

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

WESCO AIRCRAFT HOLDINGS, § CASE NO. 23-03091-ADV
INC., ET AL § HOUSTON, TEXAS
v § FRIDAY,
§ JUNE 14, 2024
§
SSD INVESTMENTS LTD., ET AL § 10:30 A.M. TO 12:09 P.M.

TRIAL DAY 30

BEFORE THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES: SEE NEXT PAGE
(RECORDED VIA COURTSPEAK; NO LOG NOTES PROVIDED)

(AUDIO ISSUES NOTED)

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(Please also see Electronic Appearances.)

1 HOUSTON, TEXAS; FRIDAY, JUNE 14, 2024; 10:30 A.M.

2 THE COURT: All right. Good morning. We're here
3 in the Wesco Aircraft case, Adversary Proceeding 23-3091.

4 When you are prepared to speak today, please feel
5 free to press five star one time on your line.

6 Mr. Bennett, good morning.

7 MR. BENNETT: Good morning, Your Honor. Bruce
8 Bennett, Jones Day.

9 THE COURT: Mr. Heidlage, good morning.

10 MR. HEIDLAGE: Good morning, Your Honor.

11 THE COURT: Mr. Heidlage, let me get you go ahead
12 and make a formal appearance, so the court reporter can hear
13 your voice a little bit more.

14 MR. HEIDLAGE: Sure. This is Benjamin Heidlage for
15 the PIMCO and Silver Point Noteholders. And I'm here with my
16 colleagues Mr. Lieberman and Ms. Maher, Sarah Maher.

17 THE COURT: Thank you.

18 From (737) 667-6102, who do we have?

19 (No verbal response)

20 THE COURT: You may have your own line muted. But
21 if you're calling in from (737) 667-6102, please go ahead and
22 speak up.

23 MR. SCHECK: Yes. Sorry, Your Honor. Matthew
24 Scheck from Quinn Emanuel for the Debtors.

25 THE COURT: Good morning, Mr. Scheck.

1 MR. SCHECK: Good morning.

2 THE COURT: From (202) 680-9787.

3 MR. CATALANOTTO: Good morning, Your Honor. This is
4 Joe Catalanotto from Williams & Connolly on behalf of
5 Platinum, and I'm here with Ms. Oberwetter, also from Williams
6 & Connolly on behalf of Platinum.

7 THE COURT: Your voice is very fuzzy and I'm going
8 to need you to try and fix that if you intend to speak today.

9 MR. CATALANOTTO: Thank you, Your Honor. I'll try
10 to do that.

11 THE COURT: All right. Thank you. That was
12 actually a little better right there. I think maybe the phone
13 had been a little far.

14 From (212) 488-1243.

15 MR. STEIN: Good morning, Your Honor. Darryl Stein
16 and Zachary Rosenbaum from Kobre & Kim on behalf of the 2024
17 and 2026 holders.

18 MR. ROSENBAUM: Good morning, Your Honor.

19 THE COURT: Good morning.

20 From (214) 909-8374.

21 MS. MAHER: Good morning, Your Honor
22 (indiscernible).

23 THE COURT: Ms. Maher, I could see you talking, but
24 every other word was breaking up. Do you want to just try
25 that again?

1 MS. MAHER: Is this better, Your Honor?

2 THE COURT: Sounds better, yes.

3 MS. MAHER: Okay. Thank you, Your Honor.

4 THE COURT: Why don't you go ahead and restate your
5 appearance, if you don't mind?

6 MS. MAHER: Sure. Sarah Maher of Holwell, Shuster &
7 Goldberg for the PIMCO/Silver Point noteholders.

8 THE COURT: Thank you.

9 From (212) 373-3248.

10 MR. CLAREMAN: Good morning, Your Honor. Billy
11 Clareman from Paul Weiss on behalf of Carlyle and Spring
12 Creek.

13 THE COURT: Good morning, Mr. Clareman.

14 From (347) 834-5057. Hold on. Here we go. Go
15 ahead, please.

16 MR. LIEBERMAN: Good morning, Your Honor. Neil
17 Lieberman from Holwell Shuster & Goldberg on behalf of the
18 PIMCO and Silver Point noteholders.

19 THE COURT: Good morning, Mr. Lieberman.

20 From (212) 506-3306.

21 MR. KURLAND: Good morning. This is Andrew Kurland
22 from Kasowitz Benson Torres on behalf of Senator.

23 THE COURT: Good morning.

24 Mr. Noskov, good morning.

25 MS. NOSKOV: Good morning, Your Honor. Victor

1 Noskov, Quinn Emanuel, for the Debtors.

2 Mr. Scheck is going to take the lead for us today,
3 but I would be remiss if I didn't say hello.

4 THE COURT: Thank you. Good to hear from you.
5 From (646) 526-7947.

6 MR. BIRNBAUM: Good morning, Your Honor. Michael
7 Birnbaum from Morrison & Foerster, here on behalf of the UCC.

8 THE COURT: Good morning.

9 And I think we have one more, let's see if that's
10 the last one. (614) 469-3939.

11 MR. CORCORAN: Good morning, Your Honor. Matt
12 Corcoran with Jones Day on behalf of Langur Maize.

13 THE COURT: Good morning.

14 All right. If there's anyone else that needs to
15 speak up, you can press five star at any time. If I miss you,
16 please just wave on the screen and we'll find you.

17 So let me start with the plaintiffs and ask where we
18 are with respect to proceeding with the trial and the closing
19 arguments.

20 Mr. Rosenbaum.

21 MR. ROSENBAUM: Good morning again, Your Honor.
22 Zachary Rosenbaum for the 2024/2026 holders.

23 I am pleased to report that we all -- I think I can
24 speak for everyone -- are on pace to submit our closing briefs
25 on Monday the 17th and have the first scheduled closing

1 arguments on the contract issues that have been discussed on
2 the 24th, and potentially the 25th.

3 I think all parties are prepared to close evidence
4 today with some minor caveats. And most, if not all, parties
5 have some evidence to move in. I think most of it is without
6 objection. And I think there are a handful of items that will
7 require Your Honor's intervention.

8 If I missed anything, I have no doubt that others
9 will speak up.

10 THE COURT: Yeah, except that when you started off
11 by saying you'll be pleased to hear, that's not what I then I
12 expected to hear.

13 Mr. Bennett, go ahead.

14 MR. BENNETT: I have nothing to add, Your Honor.

15 And it was not mentioned, but there is also a
16 process of preparing the deposition excerpts in accordance
17 with Your Honor's directions, that's going on, as well. I
18 don't know when we expect to be finished with that. I'm sure
19 someone else on the phone will be able to tell you when
20 they'll be supplied to Your Honor and chambers.

21 We -- I will just remind you about our request that,
22 at some point, we set a Langur Maize date for the Langur Maize
23 closing. I expect to be appearing on the 24th, but listening
24 only, I suspect.

25 THE COURT: So I would appreciate it, Mr. Bennett,

1 if you would think of dividing your sought-after relief into
2 maybe two categories:

3 One is a category where you have claims solely
4 against third parties, and that we would reserve.

5 But to the extent that your claims are against the
6 Debtor itself that might result in some change in the Debtors'
7 capital structure, I would ask that you try and contribute
8 those early, at the original opening.

9 Is that possible to divide it up that way? I'm --

10 MR. BENNETT: Well, Your Honor, let me remind you of
11 the procedural setting here. Our complaint is solely against
12 third parties and not against the Debtor.

13 THE COURT: Okay. I thought that you --

14 MR. BENNETT: Debtors' side is --

15 THE COURT: -- had some complaints against the
16 Debtors, as well, but okay.

17 MR. BENNETT: Let me finish.

18 THE COURT: Okay.

19 MR. BENNETT: Then the Debtors decided -- and we
20 long thought that this was inappropriate and a waste of estate
21 resources, but the Debtors decided to wade in and file
22 declaratory relief actions against our clients.

23 THE COURT: Okay. Got it.

24 MR. BENNETT: And then that necessitated -- and that
25 necessitated us filing a counterclaim against the Debtors. So

1 that is the reason why the Debtors are on the caption. The
2 only relief we seek against the Debtors relates to declaratory
3 relief for the flip side of the declaratory relief they're
4 seeking against us. But otherwise, it is a case against third
5 parties.

