	\$4,410,001.50	\$322,489.51	\$4,410,001.50	\$322,489.51
03/01/2019 [ECF No. 484]	01/01/2019 – 01/31/2019	\$3,623,721.00	\$49,652.11	\$3,623,721.00	\$49,652.11
03/29/2019 [ECF No. 568]	02/01/2019 – 02/28/2019	\$2,508,530.00	\$24,993.66	\$2,508,530.00	\$24,993.66
04/30/2019 [ECF No. 735]	03/01/2019 – 03/31/2019	\$1,715,656.50	\$40,185.36	\$1,525,306.50	\$8,881.55
<b>Total:</b>	11/25/2018 – 03/31/2019	<b>\$12,257,909.00</b>	<b>\$437,320.64</b>	<b>\$12,067,559.00</b>	<b>\$406,016.83</b>

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<sup>4</sup> In response to comments from the United States Trustee to the First Interim Fee Application, Weil wrote off an additional \$190,350.00 in fees, and \$31,303.81 in expenses.

**SUMMARY OF SECOND INTERIM FEE APPLICATION:**

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 <sup>5</sup>		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees	Expenses	Fees
May 31, 2019 [ECF No. 812]	04/01/2019 – 04/30/2019	\$783,842.25	\$10,502.19	\$627,073.80	\$10,502.19	\$627,073.80	\$10,502.19	\$156,768.45
June 27, 2019 [ECF No. 847]	05/01/2019 – 05/31/2019	\$801,010.50	\$22,018.43	\$640,808.40	\$22,018.43	\$640,808.40	\$22,018.43	\$160,202.10
July 31, 2019 [ECF No. 894]	06/01/2019 – 06/30/2019	\$459,812.25	\$8,036.92	\$367,849.80	\$8,036.92	\$367,849.80	\$8,036.92	\$91,962.45
August 27, 2019 [ECF No. 931]	07/01/2019 – 08/09/2019	\$865,703.75	\$22,031.22	\$692,563.00	\$22,031.22	\$0.00	\$0.00	\$173,140.75
<b>Total for Second Interim Fee Application</b>	04/01/2019 – 08/09/2019	<b>\$2,910,368.75</b>	<b>\$62,588.76</b>	<b>\$2,328,295.00</b>	<b>\$62,588.76</b>	<b>\$1,635,732.00</b>	<b>\$40,557.54</b>	<b>\$582,073.75</b>

Objections to Monthly Fee Statements: None.

Compensation Sought In This Application Not Yet Paid: \$1,296,667.97.

<sup>5</sup> As of the date of this filing, Weil has not yet received payment for the period July 1, 2019 - August 9, 2019.

**COMPENSATION BY PROFESSIONAL  
FOR THE SECOND INTERIM PERIOD**

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

NAME	POSITION	DEPARTMENT <sup>6</sup>	YEAR ADMITTED <sup>7</sup>	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Soto, Edward	Partner	LIT	1978 (FL)	\$1,325.00	22.80	\$30,210.00
Blanchard, Kimberly S.	Partner	TAX	1982	\$1,525.00	5.10	\$7,777.50
Goldring, Stuart J.	Partner	TAX	1984	\$1,600.00	9.80	\$15,680.00
Wessel, Paul J.	Partner	TAX	1988	\$1,600.00	2.00	\$3,200.00
Holtzer, Gary T.	Partner	BFR	1991	\$1,600.00	16.70	\$26,720.00
Lemons, Robert J.	Partner	BFR	2001	\$1,400.00	307.90	\$431,060.00
Westerman, Gavin	Partner	CORP	2004	\$1,200.00	18.50	\$22,200.00
Kempf, Ludger J.	Partner	TAX	2004 (Germany)	\$695.00	3.30	\$2,293.50
DiBlasi, Kelly	Partner	BFR	2005	\$1,200.00	275.30	\$326,940.00
Lamy (de), Edouard	Partner	TAX	2005 (France)	\$1,015.00	2.00	\$2,030.00
Gershowitz, Gabriel	Counsel	CORP	2010	\$1,050.00	5.30	\$5,565.00
Abrar, Kamyar	Partner	CORP	2010 (Germany)	\$755.00	6.70	\$5,058.50
Friedman, Julie T.	Associate	BFR	2003	\$600.00	88.80	\$53,280.00
Alexander, Lauren Zerinopoulos	Associate	LIT	2008 (FL)	\$995.00	123.20	\$115,370.25
Cruz, Mariel E.	Associate	CORP	2010	\$995.00	22.40	\$22,288.00
Carson, Candice M.	Associate	BFR	2010 (TX)	\$995.00	83.40	\$82,983.00
Chanter, Athene	Associate	LIT	2010 (UK)	\$870.00	5.00	\$4,350.00
Merrit, Lindsay	Associate	BFR	2012 (UK)	\$1,045.00	7.80	\$8,151.00
Berman, Corey D.	Associate	LIT	2012 (FL)	\$980.00	10.80	\$10,584.00
Weise, Thomas	Associate	CORP	2013 (Germany)	\$465.00	21.70	\$10,090.50
Ivanova, Iliana Z.	Associate	CORP	2014 (TX)	\$875.00	60.20	\$52,675.00
Jia, Carol	Associate	CORP	2014	\$790.00	2.00	\$1,580.00
Podzius, Bryan R.	Associate	BFR	2015 (VA)	\$875.00	582.30	\$508,725.00
Mody, Scott	Associate	CORP	2015 (UK)	\$850.00	9.30	\$7,905.00
Yan, Kai	Associate	TAX	2015 (Germany)	\$405.00	22.30	\$9,031.50
Agam, Mor	Associate	TAX	2017	\$790.00	5.60	\$4,424.00
Conte, John	Associate	BFR	2017	\$790.00	4.00	\$3,160.00
Eiden, Matthias	Associate	BFR	2017 (Germany)	\$465.00	3.20	\$1,488.00

<sup>6</sup> BFR – Business Finance & Restructuring, CORP – Corporate, LIT – Litigation

