

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

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In re :
 : **Chapter 11**
WAYPOINT LEASING HOLDINGS :
LTD., et al., : **Case No. 18-13648 (SMB)**
 :
Debtors.¹ : **(Jointly Administered)**
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**CERTIFICATION OF LETICIA SANCHEZ
WITH RESPECT TO THE TABULATION OF VOTES ON
THE SECOND AMENDED MODIFIED CHAPTER 11 PLAN OF LIQUIDATION
OF WAYPOINT LEASING HOLDINGS LTD. AND ITS AFFILIATED DEBTORS**

I, Leticia Sanchez, depose and say under the penalty of perjury:

1. I am a Senior Managing Consultant, employed by Kurtzman Carson Consultants LLC (“**KCC**”), whose main business address is 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. I am over the age of 18 and am not individually a party to these proceedings. KCC was retained by the above-captioned debtors and debtors-in-possession (the “**Debtors**”) as voting and claims agent (the “**Voting and Claims Agent**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”) and was appointed by the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) to, among other things, assist the Debtors with the solicitation and vote tabulation process in these Chapter 11 Cases. I am authorized to submit this certification (the “**Certification**”) on behalf of KCC, and except as otherwise noted, I could and would testify to the following based upon my personal knowledge.

2. The Court authorized the retention of KCC as the Voting and Claims Agent for the Debtors pursuant to the *Order Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and L.*

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is annexed hereto as **Exhibit A**.



Bankr. R. 5075-1 Authorizing Retention and Employment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors [ECF No. 24] and the *Order Pursuant to 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Debtors to Retain KCC as Administrative Agent Nunc Pro Tunc to Petition Date* [ECF No. 223].

3. On June 4, 2019 the Court entered the *Order (I) Approving (A) Proposed Disclosure Statement, (B) Solicitation and Voting Procedures, (C) Notice and Objection Procedures for Confirmation of Debtor's Plan, and (II) Granting Related Relief* [ECF No. 816] (the “**Disclosure Statement Order**”) pursuant to which the Court, among other things, (a) authorized the Debtors to solicit acceptances for the votes to accept or reject the *Second Amended Modified Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 818] (as amended, modified, or supplemented, the “**Plan**”), (b) approved procedures for soliciting, receiving and tabulating votes on the Plan (the “**Solicitation and Voting Procedures**”); and (c) approved the *Disclosure Statement for Second Amended Modified Chapter 11 Plan of Liquidation of Waypoint Leasing Holdings Ltd. and Its Affiliated Debtors* [ECF No. 819] (the “**Disclosure Statement**”).

4. Pursuant to the Disclosure Statement Order, KCC worked with the Debtors and their counsel to solicit votes to accept or reject the Plan and to tabulate the ballots of creditors voting to accept or reject the Plan.

5. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization, and I am duly authorized to make and submit this Certification on behalf of KCC regarding the tabulation of votes on the Plan. Except as otherwise indicated, all matters set forth herein are based upon my personal knowledge.

A. Service and Transmittal of Solicitation Packages and Related Information

6. Pursuant to the Disclosure Statement Order and in accordance with the Solicitation and Voting Procedures, on or before June 11, 2019, KCC caused to be served the Solicitation Packages,² notices and other solicitation materials in accordance with the Disclosure Statement Order. An affidavit of service evidencing the service of the foregoing was filed with the Court on June 18, 2019 [ECF No. 838] and a supplemental affidavit of service was filed with the Court on June 28, 2019 [ECF No. 850].

7. As of June 4, 2019, additional copies of the Disclosure Statement Order and the Disclosure Statement have been available, free of charge, at <http://www.kccllc.net/waypointleasing> (the “**KCC Website**”).