6 THE COURT: But on the declaratory relief issue,
7 will you be speaking up at the 25th/26th?

8 MR. BENNETT: I intend -- I think it's 24th and
9 25th.

10 THE COURT: 24th and 25th.

11 MR. BENNETT: I intend not to -- I intend not to.
12 But I suspect it depends, to some degree, on what others might
13 say that implicate things that I do care about, even though
14 I'm not asserting claims against the Debtors.

15 THE COURT: Okay. Thank you.

16 Anyone else want to pitch in before we then move
17 into the introduction of evidence?

18 Mr. Clareman.

19 MR. CLAREMAN: Yes, Your Honor. Thank you.

20 So, just on that topic, I think it would be helpful
21 to clarify for all parties the scope of the issues for the
22 24th and the 25th.

23 One, just addressing the Langur Maize claims
24 specifically, there are breaches that are now alleged by the
25 Debtors that are the basis of tortious interference claims, so

1 there are, in fact, at least at this point, based on the
2 discussions we've been having over the last couple of weeks, a
3 couple of areas where there is an alleged breach by the
4 Debtors that serves as the basis for the tortious interference
5 claims.

6 And so I am personally, for my own sake, agnostic as
7 to when those arguments proceed, but I just would like to make
8 sure I have clarity --

9 THE COURT: So --

10 MR. CLAREMAN: -- (indiscernible).

11 THE COURT: -- let me tell you my goal -- and maybe
12 I need you all to answer this question -- is I don't want to
13 hold up plan confirmation any longer than we have to. And to
14 the extent that the Langur Maize claims are third-party
15 claims, they probably don't hold up plan confirmation issues.

16 And so what I was hoping to do is that, at the end
17 of the 25th, there will certainly be some open questions
18 because we didn't try damages. But the structure of what the
19 outcome is going to look like should be known as soon as I can
20 absorb what occurred.

21 For example, I mean, I could find no breaches, at
22 which point we don't need a damages hearing; or I could find
23 that, really, what I think we have is a 510 question and
24 outline here's what I need to see under 510, in terms of
25 facts, for figuring out how to implement that kind of an

1 issue, and try and do that, really, on the shortest schedule
2 that I can figure out, so that we're not holding up
3 confirmation. That's my goal.

4 And I -- since I don't understand exactly where
5 everybody is going on their arguments, I would ask you to put
6 me in a position where I can advance confirmation as quickly
7 as possible after the 25th.

8 And I guess, unless I'm mistaken, we don't need to
9 to resolve Langur Maize versus Platinum disputes to do that.
10 Those will be -- and those may not be anything I can decide
11 anyway, or maybe I can make a report and recommendation about
12 them, but I'm not going to end up deciding that, probably.

13 So does that answer your question?

14 MR. CLAREMAN: It does, Your Honor. Thank you.

15 THE COURT: Thank you.

16 Anyone else?

17 UNIDENTIFIED: Your Honor?

18 THE COURT: Yes.

19 UNIDENTIFIED: Yes, Your Honor. One item that I
20 just don't want to be overlooked. There is -- both our
21 clients and Langur Maize have asserted a rights violation
22 based on (indiscernible) through the 2022 transaction, which
23 is not presently scheduled for the 24th and 25th closing
24 arguments. Perhaps we fold it into those days, to meet Your
25 Honor's desire to be able to deal with plan confirmation as

1 soon as possible after that portion of the proceeding because
2 I do think those contract claims might impact next steps.

3 THE COURT: I'm not so sure that, if the claim is X
4 party caused a violation, but didn't perform the violation,
5 that I would need to resolve them in order to get that done.

6 I do think, by way of ex -- and I've told you all
7 that I continue to think 510 is probably where to look, if we,
8 in the end, decide that there have been some breaches. That
9 may create a new capital structure as a result, if we make a
10 510-oriented decision.

11 So I think -- let's see how things go. I think I've
12 said what I'm trying to do. I'm not hearing anybody disagree
13 that we ought to try and get to confirmation. And I would ask
14 that, if those issues get joined, it -- I think what
15 Mr. Bennett said, if those issues are joined, he'll know
16 enough to speak up. And so far, he has not been bashful about
17 that.

18 MR. NOSKOV: Your Honor, Victor Noskov, Quinn
19 Emanuel.

20 I just wanted to say that we agree with Your Honor
21 that the goal should be to try to resolve everything that can
22 push towards confirmation as soon as possible. That's what
23 we've been trying to do. And I think the parties have worked
24 to get a list of the issues that we will be -- you know, we
25 will discuss at that hearing together. I think we're all in

1 agreement.

2 On the Langur Maize issue, just to state on the
3 Record some of what our perspective is, there are no actual
4 claims against the Debtors, seeking liability against the
5 Debtors. But as Mr. Clareman pointed out, there are theories
6 of liability that are asserted -- there are theories of breach
7 asserted, apparently, against the Debtors now that affect
8 tortious interference claims. We think those can be resolved
9 later. But unless those tortious interference claims go away
10 there is no breach found on the 24th and the 25th.

11 THE COURT: Right. And that makes sense.

12 Look, if there is a required reordering of
13 priorities, that's part of the 24th and 25th, but that will
14 not resolve whether those were -- that required reordering was
15 something that would impose liability on a third party, and
16 that's what we would reserve for. But we'll have to figure
17 out, I think, what the coming-out priorities look like.

18 MR. NOSKOV: Well, Your Honor, just on that point,
19 the -- my understanding of the 24th and 25th is we will
20 determine whether there is a breach of the contract, whether
21 the notes were properly issued, whether the amendments were
22 done properly, the steps followed, all of that. To the extent
23 that there is no breach, obviously, that's easier.

24 To the extent there is a breach, I think we're going
25 to have to take it -- well, my understanding is that will be

1 affected, you know, we need to figure out what the implication
2 of such a breach is and whether, for example, 510 is
3 applicable. We're, of course, briefing those issues because
4 we're briefing all of the issues that are important. But I
5 didn't understand that we were arguing, on the 24th and 25th,
6 the applicability of 510.

7 THE COURT: So I have a pretty extensive spreadsheet
8 that shows, to me -- it's not anything I'm going to share with
9 everybody. But just so you know what my expectations are
10 coming in, it shows, based on various potential breach issues,
11 what facts are needed to determine coming-up priorities. And
12 it does not fill in numbers because it's a spreadsheet that
13 has hypothetical numbers because I don't know amounts.

14 But I would probably think that you should expect --
15 and I think you're right, if we determine no breach, this is
16 so easy, right? But if we determine there is a breach at
17 Step A or a breach at Step X, it is likely that I am going to
18 then say here are the facts that I need to know, in order to
19 figure out the remedy. And I'll tell you that as soon as I
20 can.

21 I think there is a zero possibility that, if there
22 is a breach, that I would issue a judgment without further
23 hearings. But I may very well -- and again, I know that I'm
24 -- I don't want to lock this in because it's not fair to you
25 all because I could change my mind. If there's a breach, I

1 continue to believe that the remedy is going to be a
2 reordering of priorities under 510, but I don't know what that
3 reordering is until I get more facts, right?

4 And so, for example, let's assume there's a breach
5 and the exculpation goes away. Well, I don't know how much
6 money that involves, right? I don't have any facts on what's
7 been -- I don't mean the exculpation, I'm sorry -- that
8 indemnification goes away. I have no idea how much has been
9 paid out in indemnification claims.

10 But if I decide that, in fact, there was a breach;
11 and, therefore, no indemnification was appropriate -- let's
12 assume that for a moment -- I can't then reach a decision
13 because I have no idea whether any money has been paid on
14 indemnification to various people or how much, and so those
15 will be facts that are open.

16 But I don't think you should expect as limited of a
17 finding as what you're telling me. I'm hoping I can do more.
18 I think it will be helpful to the parties if I do more.