<sup>7</sup> \* - Not yet admitted

NAME	POSITION	DEPARTMENT <sup>6</sup>	YEAR ADMITTED <sup>7</sup>	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Loo, Qinghao Shauna	Associate	CORP	2018 (Hong Kong)	\$950.00	6.80	\$6,460.00
Moreland, Vernell Henry	Associate	CORP	2018	\$790.00	29.50	\$23,305.00
Foust, Rachael L.	Associate	BFR	2018	\$690.00	171.00	\$117,990.00
Macdonagh, Jamie	Associate	CORP	2018 (UK)	\$610.00	8.00	\$4,880.00
Chelesnik, Alexandra Garcia	Associate	CORP	2019	\$560.00	7.40	\$4,144.00
Fang, Weiru	Associate	BFR	2019	\$560.00	191.10	\$106,400.00
Berger, Ryan Alexander	Associate	BFR	*	\$690.00	1,051.00	\$724,120.50
Palma, Samantha	Associate	CORP	*	\$690.00	1.30	\$897.00
Sotsky, Daniel Ross	Associate	CORP	*	\$560.00	4.00	\$2,240.00
Son, Seung Wook	Associate	CORP	*	\$560.00	15.40	\$8,624.00
Zhao, Wehnyuan	Associate	CORP	*	\$490.00	14.60	\$7,154.00
Tatarova, Malina	Associate	BFR	*	\$410.00	17.50	\$7,175.00
<b>Total:</b>					<b>3,245.00</b>	<b>\$2,788,209.25</b>

The paraprofessionals who rendered professional services in these Chapter 11 Cases during the Second Interim Period are:

NAME OF PARAPROFESSIONAL	DEPARTMENT	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen	BFR	\$420.00	46.90	\$19,698.00
Arias, Juan C.	CORP	\$405.00	4.10	\$1,660.50
Stauble, Christopher A.	BFR	\$405.00	29.90	\$12,109.50
Ellsworth, John A.	CORP	\$385.00	10.70	\$4,119.50
Inglis, Suzanne	LIT	\$385.00	3.50	\$1,347.50
Fabsik, Paul	BFR	\$375.00	174.40	\$65,400.00
Gilmartin, Justin	CORP	\$355.00	2.00	\$710.00
Karkat, Sakina	CORP	\$355.00	1.20	\$426.00
Schubart, Nico-Santino	CORP	\$320.00	1.10	\$352.00
Kwoon, Anna	CORP	\$315.00	1.50	\$472.50
Altman-Desole, Jacob	BFR	\$240.00	5.00	\$1,200.00
Keschner, Jason	BFR	\$240.00	25.40	\$6,096.00
Kleissler, Matthew	BFR	\$240.00	12.40	\$2,976.00
Peene, Travis J.	BFR	\$240.00	15.00	\$3,600.00
Pero, Jake Henry	LIT	\$240.00	4.70	\$1,128.00
Pfeifenberger, Anne	LIT	\$240.00	1.00	\$240.00
Zaslav, Benjamin	BFR	\$240.00	2.60	\$624.00
<b>Total:</b>			<b>341.40</b>	<b>\$122,159.50</b>

The total fees for the Second Interim Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel (12)	\$1,301.06	675.40	\$878,734.50
Associates (28)	\$743.10	2,569.60	\$1,909,474.75
Paraprofessionals (17)	\$357.82	341.40	\$122,159.50
<b>Blended Attorney Rate</b>	<b>\$859.23</b>		
<b>Blended Timekeepers Rate</b>	<b>\$811.50</b>		
<b>Total:</b>		<b>3,586.40</b>	<b>\$2,910,368.75</b>



**COMPENSATION BY PROFESSIONAL  
FOR THE FINAL COMPENSATION PERIOD**

NAME	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Chatzinoff, Howard	Partner	CORP	1978	\$1,600.00	11.50	\$18,400.00
Soto, Edward	Partner	LIT	1978 (FL)	\$1,325.00	265.30	\$351,522.50
Blanchard, Kimberly S.	Partner	TAX	1982	\$1,525.00	118.80	\$181,170.00
Goldring, Stuart J.	Partner	TAX	1984	\$1,600.00	118.20	\$189,120.00
Wessel, Paul J.	Partner	TAX	1988	\$1,600.00	22.70	\$36,320.00
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	254.80	\$404,400.00
Carangelo, Robert F.	Partner	LIT	1992	\$1,225.00	2.60	\$3,185.00
Ong, Henry	Partner	CORP	1994 (Ireland)	\$1,350.00	4.80	\$6,480.00
Kronman, Ariel	Partner	CORP	1994	\$1,200.00	4.40	\$5,280.00
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	860.80	\$1,205,120.00
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	268.80	\$322,560.00
Kempf, Ludger J.	Partner	TAX	2004 (Germany)	\$695.00	6.10	\$4,239.50
DiBlasi, Kelly	Partner	BFR	2005	\$1,200.00	1,153.50	\$1,377,000.00
Lamy (de), Edouard	Partner	TAX	2005 (France)	\$1,015.00	2.00	\$2,030.00
Abrar, Kamyar	Partner	CORP	2010 (Germany)	\$755.00	71.50	\$54,064.50
Meyrowitz, Melissa	Counsel	CORP	1999	\$1,050.00	3.20	\$3,266.50
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
Gershowitz, Gabriel	Counsel	CORP	2010	\$1,050.00	20.60	\$21,525.50