B. The Tabulation Process

8. The Disclosure Statement Order established May 31, 2019 as the Voting Record Date for determining which creditors and holders of interests were entitled to receive the Solicitation Packages and, where applicable, vote on the Plan. Pursuant to the Disclosure Statement Order, holders of Claims in each of the following Classes were entitled to vote to accept or reject the Plan (collectively, the “**Voting Classes**”). No other Classes were entitled to vote to accept or reject the Plan.

| <u>Class</u> | <u>Description</u> |
|--------------|--|
| Class 1C | WAC1 Secured Claims against the WAC1 Group |
| Class 2C | WAC2 Secured Claims against the WAC2 Group |
| Class 3C | WAC3 Secured Claims against the WAC3 Group |
| Class 6C | WAC6 Secured Claims against the WAC6 Group |

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Disclosure Statement Order or the Plan, as applicable.

| <u>Class</u> | <u>Description</u> |
|----------------|---|
| Class 7C | WAC7 Secured Claims against the WAC7 Group |
| Class 8C | WAC8 Secured Claims against the WAC8 Group |
| Class 10C | WAC10 Secured Claims against the WAC10 Group |
| Class 4D | General Unsecured Claims against WAC4 |
| Class 5(i)D | General Unsecured Claims against WAC5 |
| Class 5(ii)D | General Unsecured Claims against MSN 2047 Trust |
| Class 5(iii)D | General Unsecured Claims against MSN 2057 Trust |
| Class 5(iv)D | General Unsecured Claims against MSN 14786 Trust |
| Class 5(v)D | General Unsecured Claims against WLUK5A |
| Class 10(i)D | General Unsecured Claims against WAC10 |
| Class 10(ii)D | General Unsecured Claims against MSN 2826 Trust |
| Class 10(iii)D | General Unsecured Claims against MSN 2879 Trust |
| Class 10(iv)D | General Unsecured Claims against MSN 2916 Trust |
| Class 11(i)D | General Unsecured Claims against WAC11 |
| Class 11(ii)D | General Unsecured Claims against WAG |
| Class 11(iii)D | General Unsecured Claims against MSN 2905 Trust |
| Class 14(i)D | General Unsecured Claims against WAC14 |
| Class 14(ii)D | General Unsecured Claims against WAC5B |
| Class 15D | General Unsecured Claims against the WAC 15 Group |
| Class 16D | General Unsecured Claims against WLIL |
| Class 17D | General Unsecured Claims against LuxCo |
| Class 18D | General Unsecured Claims against LuxCo Euro |
| Class 19D | General Unsecured Claims against Holdings |
| Class 20D | General Unsecured Claims against Services |

9. Consistent with the Disclosure Statement Order, KCC relied on the Debtors' Schedules of Assets and Liabilities and the Claims information reflected in KCC's CaseView³ ("**CaseView**") system to identify and solicit holders of Claims in the Voting Classes. Following inspection of the Debtors' Schedules of Assets and Liabilities and the Claim information reflected in CaseView, it was determined there were no Claims to solicit in Classes 10(ii)D, 10(iii)D, 10(iv)D, 11(i)D, 11(ii)D, 11(iii)D, 14(i)D, 14(ii)D, 15D, and 18D. Pursuant to Section D(5) of the Disclosure Statement and Section 3.5 of the Plan, such vacant Classes are deemed eliminated from the Plan for purposes of voting to accept or reject the Plan, and disregarded for purposes of determining whether the Plan satisfies section 1129(a)(8) of the Bankruptcy Code with respect to that Class.

10. Using the information outlined above, and with specific guidance from the Debtors' counsel and financial advisors, KCC created a voting database reflecting the names and addresses of holders of Claims, the classification of Claims, and voting amounts in the Voting Classes. Specifically, using its CaseView system and voting database, KCC generated Ballots for holders of Claims entitled to vote to accept or reject the Plan.

11. The Disclosure Statement Order established July 3, 2019 at 4:00 p.m. (prevailing Eastern Time) as the deadline by which Ballots for accepting or rejecting the Plan submitted by persons had to be actually received by KCC in order to be counted (the "**Voting Deadline**").