19 MR. NOSKOV: Well, Your Honor, respectfully, I think
20 our position will be -- and to the extent that you would find
21 argument on this, on the 24th and 25th, useful, we're
22 certainly briefing it now. Our position would be that, even
23 if there is a breach, that there should not be a reordering of
24 priorities because 510 is not applicable, there aren't -- you
25 know, there aren't the bad faith elements of 510 applicable

1 here; and that it doesn't follow from the breach, necessarily,
2 that there should be a change to the Debtors' capital
3 structure. And I'm sure that the '24 and '26 holders will
4 argue otherwise and, again, you'll see that in our papers.
5 But we didn't understand that that would be argued on the 24th
6 and 25th. If Your Honor is telling us that it should be, we
7 can certainly prepare for that.

8 THE COURT: So I think you should prepare for that.
9 How's that?

10 MR. NOSKOV: That's very --

11 THE COURT: Because --

12 MR. NOSKOV: That's very helpful, Your Honor.

13 THE COURT: Yeah. Look, I mean, it -- I -- let's
14 assume, for example, that the additional notes shouldn't have
15 been issued. Well, we've talked already about what does that
16 mean about the liens and the lien releases, right? And so I'm
17 not so sure, frankly, Mr. Noskov, that your side of the
18 equation isn't better off with 510 than me deciding the
19 consequence of a wrongful lien release. So be careful what
20 you ask for.

21 I will tell you I've run the numbers. And 510 can
22 create more fairness than deciding what the legal consequences
23 are of that in a difficult environment where the transaction
24 took place a couple of years ago, and whether you can, in
25 fact, do things legally that make any sense. So be sure of

1 what you want because I think you're not thinking of the
2 numbers the way I'm thinking of the numbers.

3 Now I --

4 MR. NOSKOV: Thank you --

5 THE COURT: I have not --

6 MR. NOSKOV: -- Your Honor.

7 THE COURT: I don't want anybody reading into that
8 that I've already decided what to do because I haven't. But
9 I've decided, for sure, these are the different possibilities.
10 I mean, I've lived with this thing as long as you guys have
11 lived with it, you know, in this trial. And there's no way to
12 do that without thinking of the different possibilities. And
13 I want to be fair to you all. And I shouldn't end that
14 hearing and leave things open, where you don't know where
15 things are likely to go.

16 And obviously, whatever we do at the end of that
17 hearing will be interlocutory, so it's not like you're going
18 to be bound by it. But I am thinking what would be the
19 structure of a remedy along the way and you all should, too.

20 MR. NOSKOV: That's helpful, that's very helpful,
21 Your Honor. And we'll certainly prepare to make the argument
22 that you'll -- and you'll have the benefit of that in our
23 briefing, regarding the proper remedy in the event that there
24 is a breach.

25 THE COURT: That would be great. Thank you.

1 All right. So let's go -- does anybody else was to
2 speak on --

3 MR. HEIDLAGE: Your Honor --

4 THE COURT: -- this initial basis?

5 MR. HEIDLAGE: -- can I --

6 THE COURT: Go ahead.

7 MR. HEIDLAGE: Yes. This is Benjamin Heidlage for
8 the PIMCO and Silver Point noteholders.

9 I just wanted to echo what the Debtor -- what
10 Mr. Noskov had said. You know, and we will want an
11 opportunity, either, if it's going to be at the 25th and we
12 prepare for the 24th or 25th to be able to speak to it or at a
13 later date, you know, what the appropriate remedy would be if
14 there is a breach.

15 So I do want to -- I wanted to flag that. But the
16 comments that Mr. Noskov had said already raised it, but --

17 THE COURT: So let me --

18 MR. HEIDLAGE: -- I just wanted to be sure --

19 THE COURT: No, I --

20 MR. HEIDLAGE: -- (indiscernible).

21 THE COURT: I'm certainly going to be willing to
22 listen to that then. And I think what I intended to reserve
23 was sort of the damages hearing, right? But that -- I was
24 thinking of evidence about that. What you're talking to me
25 about was about legal argument of the consequences of the

1 breach, legal argument about --

2 MR. HEIDLAGE: I --

3 THE COURT: -- you know, whether it's a contract
4 remedy, whether it's a 510 remedy, but then not deciding what
5 the actual remedy is until later. But you should be prepared
6 to talk about that. It's only fair you'll be prepared to talk
7 about that.

8 MR. HEIDLAGE: Understood, Your Honor. And I think
9 the parties had a different understanding, so this
10 clarification is very helpful.

11 THE COURT: Thank you.

12 Anyone else? Mr. Bennett?

13 MR. BENNETT: Your Honor?

14 THE COURT: Go ahead, Mr. Bennett.

15 MR. BENNETT: This is Bruce Bennett. Thank you.

16 I just want to make sure I understand the 24th and
17 the 25th better, mostly for my personal planning purposes. It
18 was my impression from prior hearings that the subject that
19 was going to be covered on the 24th and the 25th was the
20 validity of the issuance of the \$250 million of new 2026 notes
21 and the contract issues that relate to that. I was not under
22 the impression that all breach issues were going to be
23 litigated that day.

24 I'm okay either way. I just would like to know
25 because we don't have any issues that we would argue if it's

1 the former, meaning just the issuance of the '26s, the new
2 '26s. We, of course, do have issues if it's any breach, and
3 so I need that clarification.

4 THE COURT: If it's a breach third party to third
5 party, we're not going to be arguing that on the 24th and
6 25th. If it's a breach by the estate itself, then I need to
7 hear those arguments.

8 MR. BENNETT: Okay. Well, then we will be making a
9 presentation and we will need time, obviously.

10 THE COURT: That's fine. Thank you.

11 MR. BENNETT: Okay.

12 THE COURT: All right. Anyone else? Otherwise, I
13 want to move into letting people introduce evidence today.

14 (No verbal response)

15 THE COURT: Okay. Let's start with Mr. Rosenbaum
16 and then we'll go to Mr. Bennett and then we'll go to the
17 Committee, and we'll close out that side's evidence. I think
18 those are the only three parties on that side. And then we'll
19 take up evidence from the other parties.

20 So, Mr. Rosenbaum, you go first, in terms of
21 introduction of evidence.

22 MR. ROSENBAUM: Very well. Thank you, Your Honor.

23 I'm going to hand the baton to Mr. Stein for the
24 agreed-upon evidentiary issues. There is one exhibit
25 remaining, I believe, that has been objected to. And I think

1 it makes sense to deal with that last. I think, as we go,
2 we'll air out whether there are any other objections, but our
3 understanding is that, based upon the meet-and-confer,
4 objections to all of the documents, except the one I'm going
5 to speak to, have been resolved.

6 THE COURT: All right. Mr. Stein.

7 MR. STEIN: Thank you, Your Honor. Darryl Stein of
8 Kobre & Kim for the 2024/2026 Holders.

9 There are several topics that we're going to address
10 today and we'll be referring to them all by ECF number, so
11 that you bring them up on your screen. And I think, if
12 necessary, we can give control the 2024/2026 Holders Tech, but
13 we expect that these should be relatively straightforward.

14 I'd like to begin with a stipulation that was filed
15 at ECF 1362. This concerns DPC authorizations, which are
16 listed on the appendix of that filing on Pages 8 to 11 of
17 ECF 1362, which the parties have agreed are admissible as
18 business records.

19 In addition to that, the parties have also agreed to
20 the admission of seven exhibits that are attached to that
21 filing, ECF 1362, at Attachments 1 through 7, on the terms
22 that are set forth in that stipulation.

23 I'm not sure if Your Honor would like to go over
24 that stipulation or if that's necessary, but it's all included
25 in the filing at ECF 1362.

1 THE COURT: So my general position throughout this
2 trial has been, if the parties stipulate to the admission to
3 something, I'm going to admit it. If that's what we have
4 here, I don't see much reason for me to read it because it's
5 going to come in.

6 Does everyone agree that 1362 should come in, along
7 with Exhibits 1 through 7, on the terms of the stipulation
8 that are outlined in it?

9 (No verbal response)

10 THE COURT: All right. We're accepting 1362, as
11 stated. It's in evidence.

12 (ECF 1362 received in evidence.)

13 MR. STEIN: Thank you, Your Honor.

14 We'd like to move on to now to certain requests for
15 admission that were filed on the docket. I'll provide the
16 numbers for those now.