NAME	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Friedman, Julie T.	Associate	BFR	2003	\$600.00	202.20	\$121,320.00
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)	\$995.00	549.90	\$501,281.00
Wimber, Ansgar	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	956.50	\$950,424.00
Carson, Candice M.	Associate	BFR	2010 (TX)	\$995.00	689.80	\$677,595.00
Kramer, Kevin	Associate	LIT	2010	\$995.00	142.30	\$141,588.50
Chanter, Athene	Associate	LIT	2010 (UK)	\$870.00	5.00	\$4,350.00
Welch, Timothy C.	Associate	LIT	2011	\$995.00	16.20	\$16,119.00
Merritt, Lindsay	Associate	BFR	2012 (UK)	\$1,045.00	7.80	\$8,151.00
Berman, Corey D.	Associate	LIT	2012 (FL)	\$980.00	271.30	\$238,091.00
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	135.50	\$63,007.50
Ivanova, Iliana Z.	Associate	CORP	2014 (TX)	\$995.00	605.20	\$529,156.25
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	12.30	\$9,717.00
Smith, Gabriela	Associate	BFR	2015	\$920.00	272.70	\$250,332.00
Thibault, Kimberly	Associate	CORP	2015	\$920.00	199.70	\$183,724.00
Whittam, Kevin	Associate	CORP	2015	\$920.00	218.50	\$201,020.00
Podzius, Bryan R.	Associate	BFR	2015 (VA)	\$875.00	1,136.20	\$992,687.50
Mody, Scott	Associate	CORP	2015 (UK)	\$850.00	57.30	\$48,705.00
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
Yan, Kai	Associate	CORP	2015 (Germany)	\$405.00	22.30	\$9,031.50
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	170.20	\$134,458.00

NAME	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Conte, John	Associate	BFR	2017	\$790.00	572.40	\$451,011.00
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
Eiden, Matthias	Associate	BFR	2017 (Germany)	\$465.00	48.60	\$22,349.00
Hille, Aurel	Associate	CORP	2017 (Germany)	\$465.00	1.50	\$697.50
Preissler, Alisa	Associate	TAX	2017 (Germany)	\$465.00	13.50	\$6,277.50
Loo, Qinghao Shauna	Associate	CORP	2018 (Hong Kong)	\$950.00	13.00	\$12,350.00
Moreland, Vernell Henry	Associate	CORP	2018	\$790.00	450.10	\$355,579.00
Foust, Rachael L.	Associate	BFR	2018	\$690.00	607.90	\$418,174.50
Grudzina, Phillip D.	Associate	CORP	2018	\$690.00	45.70	\$31,533.00
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
Macdonagh, Jamie	Associate	CORP	2018 (UK)	\$610.00	8.00	\$4,880.00
Vinson, Elizabeth Blaine	Associate	CORP	2018 (TX)	\$560.00	73.60	\$41,216.00
Bruno, Travis	Associate	TAX	2019	\$560.00	1.30	\$728.00
Chelesnik, Alexandra Garcia	Associate	CORP	2019	\$560.00	120.60	\$67,536.00
Fang, Weiru	Associate	BFR	2019	\$560.00	917.20	\$513,016.00
Richardson, Jillian Claire	Associate	CORP	2019	\$560.00	1.60	\$896.00
Berger, Ryan Alexander	Associate	BFR	*	\$690.00	2,174.80	\$1,497,990.00
Palma, Samantha	Associate	CORP	*	\$690.00	617.70	\$426,213.00
Sotsky, Daniel Ross	Associate	CORP	*	\$560.00	76.70	\$42,952.00
Son, Seung Wook	Associate	CORP	*	\$560.00	498.00	\$278,880.00
Zhao, Wenyun	Associate	CORP	*	\$490.00	14.60	\$7,154.00
Geddes-O'Dolan, Barnaby	Associate	CORP	*	\$410.00	31.50	\$12,915.00
Gao, Xin	Associate	CORP	*	\$410.00	1.60	\$656.00
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
Tatarova, Matalina	Associate	CORP	*	\$410.00	39.10	\$16,031.00
Al Rasheed, Marwan	Associate	CORP	*	\$410.00	2.00	\$820.00
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	*	\$410.00	9.00	\$2,610.00
<b>Total:</b>					<b>16,550.10</b>	<b>\$14,718,108.25</b>

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

NAME OF PARAPROFESSIONAL	DEPARTMENT <sup>1</sup>	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen	BFR	\$420.00	142.60	\$59,892.00
Arias, Juan C.	CORP	\$405.00	12.70	\$5,143.50
Stauble, Christopher A.	BFR	\$405.00	140.10	\$56,740.50
Ellsworth, John A.	CORP	\$385.00	43.70	\$16,824.50
Hoilett, Leason	LIT	\$385.00	7.00	\$2,695.00
Inglis, Suzanne	LIT	\$385.00	7.00	\$2,695.00
Malcolm, Patrice	LSS	\$385.00	6.80	\$2,618.00
Fabsik, Paul	BFR	\$375.00	589.40	\$221,025.00
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	4.40	\$1,562.00
Aaron-Betton, Merlyn	CORP	\$330.00	31.90	\$10,527.00
Altman-Desole, Jacob	BFR	\$240.00	5.00	\$1,200.00
Karkat, Sakina	CORP	\$355.00	2.20	\$781.00
Keschner, Jason	BFR	\$240.00	35.20	\$8,448.00
Kleissler, Matthew	BFR	\$240.00	60.30	\$14,472.00
Kwoon, Anna	CORP	\$315.00	5.70	\$1,795.50
Meyer, Natalie	LIT	\$240.00	1.30	\$312.00
Peene, Travis J.	BFR	\$240.00	57.10	\$13,704.00
Pero, Jake Henry	LIT	\$240.00	4.70	\$1,128.00
Pfeifenberger, Anne	LIT	\$240.00	3.70	\$888.00
Schimmel, Kelsea	CORP	\$240.00	3.10	\$744.00
Schubart, Nico-Santino	CORP	\$320.00	1.10	\$352.00
Thiel, Kristina	LIT	\$290.00	7.30	\$2,117.00
Yu, Julia	BFR	\$240.00	2.00	\$480.00
Zaslav, Benjamin	BFR	\$240.00	26.60	\$6,384.00
<b>Total:</b>			<b>1,250.20</b>	<b>\$450,169.50</b>

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

The total fees for the Final Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel (31)	\$1,293.53	3,703.00	\$4,789,958.50
Associates (69)	\$772.79	12,847.10	\$9,928,149.75
Paraprofessionals and Other Non-Legal Staff (26)	\$360.08	1,250.20	\$450,169.50
<b>Blended Attorney Rate</b>	<b>\$889.31</b>		
<b>Blended Timekeepers Rate</b>	<b>\$852.14</b>		
<b>Total:</b>		<b>17,800.30</b>	<b>\$15,168,277.75</b>