12. Pursuant to the Disclosure Statement Order, KCC received and tabulated the Ballots submitted by holders of Claims in the Voting Classes as follows: (a) each returned Ballot was opened and inspected at KCC's office; (b) each returned Ballot was date-stamped, sorted according to its Class, and scanned into the CaseView system; and (c) each Ballot received on or

³ CaseView is KCC's claims management database, which stores the records and images associated with all scheduled and filed claims.

before the Voting Deadline was entered into the CaseView system, and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order.

13. The final voting results with respect to the Voting Classes for the Plan is attached as **Exhibit B**.

14. Attached hereto as **Exhibit C** is a detailed voting report of all Voting Classes showing all timely and properly completed Ballots tabulated by KCC.

15. Attached hereto as **Exhibit D** is a detailed report of Ballots not included in tabulation because they did not satisfy the requirements set forth in the Disclosure Statement Order, for the reasons described therein.

(Intentionally Left Blank)

C. Conclusion

16. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: July 8, 2019


Leticia Sanchez

Exhibit A

Exhibit A
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 Debtors

| Debtor | Last 4 Digits of Tax ID Number | Debtor | Last 4 Digits of Tax ID Number |
|--|--------------------------------|---|--------------------------------|
| Waypoint Leasing Holdings Ltd. | 2899 | MSN 760682 Trust | N/A |
| Waypoint Leasing (Luxembourg) S.à r.l. | 7041 | Waypoint 2916 Business Trust | N/A |
| Waypoint Leasing (Ireland) Limited | 6600 | MSN 920062 Trust | N/A |
| Waypoint Asset Co 10 Limited | 2503 | MSN 920125 Trust | N/A |
| MSN 2826 Trust | N/A | MSN 9229 AS | 7652 |
| MSN 2879 Trust | N/A | Waypoint Asset Co 3A Limited | 6687 |
| Waypoint Asset Co 11 Limited | 3073 | MSN 41371 Trust | N/A |
| MSN 2905 Trust | N/A | Waypoint Asset Euro 1A Limited | 9804 |
| Waypoint Asset Co 14 Limited | 1585 | Waypoint Asset Co 1K Limited | 2087 |
| Waypoint Asset Co 15 Limited | 1776 | MSN 4469 Trust | N/A |
| Waypoint Asset Co 3 Limited | 3471 | MSN 6655 Trust | N/A |
| AE Helicopter (5) Limited | N/A | Waypoint Leasing (Luxembourg) Euro S.à r.l. | 8928 |
| AE Helicopter (6) Limited | N/A | Waypoint Asset Co 1A Limited | 1208 |
| MSN 31141 Trust | N/A | Waypoint Leasing Labuan 1A Limited | 2299 |
| MSN 31492 Trust | N/A | Waypoint Asset Co 1C Limited | 0827 |
| MSN 36458 Trust | N/A | Waypoint Asset Co 1D Limited | 7018 |
| MSN 760543 Trust | N/A | Waypoint Asset Co 1F Limited | 6345 |
| MSN 760551 Trust | N/A | Waypoint Asset Co 1G Limited | 6494 |
| MSN 760581 Trust | N/A | Waypoint Asset Co 1H Limited | 7349 |
| MSN 760628 Trust | N/A | Waypoint Asset Co 1J Limited | 7729 |
| MSN 760631 Trust | N/A | MSN 20159 Trust | N/A |

| Debtor | Last 4 Digits of Tax ID Number | Debtor | Last 4 Digits of Tax ID Number |
|------------------------------------|--------------------------------|--------------------------------|--------------------------------|
| 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 |

Exhibit A
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Debtors

| Debtor | Last 4 Digits of Tax ID Number | Debtor | Last 4 Digits of Tax ID Number |
|---|---------------------------------------|-----------------------------------|---------------------------------------|
| 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