17 With respect to the Debtors' this is ECF 783-7.
18 There are --

19 THE COURT: Seven eight --

20 MR. STEIN: -- (indiscernible) --

21 THE COURT: Sorry. 783-7?

22 MR. STEIN: That's correct, Your Honor.

23 THE COURT: Okay.

24 MR. STEIN: And we're seeking to admit here the
25 requests for admission and the response, Number 6.

1 And we're going to be doing the same for the Request
2 for Admission Number 4, for PIMCO, Silver Point, Platinum, and
3 Senator.

4 And PIMCO's RSA is found at 906-1.

5 Silver Point's is found at 782-19.

6 Platinum's is found at 783-2.

7 And Senator's is found at 783-3.

8 THE COURT: So I'm not sure --

9 MR. STEIN: Your Honor, we would (indiscernible) --

10 THE COURT: I'm not sure I'm understanding -- are
11 you moving for all of those or just for some of those
12 admissions?

13 MR. STEIN: Just for the response to request for
14 admission (indiscernible) to the Debtors and for Request for
15 Admission Number 4 for PIMCO, Silver Point, Platinum, and
16 Senator.

17 THE COURT: All right. Any objection?

18 (No verbal response)

19 THE COURT: Those RFAs are admitted.

20 (ECF 783, Request for Admissions Numbers 6 and 4, ECF
21 906-1, 782-19, 783-2, 783-3 received in evidence.)

22 MR. STEIN: Thank you, Your Honor.

23 We'd now like to move to some responses to
24 interrogatories.

25 With respect to Citadel, we'd like to move to admit

1 as a statement of a party opponent the response to
2 Interrogatory Number 5, and that's filed at ECF 1305-3.

3 We would like to do the same for the Debtors'
4 response to Interrogatory Number 11, which is found at 1305-4.

5 With respect to PIMCO, the response to
6 Interrogatory 8, which is found at 1305-5;

7 Senator, Interrogatory Number 5, ECF 1305-6;

8 Silver Point, Interrogatory Number 8, at 1305-7;

9 Carlyle, Interrogatory Number 5, at ECF 1305-9;

10 Platinum, Interrogatory Number 5, at 1305-10;

11 And finally, the Debtors' amended response to
12 Interrogatories Number 13 and 14, which are found at
13 ECF 1313-5.

14 THE COURT: Any objection to the admission of those
15 various items that have been offered? I can read them back if
16 you need to me to.

17 (No verbal response)

18 THE COURT: All right. They are all admitted.

19 (ECF 1305-3 through 1305-10 received in evidence.)

20 (ECF 1313-5 received in evidence.)

21 MR. STEIN: Thank you, Your Honor.

22 Moving on to some documents. We'd like to move into
23 evidence ECF 1363-1, which is an extract report, which we are
24 moving in for completeness with respect to some testimony
25 given on May 1st and for notice purposes as to JPMorgan

1 (indiscernible).

2 THE COURT: Is that it, just 1363-1, or are there
3 more documents coming in?

4 MR. STEIN: There will be more documents. But I can
5 list them all out. All of these have been discussed with the
6 parties, but I can list them all out, if that works for Your
7 Honor.

8 THE COURT: I think you either need to list them all
9 off or you can file something in writing, if all the parties
10 have agreed to it. But somehow, I need a written rec --
11 either a written or an oral record of precisely what the deal
12 is that you're offering.

13 MR. STEIN: We'll list off all of the documents here
14 and we'll give the opportunity (indiscernible) parties to
15 respond, but all of this has been discussed meet-and-confers.

16 The next documents are emails from Davis Polk at ECF
17 716-15 and at ECF 1305-1 and -2. And we would just note for
18 the Record that these are to complete previously admitted
19 documents, documents that were filed at ECF 619-6, -7, 619-8,
20 and 619-9.

21 We also are moving into evidence ECF 1363-2, which
22 is a spreadsheet that was attached to (indiscernible)
23 incomplete document that was admitted at ECF 538-68 and -69.

24 We're also moving in as a statement of a party
25 opponent ECF 1152-1 --

1 THE COURT: I'm sorry.

2 MR. STEIN: -- which is an --

3 THE COURT: One one five --

4 MR. STEIN: -- earlier draft --

5 THE COURT: 1153 or two?

6 MR. STEIN: Sorry. 1152-1.

7 THE COURT: Thank you.

8 MR. STEIN: And this is a draft of a (indiscernible)
9 that was discussed with Mr. Osornio.

10 We also are moving in, for demonstrative purposes
11 only, a blackline of ECF 1152, which was the addenda which
12 Mr. Osornio testified to, and 1152-1, which is the draft the
13 he was -- that he referred to, and that demonstrative is filed
14 as 1152-2.

15 THE COURT: I'm sorry.

16 MR. STEIN: Next, we have --

17 THE COURT: Hold on.

18 MR. STEIN: We have --

19 THE COURT: Hold on. I've got something wrong here.
20 I thought you offered 1152-1 as substantive evidence, and now
21 you're offering it again as demonstrative evidence. I didn't
22 understand that. I want to be sure the Record is right.

23 MR. STEIN: I can clarify, Your Honor.

24 The (indiscernible) agenda that Mr. Osornio
25 testified about is filed about 1152. What we are moving in is

1 ECF 1152-1, which is an earlier draft of that document, and
2 1152-2, which is the -- we're asking to admit for
3 demonstrative purposes only as a comparison between the draft
4 and the later version.

5 THE COURT: Okay. Got it. Thank you.

6 MR. STEIN: Next is ECF 1349-1, which is -- we're
7 offering as a matter of judicial notice, which is a document
8 available from the FTC website.

9 Next is 1124-3, Pages 1 and 6 only, which are
10 Moody's ratings symbols and definitions.

11 Next, Your Honor, we move to admit the documents at
12 ECF 592-5, 592-10, 592-11, and 592-12, which are all being
13 admitted as statement of party opponent.

14 The next item on my list is with respect to a
15 document that was admitted, ECF 538-47. This document was
16 admitted, it was statement of a party opponent by Langur
17 Maize. We conferred with Langur Maize and advised the other
18 parties there is no objection to it. We would move for that
19 document be admitted for notice purposes only. And that was
20 ECF 538-47.

21 THE COURT: Hold on.

22 MR. STEIN: (Indiscernible) --

23 THE COURT: Just a minute.

24 MR. STEIN: -- (Indiscernible) --

25 THE COURT: Wait, wait. Hold on a second. That one

1 is complicated enough, it's going to take me a minute.

2 MR. STEIN: Sorry.

3 THE COURT: All right. Go ahead.

4 MR. STEIN: So, Your Honor, I'd like to pause there
5 because I think the last item on my list relates to exhibits
6 relating to Senator and PSAM, which I know other parties are
7 also going to be addressing, and with respect to the expert
8 witness, some expert-related items.

9 So, before moving to Mr. Rosenbaum, I just wanted to
10 confirm with the other parties -- we didn't discuss we were
11 actually moving this in. And I think Holwell Shuster on
12 behalf of PIMCO and Silver Point was planning to address the
13 PSAM exhibit.

14 The parties have agreed on the admissibility of the
15 PSAM and Senator exhibits, and I'm happy to address those now,
16 if no party has any objection to me doing so. And correct me
17 if I state it incorrectly.

18 THE COURT: Before we get there, is there any
19 objection to the admission of the documents identified by
20 Mr. Stein, starting at 1363-1, in this offer. He then went
21 through about 15 other admissions, ending at 538 -- excuse me
22 -- ending at 592-12. And then on 538-47, he is asking us to
23 withdraw the prior admission for all purposes and now admit it
24 for notice purposes only.

25 Any objection to that motion by Mr. Stein?

1 (No verbal response)

2 THE COURT: All right. Without objection, all of
3 those are admitted on the basis that you set forth, Mr. Stein.

4 (ECF 1363-1, ECF 716-15, ECF 1305-1 and -2, ECF 619-6,
5 -7, -8 and -9, ECF 1363-2, ECF 538-68 and -69, ECF 1152,
6 1152-1, and -2, ECF 1349-1, ECF 1124-3, ECF 592-5, -10, -11
7 and -12 received in evidence)

8 THE COURT: And the change in the admission is also
9 granted as to 538-47.

10 (ECF 538-47 withdrawn, amended, resubmitted and received
11 in evidence.)