**COMPENSATION BY PROJECT CATEGORY  
FOR THE SECOND INTERIM PERIOD**

<b>TASK CODE</b>	<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS BILLED</b>	<b>AMOUNT</b>
001	363 Asset Sales	231.10	\$200,161.50
005	Adversary Proceedings	12.50	\$12,289.00
008	Avoidance Actions	3.30	\$4,142.50
009	Bar Date/Claims Reconciliation Issues	77.80	\$69,645.00
010	Case Administration/WIP List and Case Calendar	39.00	\$24,872.00
011	Corporate/Securities/Governance	443.20	\$330,187.50
012	Customer/Vendor/Supplier/Reclamation/503(b)(9) Issues	2.30	\$1,907.00
013	DIP Financing/Cash Management/Cash Collateral	5.80	\$5,017.00
014	Disclosure Statement/Solicitation/Voting	410.80	\$342,173.50
015	Employee Issues	10.10	\$9,334.00
017	Exclusivity	1.00	\$1,200.00
018	Executory Contracts/Leases/365 (excluding Aircraft)	10.10	\$6,969.00
019	Exit Financing	0.40	\$276.00
020	General Case Strategy/Team Meetings	217.80	\$202,904.00
021	Hearing and Court Matters	186.50	\$122,449.00
022	Insurance Issues	13.60	\$11,295.00
025	Non-Working Travel	27.30	\$13,106.75
026	Plan of Reorganization/Plan Confirmation/Plan Implementation	1,080.90	\$950,597.00
027	Retention/Fee Applications: Other Professionals	213.70	\$166,026.50
028	Retention/Fee Applications: Ordinary Course Professionals	34.20	\$21,338.00
029	Schedules/Statement of Financial Affairs/Rule 2015.3 Reports	37.00	\$26,729.00
030	Secured Creditors Issues/Meetings/Communications	2.20	\$2,028.00
031	Tax Issues	14.90	\$16,641.50
032	Unsecured Creditors Issues/Meetings/Communications	0.70	\$483.00
033	U.S. Trustee Issues/Meetings/Communications	175.10	\$120,015.50
035	WG&M Retention/Billing/Fee Applications	201.80	\$128,745.50
036	WAC1	3.50	\$2,729.50
037	WAC2	39.80	\$33,017.50
038	WAC3	2.60	\$2,395.00
039	WAC6	1.40	\$1,395.00
040	WAC7	27.70	\$29,539.00

041	WAC8	1.70	\$1,887.50
042	WAC9	5.40	\$3,297.50
043	WAC10	45.20	\$41,746.50
044	WAC12	6.00	\$3,828.50
<b>Total:</b>		<b>3,586.40</b>	<b>\$2,910,368.75</b>

**COMPENSATION BY PROJECT CATEGORY  
FOR THE FINAL COMPENSATION PERIOD**

<b>TASK CODE</b>	<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS BILLED</b>	<b>AMOUNT</b>
001	363 Asset Sales	5,027.80	\$4,363,211.00
004	Administrative Expense Claims	1.00	\$1,157.00
005	Adversary Proceedings	69.70	\$70,556.50
006	Aircraft Executory Contracts and Leases	4.60	\$4,235.00
008	Avoidance Actions	3.30	\$4,142.50
009	Bar Date/Claims Reconciliation Issues	115.20	\$98,615.00
010	Case Administration/WIP List and Case Calendar	259.90	\$169,278.50
011	Corporate/Securities/Governance	1,015.30	\$786,560.50
012	Customer/Vendor/Supplier/Reclamation/503(b)(9) Issues	25.40	\$23,277.50
013	DIP Financing/Cash Management/Cash Collateral	1,515.00	\$1,449,982.50
014	Disclosure Statement/Solicitation/Voting	493.30	\$413,310.50
015	Employee Issues	687.00	\$727,596.50
017	Exclusivity	16.30	\$12,928.00
018	Executory Contracts/Leases/365 (excluding Aircraft)	36.10	\$30,179.00
019	Exit Financing	0.40	\$276.00
020	General Case Strategy/Team Meetings	1,201.10	\$1,105,579.50
021	Hearing and Court Matters	1,360.50	\$1,031,013.00
022	Insurance Issues	38.70	\$36,569.50
023	International Issues	6.60	\$5,697.00
025	Non-Working Travel	211.30	\$104,774.75
026	Plan of Reorganization/Plan Confirmation/Plan Implementation	1,412.70	\$1,252,432.50
027	Retention/Fee Applications: Other Professionals	610.40	\$473,124.00
028	Retention/Fee Applications: Ordinary Course Professionals	72.60	\$48,694.00
029	Schedules/Statement of Financial Affairs/Rule 2015.3 Reports	278.00	\$204,172.50
030	Secured Creditors Issues/Meetings/Communications	22.90	\$23,432.50
031	Tax Issues	128.70	\$170,133.00
032	Unsecured Creditors Issues/Meetings/Communications	5.60	\$5,499.00
033	U.S. Trustee Issues/Meetings/Communications	274.80	\$196,390.50
035	WG&M Retention/Billing/Fee Applications	411.90	\$264,857.00
036	WAC1	19.40	\$19,181.50
037	WAC2	743.10	\$632,745.50
038	WAC3	30.70	\$32,291.50



<b>TASK CODE</b>	<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS BILLED</b>	<b>AMOUNT</b>
039	WAC6	23.40	\$23,787.50
040	WAC7	188.40	\$161,273.50
041	WAC8	149.60	\$127,307.00
042	WAC9	639.20	\$539,595.50
043	WAC10	51.40	\$48,018.00
044	WAC12	649.00	\$506,403.00
<b>Total:</b>		<b>17,800.30</b>	<b>\$15,168,277.75</b>