Exhibit B

Summary of Voting Classes¹

| Class Name | Class Description | Ballots Not Tabulated | Members Voted | Members Accepted | Members Rejected | % Members Accepted | % Members Rejected | Total \$ Voted | \$ Accepted | \$ Rejected | % \$ Accepted | % \$ Rejected | Class Accepting or Rejecting |
|------------|--|-----------------------|---------------|------------------|------------------|--------------------|--------------------|------------------|------------------|-----------------|---------------|---------------|------------------------------|
| 1C | WAC1 Secured Claims against the WAC1 Group | 1 | 3 | 3 | 0 | 100% | 0% | \$160,699,566.44 | \$160,699,566.44 | \$0.00 | 100% | 0% | Accept |
| 2C | WAC2 Secured Claims against the WAC2 Group | 0 | 2 | 2 | 0 | 100% | 0% | \$34,134,708.97 | \$34,134,708.97 | \$0.00 | 100% | 0% | Accept |
| 3C | WAC3 Secured Claims against the WAC3 Group | 0 | 2 | 2 | 0 | 100% | 0% | \$194,236,783.68 | \$194,236,783.68 | \$0.00 | 100% | 0% | Accept |
| 6C | WAC6 Secured Claims against the WAC6 Group | 0 | 4 | 3 | 1 | 75% | 25% | \$55,965,791.34 | \$39,519,044.28 | \$16,446,747.06 | 70.61% | 29.39% | Accept |
| 7C | WAC7 Secured Claims against the WAC7 Group | 0 | 4 | 4 | 0 | 100% | 0% | \$47,901,877.73 | \$47,901,877.73 | \$0.00 | 100% | 0% | Accept |
| 8C | WAC8 Secured Claims against the WAC8 Group | 0 | 8 | 8 | 0 | 100% | 0% | \$179,810,957.21 | \$179,810,957.21 | \$0.00 | 100% | 0% | Accept |
| 10C | WAC10 Secured Claims against the WAC10 Group | 0 | 1 | 1 | 0 | 100% | 0% | \$15,760,459.00 | \$15,760,459.00 | \$0.00 | 100% | 0% | Accept |
| 4D | General Unsecured Claims against WAC4 | 0 | 5 | 5 | 0 | 100% | 0% | \$76,647,836.32 | \$76,647,836.32 | \$0.00 | 100% | 0% | Accept |
| 5(i)D | General Unsecured Claims against WAC5 | 0 | 6 | 4 | 2 | 66.67% | 33.33% | \$47,999,375.93 | \$47,901,877.73 | \$97,498.20 | 99.80% | 0.20% | Accept |
| 5(ii)D | General Unsecured Claims against MSN 2047 Trust | 0 | 4 | 4 | 0 | 100% | 0% | \$47,901,877.73 | \$47,901,877.73 | \$0.00 | 100% | 0% | Accept |
| 5(iii)D | General Unsecured Claims against MSN 2057 Trust | 0 | 4 | 4 | 0 | 100% | 0% | \$47,901,877.73 | \$47,901,877.73 | \$0.00 | 100% | 0% | Accept |
| 5(iv)D | General Unsecured Claims against MSN 14786 Trust | 0 | 4 | 4 | 0 | 100% | 0% | \$47,901,877.73 | \$47,901,877.73 | \$0.00 | 100% | 0% | Accept |
| 5(v)D | General Unsecured Claims against WLUK5A | 0 | 4 | 4 | 0 | 100% | 0% | \$47,901,877.73 | \$47,901,877.73 | \$0.00 | 100% | 0% | Accept |
| 10(i)D | General Unsecured Claims against WAC10 | 0 | 1 | 1 | 0 | 100% | 0% | \$45,124.91 | \$45,124.91 | \$0.00 | 100% | 0% | Accept |
| 16D | General Unsecured Claims against WLIL | 0 | 29 | 28 | 1 | 96.55% | 3.45% | \$688,766,859.47 | \$672,320,112.41 | \$16,446,747.06 | 97.61% | 2.39% | Accept |
| 17D | General Unsecured Claims against LuxCo | 0 | 23 | 22 | 1 | 95.65% | 4.35% | \$700,985,650.54 | \$684,538,903.48 | \$16,446,747.06 | 97.65% | 2.35% | Accept |
| 19D | General Unsecured Claims against Holdings | 3 | 24 | 22 | 2 | 91.67% | 8.33% | \$688,714,330.21 | \$672,066,397.31 | \$16,647,932.90 | 97.58% | 2.42% | Accept |
| 20D | General Unsecured Claims against Services ² | 1 | 0 | 0 | 0 | 0% | 0% | \$0.00 | \$0.00 | \$0.00 | 0% | 0% | Accept |