12 MR. STEIN: Thank you, Your Honor.

13 One other item before I move on to the Senator and
14 PSAM items.

15 We also moved to provisionally admit ECF 1363-3.
16 This is an exhibit that was shown to a witness in his
17 deposition. Those particular deposition transcripts are going
18 to be submitted to Your Honor, I believe on Monday. And to
19 the extent that testimony related to that exhibit comes in, we
20 would ask that this exhibit be provisionally admitted. That
21 would be evidence from the face of the transcripts that Your
22 Honor will receive.

23 THE COURT: I accept the offer and I will determine
24 its admissibility after I read the deposition.

25 MR. SCHECK: Can I be --

1 MR. STEIN: Thank you --

2 MR. SCHECK: -- heard on that --

3 MR. STEIN: -- Your Honor.

4 MR. SCHECK: -- provisional --

5 THE COURT: I'm sorry. Go ahead.

6 MR. SCHECK: Can I be heard on the --

7 THE COURT: Sure.

8 MR. SCHECK: Sorry. Can I be heard on --

9 THE COURT: Absolutely.

10 MR. SCHECK: This is Matthew Scheck from Quinn
11 Emanuel.

12 We do object to that and, regardless on the face of
13 the depo transcript, the witness in question -- this is a
14 (glitch in the audio) is not the email and it was never
15 authenticated during the deposition. We're not sure what it's
16 being offered for (glitch in the audio) I want to note those
17 objections to Your Honor as he reads the transcripts, and
18 maybe decide based on that. But we don't think the
19 transcripts will allow this in for the reasons described.

20 THE COURT: I'm not sure, Mr. Scheck, how that's
21 different than what I said I was suggesting I do, which is
22 accept the fact that it's been offered right now and determine
23 its admissibility after I read the deposition. And I think
24 you're saying that's not the right way to go about it, but
25 then I didn't follow the difference.

1 Can you just repeat that?

2 MR. SCHECK: Your Honor, I'm suggesting that
3 (indiscernible) right now, I did want to flag, however, that
4 we have objections to that document and what those objections
5 are because I don't think the transcript properly
6 authenticates the document, and we also believe there's
7 hearsay. So I'm flagging those objections, but I agree that
8 Your Honor's process makes sense.

9 THE COURT: Okay. Thank you.

10 MR. STEIN: Thank you, Your Honor.

11 I'll just briefly respond to that because I think
12 that the deposition transcript makes it clear. And just we're
13 offering that document only for purposes of notice, and I'm
14 not sure if that resolves Mr. Scheck's hearsay objection. But
15 I think, again, Your Honor can address this when you have the
16 transcripts.

17 THE COURT: Thank you.

18 MR. STEIN: I'd like then to move on to the Senator
19 and PSAM documents. And I'm going to read these off, and I
20 will -- so some of these documents, the joint defense group is
21 proffering; some of them, the 2024/2026 holders are
22 proffering. The parties have agreed on the terms on which
23 these can be admitted into evidence.

24 So I'll begin with Senator. The first document is
25 available at ECF 1364-19, which the parties have agreed may

1 come into evidence, except for one -- except for the following
2 two things, which do not come in for the truth, which are:

3 One, information concerning Senator's note holdings;

4 And two, any factual assertion in Pierson's
5 February 17, 2022 email, which is found on Pages 2 to 3 of 9
6 of that document.

7 The next document is 1364-15, and I think 1364-16,
8 one three -- and those -- so I think there's no objection to
9 those coming into evidence for all purposes.

10 1364-14, there, the parties have agreed that this
11 may come into evidence, except that the information concerning
12 Senator's holdings should not come in for the truth of the
13 matter asserted.

14 1364-17, which the parties have agreed may come in
15 with the same terms as 1364-14.

16 And 1364-18, there is no objection with the exhibit
17 coming into evidence except for the February 2022
18 (indiscernible) presentation that's attached, which may be
19 admitted on the same terms as a duplicate of that presentation
20 that was previously admitted on the Record at ECF 610-7.

21 And I'll pause there before moving to the next set,
22 in case there are objections or comments on that.

23 THE COURT: Any objection to those offers?

24 (No verbal response)

25 THE COURT: All right. They are all admitted on the

1 terms set forth.

2 (ECF 1364-14 through ECF 1364-19 received in evidence.)

3 MR. STEIN: Next, Your Honor, the 2024/2026 holders
4 seek to move the following documents:

5 We have 1363-4, 1363-5, -6, -7, -8, and -9.

6 Next, we have 1363-10, -11, and -12, which we seek
7 to admit as statements of a party opponent and the attachments
8 on the same terms, as duplicates of those attachments that
9 have previously been admitted on the Record at 610-7.

10 Next, we seek to admit 1363-13 and 1363-14.

11 Next, 1363-15 and -16, which we seek to admit as
12 statements of a party opponent, except for the attachments,
13 which may be admitted on the same terms, as a duplicate that
14 was admitted on the Record at 610-18.

15 Next, 1363-17, -18, -19, -20.

16 Next, 1363-21, which we seek to admit as statements
17 of a party opponent, except for the non-Senator statements,
18 which are admitted only for context.

19 Next, 1363-22 and 1363-26.

20 And I think --

21 THE COURT: I'm sorry.

22 MR. STEIN: -- that's what --

23 THE COURT: You said --

24 MR. STEIN: -- I have --

25 THE COURT: -- two two --

1 MR. STEIN: -- on the list --

2 THE COURT: You said 22 followed by 26. Is that
3 right?

4 MR. STEIN: Sorry. That was, yeah, 1363-22 and
5 1363-26.

6 THE COURT: All right. Any objection to those
7 offers?

8 (No verbal response)

9 THE COURT: They are all admitted on the terms
10 identified by Mr. Stein.

11 (ECF 1363-4 through 1363-22 and 1363-26 received in
12 evidence.)

13 MR. STEIN: Next, Your Honor, we have Exhibits from
14 P. Schoenfeld Asset Management.

15 THE COURT: Mister --

16 MR. STEIN: And again, taken in the order --

17 THE COURT: Mr. Stein, before you go any further, I
18 mean, I'm trying to take good notes. But are you reading from
19 a written document that the parties have agreed to, and what
20 we're doing is formally admitting them now, but you can submit
21 the written document, so that my notes are more accurate?

22 MR. STEIN: I think we can do that, Your Honor.

23 THE COURT: I just think it will be better.

24 MR. STEIN: (Indiscernible).

25 THE COURT: My notes are being taken awfully fast,

1 and I think -- I do want to formally admit them today on these
2 -- on this basis. If there's any contradiction between what
3 you submit in writing and what you said, we'll do it on what
4 was said. But I think it will be helpful to have the writing
5 also filed, if I can impose on you to do that.

6 MR. STEIN: We will, of course, do that, Your Honor.

7 THE COURT: Thank you.

8 MR. STEIN: And then, if I may, I'll finish with
9 this. This is the last piece of paper I have in front of me.

10 THE COURT: Okay.

11 MR. STEIN: If we can finish that one and then move
12 on to the other parties?

13 THE COURT: Okay.

14 MR. STEIN: Thank you, Your Honor.

15 So the first document is 736-27, which the parties
16 have agreed will be admitted, except for the statement:

17 "There is rumors in the market that three large
18 bondholders began a dialogue with the company re: liquidity
19 solutions."

20 Which may come in for notice only. And this will be
21 in the document that you file, so the Court has a good record
22 of that.

23 Next is 736-28, which, again, the parties have
24 agreed can come into evidence, except for the following
25 statement, which may come in for notice only, quote:

1 "Rumors spread that recent buyers, PIMCO, Wadell,
2 and Silver Point, could reach the two-thirds threshold
3 necessary to strip liens and execute service of our
4 transaction."

5 Next is 736-30, which the parties have agreed may
6 come into evidence, except for the financial tables on Pages 2
7 to 4, which are hearsay, and may come in for notice only.

8 The next ones are all much more simple. They are
9 725-27, 736-31, 1364-21, 1364-22, -23, and -24. Then 725-27,
10 736-31. And that is the list that I have with respect to
11 PSAM.

12 THE COURT: Any objection to the admissions starting
13 with his identification of 736-27 and ending with the
14 identification of 736-31 on the terms offered?