**EXPENSE SUMMARY FOR  
THE SECOND INTERIM PERIOD**

<b>EXPENSE CATEGORY</b>	<b>AMOUNT</b>
Computerized Research	\$3,845.49
Meals	\$3,607.70
Court Reporting	\$2,086.21
Corporation Services	\$1,816.50
Travel	\$12,271.75
Local Transportation	\$8,797.22
Duplicating	\$28,959.31
Mail/Messenger	\$780.58
CourtCall	\$243.00
Filing Fees	\$181.00
<b>Total:</b>	<b>\$62,588.76</b>

**EXPENSE SUMMARY FOR  
THE FINAL COMPENSATION PERIOD**

<b>EXPENSE CATEGORY</b>	<b>AMOUNT</b>
Computerized Research	\$15,000.55
Meals	\$25,094.61
Court Reporting	\$2,472.85
Corporation Services	\$5,291.10
Travel	\$53,487.85
Local Transportation	\$33,597.17
Duplicating	\$116,321.15
Mail/Messenger	\$1,592.12
CourtCall	\$959.00
Filing Fees	\$246,093.00
<b>Total:</b>	<b>\$499,909.40</b>

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*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	:	

**SECOND INTERIM AND FINAL FEE APPLICATION  
OF WEIL, GOTSHAL & MANGES LLP, AS ATTORNEYS  
FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF ACTUAL AND NECESSARY EXPENSES INCURRED DURING  
(I) THE SECOND INTERIM PERIOD OF APRIL 1, 2019 THROUGH  
AND INCLUDING AUGUST 9, 2019 AND (II) THE FINAL COMPENSATION  
PERIOD OF NOVEMBER 25, 2018 THROUGH AND INCLUDING AUGUST 9, 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**”, and after the Effective Date (as defined herein), the

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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**.

“**Liquidating Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), respectfully represents as follows in support of this application (the “**Application**”):

**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**”), Weil requests allowance of compensation for professional services performed by Weil and for reimbursement of actual and necessary expenses incurred during the period commencing (a) April 1, 2019 through and including August 9, 2019 (the “**Second Interim Period**”) and (b) November 25, 2018 through and including August 9, 2019 (the “**Final Compensation Period**”, and together with the Second Interim Period, the “**Compensation Periods**”).

**Jurisdiction**

2. 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**

3. 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.

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

5. On July 31, 2019, the Court entered an order (the "**Confirmation Order**") [ECF No. 893] confirming the Debtors' *Third Amended Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 871] (the "**Plan**"). The effective date of the Plan occurred on August 9, 2019 (the "**Effective Date**").

6. 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>

7. The Debtors have advised Weil that, through the Effective 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**

8. Weil has served as counsel to the Debtors (and now the Liquidating Debtors) 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

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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.

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;
- 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.

9. On August 21, 2019, this Court entered an order granting Weil's first application 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 [ECF No. 924] (the "**First Interim Fee Application**"), as amended to reflect certain adjustments pursuant to an agreement with the United States Trustee.

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

10. During the Compensation Periods, Weil staffed attorneys from all of the firm's departments and numerous practice areas to assist in the efficient administration of the

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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**").

Debtors and their estates. Weil seeks allowance of compensation for professional services performed (i) during the Second Interim Period in the amount of \$2,910,368.75 and (ii) during the Final Compensation Period in the amount of \$15,168,277.75. Weil also seeks allowance of expenses incurred in connection with the rendition of such services (i) during the Second Interim Period in the amount of \$62,588.76 and (ii) during the Final Compensation Period in the amount of \$499,909.40. During the Second Interim Period, Weil attorneys, paraprofessionals, and other non-legal staff expended a total of 3,586.40 hours in connection with the necessary services performed. During the Final Compensation Period, Weil attorneys, paraprofessionals, and other non-legal staff expended a total of 16,550.10 hours in connection with the necessary services performed.

11. 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).

12. 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.

13. 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.

14. 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.

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

16. 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 Periods, 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.

17. The attached summary sheet also contains a summary of Weil's time records billed during the Compensation Periods 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 provided to the Debtors, the Court, and the U.S. Trustee in the format specified by the Fee Guidelines.

18. The attached summary sheet also contains schedules specifying the categories of expenses for which Weil is seeking reimbursement and the total amount for each such expense category incurred during the Compensation Periods. 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.

19. 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 August 31, 2019 and the blended hourly rates billed to the Debtors during the Second Interim Period.

20. 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 through May 31, 2019, and weekly updates of actual professional fees and expenses incurred. Upon the expiration of such postpetition financing budget, Weil provided the Debtors with an extended budget for the months of June, July, and August, and continued to provide regular updates of actual and estimated fees and expenses. Moreover, throughout the Compensation Period, Weil generally discussed staffing and fees with the Debtors. 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.

21. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Periods 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.

22. 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 Second Interim Period**

23. The following is a summary of the significant professional services rendered by Weil during the Second Interim 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: \$200,161.50; Total Hours: 231.10

- Obtained Court approval authorizing Debtor Waypoint Asset Co 11 Limited and its subsidiary Debtor MSN 2905 Trust to sell an Airbus Helicopter H225 aircraft with manufacturer serial number 2905 to Agrarflug Helilift GMBH & Co. KG (the “**MSN 2905 Sale Motion**”), after negotiating the sale terms and legal documents, and preparing the motion, order, affidavit, and related notices; and
- Researched and discussed post-consummation issues in connection with the sale of substantially all of the Debtors' assets to Macquarie Rotorcraft Leasing Holdings Limited (“**Macquarie**”, and the sale, the “**Macquarie Sale Transaction**”), including issues related to the Debtors' transition service agreement and the release of escrowed proceeds.