(1) The Summary of Voting Classes does not include the votes of any insiders. Had insider votes been counted, it would not have changed an accepting class to a rejecting class. In addition, votes that are deemed ineligible pursuant to the Tabulation Procedures are not included herein.

(2) One vote to accept the Plan was received by an insider in Class 20D and such vote was counted for purposes of acceptance by the Class of the plan under section 1129(a)(8) of the Bankruptcy Code, but has been excluded pursuant to 1129(a)(10) for determining whether there is an impaired accepting class. The Debtors solicited votes from six additional parties in Class 20D, but none returned ballots. Therefore, pursuant to paragraph 29 of the Disclosure Statement Order, since no eligible votes to accept or reject the Plan were received with respect to Class 20D, Class 20D is deemed to have voted to accept the Plan.

Exhibit C

Exhibit C

Class 1C: WAC1 Secured Claims against the WAC1 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|---|------------------|--------|
| 127 | 07/03/2019 | Deutsche Bank AG, Cayman Islands Branch | \$12,157,543.85 | Accept |
| 47 | 06/28/2019 | Macquarie PF Inc. | \$114,510,723.29 | Accept |
| 49 | 06/28/2019 | Macquarie PF LLC | \$34,031,299.30 | Accept |

Exhibit C

Class 2C: WAC2 Secured Claims against the WAC2 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 66 | 07/01/2019 | KeyBank N.A. | \$21,304,617.25 | Accept |
| 102 | 07/02/2019 | Siemens Financial Services, Inc. | \$12,830,091.72 | Accept |

Exhibit C

Class 3C: WAC3 Secured Claims against the WAC3 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|-------------------|-----------------|--------|
| 48 | 06/28/2019 | Macquarie PF Inc. | \$97,118,391.82 | Accept |
| 50 | 06/28/2019 | Macquarie PF LLC | \$97,118,391.86 | Accept |

Exhibit C

Class 6C: WAC6 Secured Claims against the WAC6 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|---|-----------------|--------|
| 123 | 07/03/2019 | Deutsche Bank AG | \$19,759,522.14 | Accept |
| 117 | 07/02/2019 | First Source | \$16,446,747.06 | Reject |
| 51 | 06/28/2019 | Lombard (Assigned To Macquarie Inc On 1/6/19) | \$9,879,761.07 | Accept |
| 52 | 06/28/2019 | Lombard (Assigned To Macquarie LLC On 1/6/19) | \$9,879,761.07 | Accept |

Exhibit C

Class 7C: WAC7 Secured Claims against the WAC7 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 86 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 93 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 79 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 106 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 8C: WAC8 Secured Claims against the WAC8 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|--|-----------------|--------|
| 42 | 06/26/2019 | Massachusetts Mutual Life Insurance Company | \$34,028,265.66 | Accept |
| 19 | 06/21/2019 | Pruco Life Insurance Company | \$10,197,025.17 | Accept |
| 20 | 06/21/2019 | Prudential Arizona Reinsurance Term Company | \$5,941,620.09 | Accept |
| 23 | 06/21/2019 | Prudential Legacy Insurance Company of New Jersey | \$6,197,689.10 | Accept |
| 114 | 07/02/2019 | Prudential Retirement Guaranteed Cost Business Trust | \$1,309,611.65 | Accept |
| 21 | 06/21/2019 | Prudential Retirement Insurance And Annuity Company | \$38,334,948.41 | Accept |
| 27 | 06/21/2019 | The Northwestern Mutual Life Insurance Company | \$42,440,143.53 | Accept |
| 22 | 06/21/2019 | The Prudential Insurance Company of America | \$41,361,653.60 | Accept |