15 (No audible response.)

16 THE COURT: They're all admitted.

17 UNIDENTIFIED: No objection.

18 THE COURT: Thank you.

19 (ECF 736-27 through 736-31, ECF 725-27, and ECF 1364-21
20 through 1364-24 received in evidence)

21 MR. STEIN: Thank you very much, Your Honor.

22 With that, I think that concludes what I have on my
23 list. I'm going to turn this over to my colleague
24 Mr. Rosenbaum to address the last items.

25 MR. ROSENBAUM: Good morning again, Your Honor.

1 Zachary Rosenbaum.

2 We offer into evidence Document 1289-1 on the
3 docket, under Rule 1006, which is a summary of voluminous
4 evidence that we submitted as part of the supplemental
5 submission following Professor Morrison's testimony,
6 specifically regarding counting language in the benchmark
7 indentures.

8 That summary provides two additional pieces of
9 information that were not in the original summary under 1006
10 that was admitted during Professor Morrison's testimony:

11 One is -- counts a provision in the benchmark
12 indentures where lien release language is accompanied in some
13 form with a series of transaction language. There are four
14 such benchmark indentures. I don't think there's any dispute
15 as to which ones they are. There likely will be a dispute as
16 to what they mean, but, you know, today isn't the day for that
17 dispute.

18 And additionally, this summary includes our counting
19 of benchmark indentures where there was an indenture available
20 and offered (indiscernible) seen in this level of detail, but
21 where there was an indenture available that had the successful
22 event and transaction rule of construction that is present in
23 the governing indentures. And you know, that was a counting
24 exercise by counsel, with assistance by the (indiscernible)
25 group that's not a proper expert opinion by Professor

1 Morrison.

2 There is -- we've met and conferred on this and I
3 understand there is an objection to its admission that
4 Mr. Scheck will speak to, and if I would have then a moment to
5 respond.

6 But I'll note for the Record that there's no dispute
7 that all of the underlying documents that create the bases for
8 this 1006 summary have been made available to all parties
9 pursuant to the rule. And on that basis, we would seek the
10 admission of the summary itself into evidence, as well.

11 Separate from that, we also would proffer -- and at
12 this point, I'm not sure if there's an objection to this --
13 the -- all of the benchmark indentures, by way of a thumb
14 drive, to the Court. They are extremely voluminous. But in
15 the back-and-forth, you know, it sort of appears that parties
16 might wish to draw from provisions of those benchmark
17 indentures, you know, that were not the subject of expert
18 testimony, but are the subject of, you know, evidence in this
19 case.

20 And our view is, if they're going to come in or at
21 least be available to the Court, to the extent arguments are
22 made from them, then they should all be available. And we
23 would undertake to do that in the most efficient way possible,
24 and we think a thumb drive would be the answer to that.

25 On this latter part, we did have some discussion of

1 it yesterday, Mr. Scheck and I. And frankly, I don't know
2 whether there's any disagreement on it. But I'll stop there,
3 and I have no doubt Mr. Scheck would like to be heard.

4 THE COURT: Mr. Scheck.

5 MR. SCHECK: Yes. Yes. Thank you, Your Honor.

6 We do object. And if I could provide just a minute
7 of context. Your Honor may recall that the 2024/2026 holders
8 offered (indiscernible) and he testified as to them regarding
9 certain language in Section 9.02 of the governing indentures.
10 He purported to compare that to certain benchmark indentures,
11 as Mr. Rosenbaum described it, a counting exercise that we
12 heard about last month during his testimony.

13 He relied on the benchmark indentures to work
14 through this, but solely in Section 9.02. That section came
15 in as excerpts and appended to his report (indiscernible) and
16 at that time, Your Honor (indiscernible) certain indentures
17 (indiscernible) --

18 THE COURT: Mr. Scheck, Mr. Scheck, I better get you
19 to pick up your phone. I'm missing an occasional word there.

20 MR. SCHECK: I apologize, Your Honor. Is this
21 better?

22 THE COURT: That is better. Thank you.

23 MR. SCHECK: Okay. At that time, Your Honor invited
24 us to submit additional -- or full benchmark indentures for
25 those that we wished to, it didn't have to be all. We have

1 submitted those, we're going to get to those. They're pre-
2 admitted, I believe, and I don't think there's objection.

3 But what we do have an issue with is now they've
4 filed a new 1006 summary that contains a column of
5 (indiscernible) counting exercise, and it's not the one that
6 Your Honor asked for, which we don't have objection to the
7 fact that they counted how many of the benchmarks had the
8 series of transaction language.

9 THE COURT: So I'm looking at --

10 MR. SCHECK: But we do have an --

11 THE COURT: I've got 1287-1 opened -- I'm sorry,
12 1289-1 opened. Which column is in the problem in it?

13 MR. SCHECK: I think it's the last column on the
14 right, purported to count a bullet construction, which --

15 THE COURT: I don't --

16 MR. SCHECK: -- isn't relevant --

17 THE COURT: Are you saying literally "count" or --
18 because I'm not seeing that.

19 MR. SCHECK: Yeah. So what --

20 THE COURT: I don't see it. I just want to be sure
21 I'm looking at the right thing.

22 MR. SCHECK: Sure. In 1289-1, on the far right,
23 there's a column "Successive Events and Transactions
24 Language."

25 THE COURT: Yes.

1 MR. SCHECK: That is --

2 THE COURT: I see where it says yes or no.

3 MR. SCHECK: And --

4 THE COURT: I don't see the count, is my --

5 MR. SCHECK: Yes. I'm sorry. The -- what they've
6 done is counted up by saying yes or no, and then submitted a
7 supplemented tally.

8 THE COURT: So where is the --

9 MR. SCHECK: And our issue --

10 THE COURT: Where is the supplemented tally?

11 MR. SCHECK: I think that's --

12 MR. ROSENBAUM: Your Honor (indiscernible) -- go
13 ahead.

14 MR. SCHECK: Go ahead.

15 MR. ROSENBAUM: This Docket 1389-1 were covered by,
16 you know, a notice of submission, where we counted, you know,
17 tallying them up. We're not seeking to admit that document
18 into evidence. It is our summary of what this summary shows,
19 that it (indiscernible) 1006 summary is in evidence. We --
20 you know, we can all (indiscernible) through the counting.
21 And then, you know --

22 THE COURT: Okay. So you're not --

23 MR. ROSENBAUM: -- (indiscernible) --

24 THE COURT: You're not --

25 MR. ROSENBAUM: -- (indiscernible) --

1 THE COURT: You're not --

2 MR. ROSENBAUM: -- (indiscernible).

3 THE COURT: -- today, offering a count; you're only
4 offering a yes or a no.

5 MR. ROSENBAUM: We're only offering a yes or a no
6 and --

7 THE COURT: Okay.

8 MR. ROSENBAUM: -- there --

9 THE COURT: Well, then let me hear --

10 MR. ROSENBAUM: -- there --

11 THE COURT: Let me hear from Mr. Scheck --

12 MR. ROSENBAUM: We're not (indiscernible) --

13 THE COURT: -- back again. Let's go back to
14 Mr. Scheck. Go ahead.

15 MR. SCHECK: Yes. Your Honor, I think the issue is
16 this table is of -- is a (indiscernible) table or chart that
17 was previously admitted with respect to Professor Morrison's
18 testimony for stuff he looked at and part of our
19 cross-examination, things he did not look at. That column are
20 things he did not look at.

21 And so we are left a little puzzled as to which
22 counting exercises the 2024/2026 holders are asserting are
23 expert testimony, versus which ones do not lead to the expert
24 testimony. We think this is having -- or it renders this
25 chart misleading because it's not part of Professor Morrison's

1 opinion; it's something he didn't do. This is a brand-new
2 exercise, not the one Your Honor asked for, which was the
3 series of transaction language. And that's our objection to
4 this.

5 MR. ROSENBAUM: Your Honor, if it helps, we prepared
6 a separate document that's been admitted into evidence, which
7 is 432-1, which Mr. Scheck referenced, which is, in fact, the
8 document under 1006 that came in through Professor Morrison.
9 The 1289-1 is a different exhibit.