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

Fees: \$69,645.00; Total Hours: 77.80

- Drafted and filed an objection to the proofs of claim filed by Ed Washecka, and in connection therewith, conducted factual diligence regarding the asserted claim; and
- Researched and analyzed issues related to the treatment of the Debtors' intercompany claims.

c. Case Administration/WIP List and Case Calendar (Task Code 010)

Fees: \$24,872.00; Total Hours: 39.00

- Prepared, updated, and distributed docket updates, case calendars, an extensive work-in-process list, solicitation and case timeline, and a priority task list for the Debtors, Weil, and FTI Consulting, Inc. (“**FTI**”);
- 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: \$330,187.50; Total Hours: 443.20

- Prepared materials for and participated in numerous meetings of the Debtors’ various boards of directors (each, a “**Board**” and collectively, the “**Boards**”) regarding, among other topics, approval of the Debtors’ Plan and related disclosure statement (the “**Disclosure Statement**”), confirmation of the Plan, the sale of the MSN 2905 Aircraft, approval of a resolution with the lender to the Debtors’ credit facility for WAC10 (the “**WAC10 Lender**”), chapter 11 case status and updates, and the winddown process;
- Advised the Debtors regarding various governance issues, including local law requirements regarding director resignations, and in furtherance thereof:
  - Consulted with local counsel regarding local law requirements;
  - Prepared and negotiated new director agreements; and
  - Amended corporate organizational documents;
- Analyzed treatment of equity interests in Waypoint Leasing Holdings under the Plan and discussed the same with Cayman counsel;
- Conferred with local counsel regarding amendments to organizational documents in connection with the Plan and winddown;
- Drafted minutes, resolutions, and corporate governance guidelines; and
- Discussed with local counsel regarding board resolutions for non-U.S. Debtor entities.

e. Disclosure Statement/Solicitation/Voting (Task Code 014)  
Fees: \$342,173.50; Total Hours: 410.80

- Obtained Court approval of the Debtors’ Disclosure Statement and solicitation procedures and in furtherance thereof:
  - Drafted the Disclosure Statement and a related motion to approve the solicitation procedures and the Disclosure Statement;
  - Reviewed and analyzed, and ultimately resolved, certain informal and formal objections to the Disclosure Statement, including requesting an adjournment and rescheduling the hearing to approve the Disclosure Statement to accommodate negotiation of such resolutions;

- Drafted and filed a reply in support of the Disclosure Statement and an amended version of such document, which included revisions that the Debtors agreed to include to resolve objections and address certain other comments;
- Prepared and filed a further revised solicitation version of the Disclosure Statement reflecting modifications requested by the Court;
- Coordinated with the Debtors, Weil team, and other advisors regarding these documents;
- Prepared and reviewed solicitation materials sent to the Debtors' voting classes;
- Participated on multiple calls with the Debtors' voting and claims agent, Kurtzman Carson Consultants LLC ("KCC"), regarding voting amount spreadsheets, the solicitation process, claimants entitled to vote, and other solicitation-related issues; and
- Reviewed and provided comments to KCC's voting certification.

f. General Case Strategy/Team Meetings (Task Code 020)

Fees: \$202,904.00; Total Hours: 217.80

- Conducted numerous conferences and teleconferences with the Weil team, the Debtors, and the Debtors' other professionals regarding the status, strategy, and administration of the Debtors' chapter 11 cases, including (among other things) issues related to the Disclosure Statement, Plan, and winddown;
- Engaged with the U.S. Trustee and the Debtors' prepetition lenders regarding multiple aspects of the Chapter 11 Cases;
- Discussed preparations 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.

g. Hearing and Court Matters (Task Code 021)

Fees: \$122,449.00; Total Hours: 186.50

- Prepared for and represented the Debtors at five (5) hearings before the Court, including the hearing to extend exclusivity; the hearing to dismiss the Chapter 11 Case for MSN 920022; a hearing in the adversary proceeding filed by Macquarie; the hearing to approve the Disclosure Statement and solicitation procedures; and the hearing to confirm the Plan;
- Prepared witnesses, affidavits and evidence to present in support of relief requested;
- Prepared, filed and arranged service of various motions, notices and other 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.
- h. Non-Working Travel (Task Code 025)  
Fees: \$13,106.75; Total Hours: 27.30
- Traveled to and from Court hearings and the section 341 meeting.
- i. Plan of Reorganization/Plan Confirmation/Plan Implementation (Task Code 026)  
Fees: \$950,597.00; Total Hours: 1,080.90
- Drafted, negotiated, and obtained confirmation of the Plan, which provides for a structured and efficient mechanism to (i) implement the liquidation of the Debtors' remaining assets and estates, (ii) resolve outstanding claims asserted against the Debtors, and (iii) position the estates for an orderly, cost-efficient global winddown, and in connection therewith:
    - Drafted various iterations of the Plan, to address comments received from various parties and to resolve certain objections;
    - Coordinated and communicated with the Debtors, the Debtors' professionals, and other significant parties in interest regarding the Debtors' Plan, including its structure and means of implementation;
    - Conducted research and analysis regarding confirmation requirements, potential treatment of certain claims under the Plan, releases and exculpation, voting results, solicitation, and other Plan-related issues; and
    - Drafted, negotiated, and filed a Plan Supplement and Plan exhibits that include: (i) the Plan Oversight Board Bylaws; (ii) the Plan Administrator Agreement; (iii) a list of assumed executory contracts; (iv) disclosure regarding directors, managers, and officers; and (v) a proposed Director Agreement;
  - Prepared for and successfully represented the Debtors at the hearing to confirm the Debtors' Plan, and in furtherance thereof:
    - Prepared and filed a memorandum of law and two (2) declarations in support of confirmation;
    - Reviewed and analyzed indemnification provisions in Debtors' organizational documents;
    - Analyzed, negotiated and resolved informal confirmation objections; and
    - Prepared and revised the order confirming the Plan;
  - Analyzed and discussed issues related to the conditions and steps necessary for the Plan to go effective, and in connection therewith:
    - Designed a post-Effective Date corporate governance structure;

- Drafted director service agreements;
- Analyzed procedures and costs associated with winding down the Debtors and their non-Debtor affiliates in various jurisdictions, and worked with the Debtors' other advisors to further develop a detailed winddown plan and related budget;
- Coordinated with local counsel regarding the post-Effective Date winddown of the Debtors and their non-Debtor affiliates; and
- Organized and prepared for a post-Effective Date meeting with the Plan Administrator and the Debtors' winddown professionals to discuss (among other things) the process of winding down the Debtors and their affiliates globally.