Exhibit C

Class 10C: WAC10 Secured Claims against the WAC10 Group

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|---|-----------------|--------|
| 37 | 06/26/2019 | Airbus Helicopters Financial Services Limited | \$15,760,459.00 | Accept |

Exhibit C

Class 4D: General Unsecured Claims against WAC4

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 91 | 07/02/2019 | AgustaWestland S.p.A. | \$28,745,958.59 | Accept |
| 80 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 96 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 72 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 107 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 5(i)D: General Unsecured Claims against WAC5

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|-----------------------------------|-----------------|--------|
| 81 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 97 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 26 | 06/21/2019 | Lider International Aviation B.V. | \$48,749.10 | Reject |
| 45 | 06/28/2019 | Lider International Aviation B.V. | \$48,749.10 | Reject |
| 73 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 108 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 5(ii)D: General Unsecured Claims against MSN 2047 Trust

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 82 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 98 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 74 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 109 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 5(iii)D: General Unsecured Claims against MSN 2057 Trust

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 83 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 99 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 75 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 110 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 5(iv)D: General Unsecured Claims against MSN 14786 Trust

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 84 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 100 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 77 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 119 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 5(v)D: General Unsecured Claims against WLUK5A

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|----------------------------------|-----------------|--------|
| 85 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 101 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 76 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 120 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 10(i)D: General Unsecured Claims against WAC10

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|------------------|-------------------|--------------------------------|---------------|--------|
| 122 | 07/03/2019 | Global Helicopter Service GmbH | \$45,124.91 | Accept |

Exhibit C

Class 16D: General Unsecured Claims against WLIL

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|--|------------------|--------|
| 44 | 06/27/2019 | AgustaWestland Malaysia Sdn. Bhd. | \$67,380.69 | Accept |
| 38 | 06/26/2019 | Airbus Helicopters Financial Services Limited | \$15,760,459.00 | Accept |
| 46 | 06/28/2019 | Arendt & Medernach | \$37,192.37 | Accept |
| 87 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 124 | 07/03/2019 | Deutsche Bank AG | \$19,759,522.14 | Accept |
| 95 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 130 | 07/03/2019 | Deutsche Bank AG, Cayman Islands Branch | \$12,157,543.85 | Accept |
| 118 | 07/02/2019 | First Source | \$16,446,747.06 | Reject |
| 25 | 06/21/2019 | Ganado Advocates | \$8,372.00 | Accept |
| 121 | 07/03/2019 | Global Helicopter Services GmbH | \$34,389.97 | Accept |
| 34 | 06/25/2019 | Heli-One (Poland) SP . Z.O.O. | \$88,809.32 | Accept |
| 24 | 06/17/2019 | Homan Fenwick Willan LLP | \$13,815.75 | Accept |
| 78 | 07/01/2019 | KeyBank N.A. | \$21,304,617.25 | Accept |
| 53 | 06/28/2019 | Lombard (Assigned To Macquarie Inc On 1/6/19) | \$9,879,761.07 | Accept |
| 54 | 06/28/2019 | Lombard (Assigned To Macquarie LLC On 1/6/19) | \$9,879,761.07 | Accept |
| 55 | 06/28/2019 | Macquarie PF Inc. | \$211,629,115.11 | Accept |
| 56 | 06/28/2019 | Macquarie PF LLC | \$131,149,691.16 | Accept |
| 41 | 06/26/2019 | Massachusetts Mutual Life Insurance Company | \$34,028,265.66 | Accept |
| 90 | 07/02/2019 | Plesner Law Firm | \$6,755.00 | Accept |
| 2 | 06/21/2019 | Pruco Life Insurance Company | \$10,197,025.17 | Accept |
| 1 | 06/21/2019 | Prudential Arizona Reinsurance Term Company | \$5,941,620.09 | Accept |
| 3 | 06/21/2019 | Prudential Legacy Insurance Company of New Jersey | \$6,197,689.10 | Accept |
| 4 | 06/21/2019 | Prudential Retirement Guaranteed Cost Business Trust | \$1,309,611.65 | Accept |
| 6 | 06/21/2019 | Prudential Retirement Insurance And Annuity Company | \$38,334,948.41 | Accept |
| 103 | 07/02/2019 | Siemens Financial Services, Inc. | \$12,830,091.72 | Accept |
| 70 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 30 | 06/21/2019 | The Northwestern Mutual Life Insurance Company | \$42,440,143.53 | Accept |
| 5 | 06/21/2019 | The Prudential Insurance Company of America | \$41,361,653.60 | Accept |
| 111 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 17D: General Unsecured Claims against LuxCo