10 However we need to, we are very much willing, and I
11 think we already have put on the Record that nothing in
12 1289-1, the column referring to successive events and
13 transactions, is not being proffered as expert opinion. It is
14 simply a yes or a no. And we do expect to draw to that in
15 closing as to the counts, but that's simply a count.

16 So I just want to be clear on that because we're not
17 offering it as Professor Morrison's opinion, but nonetheless,
18 we do think that it is probative from the benchmark
19 indentures; and, therefore, that's the basis for our proffer.

20 THE COURT: All right. I am sustaining the
21 objection. I'm not going to allow the successive events
22 column to be there.

23 This is a summary of voluminous documents where one
24 has to use a judgment call to determine whether that last
25 column is a yes or a no. And Professor Morrison used judgment

1 calls, he told us that during his testimony, on other column
2 entries, as to whether they did or didn't contain the
3 language, and said I had to look at it, I had to read it, I
4 had to decide whether it fit there. And so I don't have
5 enough to know whether that column is accurate, unless it is
6 sponsored by someone. The opportunity to cross-examine him
7 has passed.

8 I agree that you can have the documents there and
9 you can refer to them, Mr. Rosenbaum. And I'm not going to
10 keep out the documents. But I will keep out some document
11 like this summary that I think has testimonial inclusions in
12 it, given the expert testimony that I had, as to whether these
13 things do or do not exist. So you'll just have to deal with
14 that how you deal with it. So I am not allowing that column.

15 Are the other columns -- do they have any changes
16 from what was previously admitted, or is it only that column
17 we shouldn't admit?

18 Mr. Scheck, are you okay admitting everything other
19 than that column?

20 MR. SCHECK: Your Honor, the only other column that
21 was added is the series of transactions columns. That is what
22 Your Honor requested. But I think we have -- can even
23 stipulate that, of the benchmark indentures, four have that
24 language.

25 The issue we have is just confusing because that was

1 previously been admitted during Professor Morrison's testimony
2 at ECF 442-1. And that's a chart of the things he actually
3 looked at. So we don't think this chart is necessary at all.
4 And there should be one thing of what Professor Morrison
5 looked at. We can stipulate that there was four of the
6 benchmark indentures.

7 THE COURT: All right. 1289-1 is admitted, striking
8 the far right column.

9 The Record is pretty clear what he testified about,
10 it's clear what I asked for. And it does matter which ones do
11 it, so that we can then refer back and read them. It is --
12 that part is a summary. So I'm striking the far right column.
13 I'm admitting 1289-1, not as a substitute for the previous
14 document, but in addition to the previous document. The
15 Record is clear what he was cross-examined about.

16 (ECF 1289-1 received in evidence.)

17 THE COURT: Let's go to the next issue.

18 MR. SCHECK: And --

19 THE COURT: What do we have next?

20 MR. SCHECK: I'm sorry, Your Honor.

21 MR. ROSENBAUM: And Your Honor --

22 THE COURT: I'm sorry. Mr. Scheck?

23 MR. SCHECK: I should have mentioned there is one --
24 sorry. There is one further issue. It's actually the two far
25 right columns. They're both related to the rule of

1 construction that they added.

2 THE COURT: And those were both added?

3 MR. SCHECK: Yes.

4 THE COURT: Yeah.

5 MR. ROSENBAUM: Yes, Your Honor. And just based on
6 Your Honor's ruling, we have no objection to both being
7 stricken.

8 THE COURT: We'll strike both. Thank you. But
9 admit 1289 --

10 MR. ROSENBAUM: (Indiscernible) --

11 THE COURT: -- with the last -- the right two hand
12 columns do not come in for any purpose.

13 Let me clarify, though, that you're not objecting,
14 Mr. Scheck, to the use of the actual documents that are
15 referenced, both in 432-1 and here, from which these summaries
16 were drawn. I think, under Rule 1006, I can require them to
17 be presented in court, as long as you were presented with the
18 underlying documents. I'm inclined to require them to be
19 presented in court, so that, if we have a dispute, I can look
20 at them. Any problem with that?

21 MR. SCHECK: No, Your Honor. I think we would have
22 an issue if there were similar sort of expert conclusions
23 trying to be drawn at closing, but not with the documents
24 coming in.

25 THE COURT: Well, look, I -- the documents come in.

1 If Mr. Rosenbaum thinks he can persuade me that what that
2 means is X, and he thinks it means X, and you can say it
3 doesn't mean X, that's just argument. I mean, I -- neither of
4 you all can give me a legal opinion about it because you're
5 biased, right? So.

6 (Laughter)

7 MR. SCHECK: That is --

8 MR. ROSENBAUM: We can give you a legal opinion, but
9 it (indiscernible) anything about it.

10 THE COURT: They won't come in -- they will not come
11 in as expert opinions under existing law.

12 Okay. Let's move ahead.

13 MR. ROSENBAUM: That's it from us, Your Honor.

14 Thank you.

15 THE COURT: Thank you.

16 So, Mr. Bennett, do you have any additional
17 documents you wish to have introduced?

18 (No verbal response)

19 THE COURT: Mr. Bennett, you've muted yourself.

20 (No verbal response)

21 THE COURT: Maybe you dialed back in, I don't know.
22 But let's see. Hold on one second.

23 UNIDENTIFIED: Your Honor, we have a short list, but
24 we're happy to do it in whatever way makes sense.

25 THE COURT: Whoever just spoke, I was able to hear.

1 Hold on. There's Mr. Bennett. Mr. Bennett, welcome back.

2 MR. BENNETT: Thank you, Your Honor.

3 And yes, Your Honor. For some reason, I was dropped
4 at one point, so, if it happens again, just wave your hand and
5 I'll dial in again.

6 Your Honor, there are just five documents. Three
7 are -- I don't think there's any objection to at all, and
8 there still remain two, I suspect there will be an objection.
9 So let's take the easy ones first.

10 THE COURT: All right.

11 MR. BENNETT: We first move to introduce ECF 538-97,
12 which is Platinum's interrogatory responses. And the
13 responses that we seek to admit are Numbers 1, 2, 8, 9, 10,
14 13, 15, 16, 19, 21, and 22.

15 THE COURT: Any objection to the admission of 538-97
16 with respect to the identified interrogatory responses?

17 (No verbal response)

18 THE COURT: It's admitted.

19 (ECF 538-97, Responses 1, 2, 8, 9, 10, 13, 15, 16, 19,
20 21, and 22 received in evidence,)

21 MR. BENNETT: Okay. The second is ECF 538-98. It's
22 also interrogatory responses, these from Carlyle. It is
23 Responses Number 1 to 11, inclusive.

24 THE COURT: Any objection to the admission of
25 538-98, Responses 1 through 11?

1 (No verbal response)

2 THE COURT: It's admitted.

3 (ECF 538-98, Responses 1 through 11 received in
4 evidence.)

5 MR. BENNETT: Thank you.

6 And the third is ECF 534-136, which is interrogatory
7 responses by Senator, and it's Responses 1 and 3 through 10,
8 inclusive.

9 THE COURT: Any objection to 534-136, Response 1, 3,
10 4, 5, 6, 7, 8, 9, and 10?

11 (No verbal response)

12 THE COURT: It's admitted.

13 (ECF 534-136, Response 1 and Responses 3 through 10
14 received in evidence.)

15 MR. BENNETT: Okay. And now, Your Honor, I'd like
16 to move the admission of two documents. And one -- the first
17 is ECF 1361-1, and it is the rules and organization
18 certificate of the Depository Trust Company in a form that has
19 been approved by the SEC on its website. That's number one.

20 I'll take them together because I think the parties
21 want to take them together.

22 The second is ECF Number 1361-2, and that document
23 is assets services, reorganizations service guide, issued by
24 the DTC. Also, we believe approved by the SEC.

25 I'll have more, in terms of specific cites to give

1 you, if there is an objection that's relevant to them.

2 Now I have a brief introduction, but I don't really
3 want to anticipate the objection. There are actually two
4 interrelated issues that may come up today:

5 First, Your Honor asked for the parties to come up
6 with a joint submission to describe the procedures to get an
7 authorization to sue from DTC. Meet-and-confers have occurred
8 on that topic and, regrettably, there has been no agreement.
9 It is -- it's our view that those documents that are
10 responsive to Your Honor's requests are the ones that we're
11 moving to admit. Our adversaries, for whatever reason, would
12 submit to you nothing.