j. Retention/Fee Applications: Other Professionals (Task Code 027)  
Fees: \$166,026.50; Total Hours: 213.70

- Worked with the Debtors' other professionals, including Houlihan Lokey, FTI, Accenture LLP, A&L Goodbody Solicitors, Ernst & Young LLP ("EY"), White & Case LLP, KPMG Ireland ("KPMG"), and KCC (collectively, the "**Professionals**") regarding the chapter 11 compensation process, including reviewing, revising, and filing the Professionals' monthly fee statements and first interim fee applications;
- Assisted the Debtors in obtaining court approval of EY's retention, and in furtherance thereof:
  - Assisted EY with preparation and revision of the pleadings in support of EY's retention;
  - Engaged in calls and correspondence with the U.S. Trustee regarding such retention and worked with the U.S. Trustee to resolve certain issues in connection therewith; and
  - Drafted two (2) supplemental declarations in support of the retention to address such issues;
- Assisted the Debtors in obtaining court approval of KPMG's retention, and in furtherance thereof:
  - Engaged in calls and correspondence with the U.S. Trustee regarding such retention and worked with the U.S. Trustee to resolve certain issues in connection therewith;
  - Drafted a supplemental declaration in support of the retention application to address such issues; and
  - Revised the retention order; and
- Maintained and updated a tracker of professional fees, as requested by the Debtors.

k. Retention/Fee Applications: Ordinary Course Professionals (Task Code 028)  
Fees: \$21,338.00; Total Hours: 34.20

- Drafted and reviewed supplemental applications for the retention of additional ordinary course professionals; and

- Corresponded with ordinary course professionals regarding status of their retention and payments.
- l. U.S. Trustee Issues/Meetings/Communications (Task Code 033)  
Fees: \$120,015.50; Total Hours: 175.10
- Prepared materials, advised the Debtors, and researched issues in preparation for the Debtors' section 341 meeting;
  - Prepared for and attended the Debtors' section 341 meeting;
  - Prepared notices in connection with the final disbursement amounts for certain Debtors whose Chapter 11 Cases were being dismissed; and
  - Corresponded with the U.S. Trustee regarding payment of U.S. Trustee fees.
- m. WG&M Retention/Billing/Fee Applications (Task Code 035)  
Fees: \$128,745.50; Total Hours: 201.80
- Prepared and filed four (4) monthly fee statements in accordance with the Interim Compensation Order;
  - Drafted and filed Weil's First Interim Fee Application and proposed interim compensation order; and
  - Reviewed time records and disbursements for compliance with U.S. Trustee Guidelines.
- n. WAC2 (Task Code 037)  
Fees: \$33,017.50; Total Hours: 39.80
- Drafted three (3) amendments to the escrow agreement entered into by the Debtors and Wells Fargo Bank, N.A., as agent for the WAC2 lenders (the "**WAC2 Lenders**"), including to address issues related to potential VAT taxes owed.
- o. WAC7 (Task Code 040)  
Fees: \$29,539.00; Total Hours: 27.70
- Discussed and addressed concerns raised by the lenders to the credit facility for WAC7 (the "**WAC7 Lenders**") related to the Plan, including certain release provisions; and
  - Reviewed a motion for relief from the automatic stay filed by counsel for SunTrust Bank, in its capacity as Administrative Agent to the WAC7 Lenders (the "**WAC7 Agent**"), so that the WAC7 Agent could apply certain amounts in segregated accounts against the amounts owed by the Debtors under the WAC7 credit agreement.



p. WAC10 (Task Code 043)

Fees: \$41,746.50; Total Hours: 45.20

- Negotiated a settlement with the WAC10 Lender as part of the Plan, and in furtherance thereof, facilitated the return of the WAC10 collateral; and
- Negotiated and consummated a resolution of the Debtors' section 506(c) surcharge claim against the WAC10 Lender.

24. 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.

25. The professional services performed by Weil on behalf of the Debtors during the Second Interim Period required an aggregate expenditure of 3,586.40 hours by Weil's partners, counsel, associates, paraprofessionals, and other non-legal staff. Of the aggregate time expended, 675.40 recorded hours were expended by partners and counsel of Weil, 2,569.60 recorded hours were expended by associates, and 341.40 recorded hours were expended by paraprofessionals of Weil.

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

26. During the course of the Final Compensation Period and as set forth in greater detail above and in Weil's First Interim Fee Application, Weil provided extensive services to the Debtors necessary to the administration and success of the Chapter 11 Cases. Some of the most significant services provided by Weil include:

- Postpetition DIP Financing: Weil assisted the Debtors in securing approval of postpetition secured debtor in possession financing in an aggregate principal amount of \$49,000,000 (the "**DIP Financing**") and consensual use of cash collateral, and in furtherance thereof:

- 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; and
- 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.
- Consummation of Asset Sales: Weil developed and obtained Court approval of complicated bidding procedures in connection with the going concern sale of substantially all of the Debtors' assets, 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, for certain WAC2 assets; (ii) a credit bid from Lombard North Central plc, as agent for the lender to the WAC9 credit facility, 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 lenders to the WAC12 credit facility, for the equity of WAC12; and (iv) a sale of substantially all remaining assets to Macquarie, as the stalking horse bidder. In furtherance thereof, Weil:
  - Developed and engaged in extensive negotiations regarding, and obtained Court approval of multi-faceted bidding procedures, including mechanisms to allow for third party bidding and credit bidding by the Debtors' prepetition secured lenders (the "**Bidding Procedures**");
  - Negotiated and drafted sale documentation for each of the four sale transactions, including (among other things) purchase agreements, disclosure schedules, a transition services agreement, bills of sale, escrow agreements, and other ancillary necessary documentation;
  - 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 bidders' diligence requests;
  - 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; and
  - 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.
- Plan of Liquidation: Weil advised the Debtors as they considered numerous strategic alternatives and structures for a plan of liquidation. In this regard Weil:
  - Negotiated the Plan and Plan supplements, resulting in the settlement of complex issues among the Debtors and their major stakeholders; and

- Prosecuted and obtained confirmation of the Plan.
- Global Winddown and Analysis: Weil advised the Debtors on the development of a plan that provides for an orderly process for the winddown of more than 70 entities located in 19 jurisdictions, and in furtherance, thereof:
  - Discussed extensively with local counsel and the Debtors' winddown professionals regarding the post-Effective Date winddown structure;
  - Conducted a global winddown analysis, including procedures and costs associated with winding down the Debtors and their non-Debtor affiliates in various jurisdictions; and
  - Designed a post-Effective Date corporate governance structure, including implementation of the Plan Administrator and the Plan Oversight Board.