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|--|------------------|--------|
| 39 | 06/26/2019 | Airbus Helicopters Financial Services Limited | \$15,760,459.00 | Accept |
| 88 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 125 | 07/03/2019 | Deutsche Bank AG | \$19,759,522.14 | Accept |
| 92 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 128 | 07/03/2019 | Deutsche Bank AG, Cayman Islands Branch | \$12,157,543.85 | Accept |
| 115 | 07/02/2019 | First Source | \$16,446,747.06 | Reject |
| 67 | 07/01/2019 | KeyBank N.A. | \$21,304,617.25 | Accept |
| 58 | 06/28/2019 | Lombard (Assigned To Macquarie Inc On 1/6/19) | \$9,879,761.07 | Accept |
| 57 | 06/28/2019 | Lombard (Assigned To Macquarie LLC On 1/6/19) | \$9,879,761.07 | Accept |
| 61 | 06/28/2019 | Macquarie PF Inc. | \$211,629,115.11 | Accept |
| 59 | 06/28/2019 | Macquarie PF LLC | \$131,149,691.16 | Accept |
| 40 | 06/26/2019 | Massachusetts Mutual Life Insurance Company | \$34,028,265.66 | Accept |
| 13 | 06/21/2019 | Pruco Life Insurance Company | \$10,197,025.17 | Accept |
| 17 | 06/21/2019 | Prudential Arizona Reinsurance Term Company | \$5,941,620.09 | Accept |
| 18 | 06/21/2019 | Prudential Legacy Insurance Company of New Jersey | \$6,197,689.10 | Accept |
| 14 | 06/21/2019 | Prudential Retirement Guaranteed Cost Business Trust | \$1,309,611.65 | Accept |
| 15 | 06/21/2019 | Prudential Retirement Insurance And Annuity Company | \$38,334,948.41 | Accept |
| 104 | 07/02/2019 | Siemens Financial Services, Inc. | \$12,830,091.72 | Accept |
| 71 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 28 | 06/21/2019 | The Northwestern Mutual Life Insurance Company | \$42,440,143.53 | Accept |
| 16 | 06/21/2019 | The Prudential Insurance Company of America | \$41,361,653.60 | Accept |
| 35 | 07/04/2019 | Trinity Investments Designated Activity Company | \$12,475,506.17 | Accept |
| 112 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |

Exhibit C

Class 19D: General Unsecured Claims against Holdings

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|--|------------------|--------|
| 36 | 06/26/2019 | Airbus Helicopters Financial Services Limited | \$15,760,459.00 | Accept |
| 89 | 07/02/2019 | Barclays | \$10,084,021.97 | Accept |
| 131 | 07/03/2019 | Dentons UK and Middle East LLP | \$201,185.84 | Reject |
| 126 | 07/03/2019 | Deutsche Bank AG | \$19,759,522.14 | Accept |
| 94 | 07/02/2019 | Deutsche Bank AG New York Branch | \$10,084,021.97 | Accept |
| 129 | 07/03/2019 | Deutsche Bank AG, Cayman Islands Branch | \$12,157,543.85 | Accept |
| 116 | 07/02/2019 | First Source | \$16,446,747.06 | Reject |
| 68 | 07/01/2019 | KeyBank N.A. | \$21,304,617.25 | Accept |
| 60 | 06/28/2019 | Lombard (Assigned To Macquarie Inc On 1/6/19) | \$9,879,761.07 | Accept |
| 62 | 06/28/2019 | Lombard (Assigned To Macquarie LLC On 1/6/19) | \$9,879,761.07 | Accept |
| 63 | 06/28/2019 | Macquarie PF Inc. | \$211,629,115.11 | Accept |
| 64 | 06/28/2019 | Macquarie PF LLC | \$131,149,691.16 | Accept |
| 43 | 06/26/2019 | Massachusetts Mutual Life Insurance Company | \$34,028,265.66 | Accept |
| 32 | 06/22/2019 | Oliver Althoff ¹ | \$1.00 | Accept |
| 9 | 06/21/2019 | Pruco Life Insurance Company | \$10,197,025.17 | Accept |
| 11 | 06/21/2019 | Prudential Arizona Reinsurance Term Company | \$5,941,620.09 | Accept |
| 12 | 06/21/2019 | Prudential Legacy Insurance Company of New Jersey | \$6,197,689.10 | Accept |
| 10 | 06/21/2019 | Prudential Retirement Guaranteed Cost Business Trust | \$1,309,611.65 | Accept |
| 7 | 06/21/2019 | Prudential Retirement Insurance And Annuity Company | \$38,334,948.41 | Accept |
| 105 | 07/02/2019 | Siemens Financial Services, Inc. | \$12,830,091.72 | Accept |
| 69 | 07/01/2019 | Suntrust | \$15,126,032.95 | Accept |
| 29 | 06/21/2019 | The Northwestern Mutual Life Insurance Company | \$42,440,143.53 | Accept |
| 8 | 06/21/2019 | The Prudential Insurance Company of America | \$41,361,653.60 | Accept |
| 33 | 06/24/2019 | Timothy Hallock | \$3,000.00 | Accept |
| 113 | 07/02/2019 | Union Bank | \$12,607,800.84 | Accept |
| 65 | 06/28/2019 | William L. Transier ¹ | \$1.00 | Accept |

(1) This vote was received from an insider and, as such, was counted for purposes of acceptance by the Class of the plan under section 1129(a)(8) of the Bankruptcy Code, but has been excluded pursuant to 1129(a)(10) for determining whether there is an impaired accepting class.

Exhibit C

Class 20D: General Unsecured Claims against Services

| Ballot Number | Date Submitted | Name | Voting Amount | Vote |
|---------------|----------------|-----------------------------|---------------|--------|
| 31 | 06/22/2019 | Oliver Althoff ¹ | \$1.00 | Accept |

(1) This vote was received from an insider and, as such, was counted for purposes of acceptance by the Class of the plan under section 1129(a)(8) of the Bankruptcy Code, but has been excluded pursuant to 1129(a)(10) for determining whether there is an impaired accepting class. The Debtors solicited votes from six additional parties in Class 20D, but none returned ballots. Therefore, pursuant to paragraph 29 of the Disclosure Statement Order, since no eligible votes to accept or reject the Plan were received with respect to Class 20D, Class 20D is deemed to have voted to accept the Plan.

Exhibit D

Exhibit D
Ballots Not Tabulated

| Ballot Number | Date Submitted | Name | Class Description | Voting Amount | Reason Not Tabulated | Vote |
|---------------|----------------|---|---|-----------------|----------------------|--------|
| 132 | 07/04/2019 | Trinity Investments Designated Activity Company | 1C WAC1 Secured Claims against the WAC1 Group | \$12,475,506.17 | Late Filed | Accept |
| 133 | 07/04/2019 | Trinity Investments Designated Activity Company | 19D General Unsecured Claims against Holdings | \$12,475,506.17 | Late Filed | Accept |