27. The professional services performed by Weil on behalf of the Debtors during the Final Compensation Period required an aggregate expenditure of more than 17,800.30 hours by Weil's partners, counsel, associates, paraprofessionals, and other non-legal staff. Of the aggregate time expended, 3,703.00 recorded hours were expended by partners and counsel, 12,847.10 recorded hours were expended by associates, and 1,250.20 recorded hours were expended by paraprofessionals and other non-legal staff.

28. During the Final Compensation Period, Weil billed the Debtors for time expended by attorneys based on hourly rates ranging from \$405.00 to \$1,600.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$889.31 (based on 16,550.10 recorded hours for attorneys at Weil's agreed billing rates in effect at the time of the performance of services).

29. The professional services performed by Weil during the Final Compensation Period were necessary and appropriate for the successful administration of the Debtors' Chapter 11 Cases and were in the best interests of the Debtors, their creditors, and other parties-in-interest. Compensation for such services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved.

**Actual and Necessary Disbursements of Weil**

30. Weil disbursed (i) \$62,588.76 as expenses incurred in providing professional services during the Second Interim Period, and (ii) \$499,909.40 during the Final Compensation Period. These expenses are reasonable and necessary and were essential to the overall administration of these chapter 11 cases.

31. 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.

32. 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.

33. 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.

34. 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**

35. 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).

36. 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.

37. 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.

38. 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**

39. 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.

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

**Conclusion**

41. Weil respectfully requests that the Court (i) award (a) interim allowance of Weil's compensation for professional services rendered during the Second Interim Period in the amount of \$2,972,957.51, which consists of \$2,910,368.75 of fees and \$62,588.76 of actual and necessary expenses incurred during the Second Interim Period and (b) final allowance of Weil's compensation for professional services rendered during the Final Compensation Period in the amount of \$15,668,187.15, which consists of \$15,168,277.75 of fees and \$499,909.40 of actual and necessary expenses incurred during the Final Compensation Period, (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: September 23, 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**

<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 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 SECOND INTERIM AND FINAL FEE APPLICATION  
OF WEIL, GOTSHAL & MANGES LLP, AS ATTORNEYS  
FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF ACTUAL AND NECESSARY EXPENSES INCURRED DURING (I) THE  
SECOND INTERIM PERIOD OF APRIL 1, 2019 THROUGH  
AND INCLUDING AUGUST 9, 2019 AND (II) THE FINAL COMPENSATION  
PERIOD OF NOVEMBER 25, 2018 THROUGH AND INCLUDING AUGUST 9, 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*

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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 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**”).

2. This certification is made in connection with Weil’s Application, dated September 23, 2019, for interim and final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period commencing (i) April 1, 2019 through and including August 9, 2019 (the “**Second Interim Period**”) and (ii) November 25, 2018 through and including August 9, 2019 (the **Final Compensation Period**” and, together with the Second Interim Period, the “**Compensation Periods**”), 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 August 31, 2019 with the blended hourly rate billed by attorneys and paraprofessionals to the Debtors in connection with these Chapter 11 Cases from April 1, 2019 through and including August 9, 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 Debtors’ prepetition lenders. In January 2019, Weil again evaluated and discussed its fees and expenses with the Debtors and FTI, the Debtors’ financial advisor, 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 from the originally \$2.5 million, 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 June 2019, Weil discussed its anticipated ongoing fees and expenses with the Debtors and FTI, and estimated Weil's budget to be approximately \$800,000 on a monthly basis for the months of June, July, and August, subject to actual fees incurred. In addition to the foregoing, throughout the Compensation Period, Weil regularly monitored and reported its actual accrued fees and expenses to FTI, and FTI provided regular cash and liquidity updates 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 Second Interim 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 Second Interim 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 Second Interim Period is approximately 60 hours and the

corresponding compensation requested is approximately \$36,060.00.

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 Second Interim Period is approximately 22 hours and the corresponding compensation requested is approximately \$26,000.00.

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: September 23, 2019  
New York, New York

/s/ Kelly DiBlasi  
Kelly DiBlasi

**Exhibit C**

**Comparable Rate Chart for Second Interim Period**

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers (in New York, excluding bankruptcy) <sup>1</sup>	Billed in this fee application
Partner	\$1,210.00	\$1,303.00
Counsel	\$965.00	\$1,050.00
Senior Associate (7 years or more since first admission)	\$904.00	\$866.00
Mid-level Associate (4-6 years since first admission)	\$820.00	\$875.00
Junior Associate (0-3 years since first admission)	\$606.00	\$664.00
Contract Attorney	\$347.00	\$490.00
Paralegal	\$309.00	\$358.00
All timekeepers aggregated	<b>\$818.00</b>	<b>\$812.00</b>

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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 August 31st, 2019; blended rates reflect work performed in preceding year in each of the domestic offices in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy law matters.

**Exhibit D**

	<b>Budgeted Fees</b>	<b>Actual Fees</b>
April 1, 2019 through April 30, 2019	\$875,000.00	\$784,344.44
May 1, 2019 through May 31, 2019	\$875,000.00	\$823,028.93
June 1, 2019 through June 30, 2019	\$800,000.00	\$467,849.17
July 1, 2019 through August 9, 2019	\$1,032,260.00	\$887,734.97
Total	\$3,582,260.00	\$2,972,957.51

**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 regularly circulated to the Debtors. 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.