13 Our solution to this, which is, you know, really
14 kind of separate from your request, in a way, is just to admit
15 these documents into evidence. We believe they are admissible
16 for multiple reasons. And again, I don't want to anticipate
17 their objection, but I do want to hopefully create the
18 foundation from our point of view.

19 These are referred to and referenced and cross-
20 referenced and incorporated by the actual indenture, a
21 document that's already been admitted into evidence. And
22 again, if I have to, I will take Your Honor through the
23 relevant parts of the indenture to show that.

24 And secondly, as I indicated, at least the first
25 document, and I think the second one, as well, was approved by

1 the SEC. It's, therefore, on the government website. The
2 first one is actually on the government's website, it's on the
3 SEC website. And there are cases that say that those
4 documents should be admitted as (indiscernible) for notice
5 purposes under Rule 201.

6 I have more to say about those things and -- but I
7 think, at this point, I'll let the objectors, if there are
8 any, make their objections, and then I would like time to
9 respond.

10 THE COURT: Thank you.

11 MR. CLAREMAN: Your Honor, this is Billy Clareman
12 from Paul Weiss on behalf of Carlyle and Spring Creek.

13 I do have an objection to the admissibility of the
14 proffered documents, and I also have a proposal that I would
15 like to make that I previewed with Jones Day about how to
16 address this specific question that the Court asked the
17 parties to make a joint submission about.

18 So just to address the grounds for my objection,
19 these documents are inadmissible because they have not been
20 properly authenticated. They're not properly the subject of
21 judicial notice. They were downloaded from a website. And as
22 cited to the Court, *Weinhoffer v. Davie Shoring, Inc.*, 23rd
23 F.4th 579 (5th Cir. 2022), describing the inappropriate nature
24 of judicial notice under these circumstances.

25 I also have an objection on hearsay grounds.

1 And my final objection is a relevance objection. I
2 note that the Court is perhaps a bit skeptical at the outset
3 of the relevance objection, but I wanted to just to articulate
4 it for the Record. And as promised, I will come back to my
5 proposal for how to address the specific question posed by the
6 Court.

7 So the reason why these documents are being
8 proffered is because there was a contention that prior holders
9 that sold to Langur Maize would be unable to get the DTC
10 authorization letter under the DTC's rules. So, number one, I
11 don't think the documents show that, but we'll come back to
12 that issues specifically.

13 The reason why we believe that this is irrelevant is
14 because this is addressing a question of standing of someone
15 else that is not Langur Maize. And I would cite to the Court
16 a decision that was entered by the Fifth -- by the Supreme
17 Court yesterday, reversing a decision of the Fifth Circuit.
18 That's in the *FDA v. Alliance for Hippocratic Medicine*, which
19 specifically addressed the theory of standing, which is, if
20 not us, who, and explained that that is not an appropriate
21 basis to argue for standing.

22 THE COURT: Yeah. I'm --

23 MR. CLAREMAN: (Indiscernible) --

24 THE COURT: Let me deal with that, Mr. Clareman.
25 That was not the issue or the reason for the inquiry. The

1 argument was what -- that it was not possible to bring a claim
2 if all of these allegations were right, and that no one could
3 bring a claim. I wanted to understand this because it goes to
4 whether the interpretation that I'm being asked to apply is
5 absurd.

6 And so this deals with whether Mr. Bennett's
7 client's rights can be interpreted in a way that others are
8 arguing, or whether that would simply give somebody a free
9 walk, which would make no sense to me just because a security
10 had been traded. So it's not to bring about other people's
11 rights; it's to understand how to interpret what the
12 requirements are.

13 So this is not what the Fifth Circuit did in the FDA
14 case, it's completely different, and I'm overruling that part.
15 I am worried about the admissibility. But what's your
16 proposal?

17 MR. CLAREMAN: So the proposal that I've made is
18 that -- you know, I actually don't agree with Mr. Bennett that
19 the parties have adequately met and conferred on this issue.
20 We were provided the three -- the two documents earlier this
21 week. We asked the Jones Day firm on meet-and-confers to
22 explain how these specific documents describe the procedure
23 for obtaining an authorization letter. We were cited to
24 provisions which were many pages long that we don't agree have
25 that purpose.

1 We provided to them four documents that we located
2 on the DTC's website. They have the same admissibility
3 problem of authentication, but they, to our reading, were more
4 directly responsive to the question that had been posed by the
5 Court.

6 So what we suggested as a procedure for this is that
7 the parties prepare a joint letter with all of these exhibits,
8 in which we explain exactly how they address the Court's
9 inquiry, which was what is the process for getting an
10 authorization letter?

11 We would have a section that is -- well, we may
12 agree after further discussions. As I said, I don't think we
13 had sufficient meet-and-confers about the actual particulars
14 of this. But assuming we have a difference of opinion about
15 the documents, we would articulate our respective
16 interpretations in a, you know, defendants' section and a
17 plaintiffs' section, and attach all the documents, and address
18 the admissibility issue in that letter, if we continue to have
19 a disagree about whether or not the documents are properly
20 authenticated or are properly the subject of judicial notice.

21 We believe that is the best way to address the
22 Court's question most directly and also to facilitate a
23 process, whereby the parties may achieve a meeting of the
24 minds as to how exactly this is done because I think one of
25 the points that Your Honor made, which is absolutely right, is

1 that these letters are obtained every day of the week.

2 There are many, many, many versions of them that are
3 in the evidentiary record. There is a process. And I think
4 we can probably make some progress on a joint basis if we put
5 in a little bit more effort understanding each other's views
6 on how this specifically works and then present that to the
7 Court. It could be filed in a letter, I would propose, at the
8 end of next week, a maximum of five pages that has, you know
9 (indiscernible) --

10 THE COURT: Yeah. But if there's a disagreement,
11 can I then look at the six documents? Because I think you're
12 telling me --

13 MR. CLAREMAN: That would be --

14 THE COURT: -- that you're not going to stipulate I
15 can then look at the six documents.

16 MR. CLAREMAN: The -- well, we would address the
17 admissibility issue in that submission, so there would be a --

18 THE COURT: Well, no, but the --

19 MR. CLAREMAN: -- (indiscernible) --

20 THE COURT: -- letter argument is going to make no
21 sense if it says this document says X and I can't look at the
22 document. Why wouldn't I just --

23 MR. CLAREMAN: You could certainly --

24 THE COURT: Why wouldn't I just -- look, this is
25 something that we've all known has been around for now a few

1 months. Can I just issue the Court's order requiring DTC to
2 turn over the six documents in authenticated fashion, can I do
3 that? And then you can also submit your letter. I don't have
4 a problem with the letter. But I've got to have the documents
5 to make sense of this.

6 MR. CLAREMAN: I would -- if the Court were to
7 embrace the procedure we allowed, I would be happy to
8 stipulate to the admissibility of all of the documents for the
9 purposes of understanding the parties' respective arguments on
10 this issue.

11 But I do have a concern, which is that I've never
12 heard from Jones Day how it is that the documents and
13 provisions they cite actually address the process for --

14 THE COURT: Yeah, okay. But you --

15 MR. CLAREMAN: -- (indiscernible) --

16 THE COURT: So wait. I just want to understand
17 this. You're suggesting that I either get one or two letters,
18 it's won't really matter, setting out the parties' positions,
19 and that you will then stipulate to the admission of their two
20 documents if they'll stipulate to the admission of your four
21 documents, right?

22 MR. CLAREMAN: That's the proposal that I'm making,
23 yes.

24 THE COURT: Mr. Bennett?

25 MR. BENNETT: Your Honor, what I think I just heard

1 is a request for more briefing. I would -- because we were
2 going to brief the issues in the context of the hundred pages
3 that we've already been allowed. An additional five pages
4 won't hurt anybody. I will accept his offer so that all six
5 can come in, and it's just fine. And I, myself, am a little
6 bit mystified as to how we got here, but that works for me.

7 MR. CLAREMAN: Well, if I may, Your Honor?

8 THE COURT: Nah, this -- I don't care how we got
9 here. Look, I -- this is hard, and I'm glad we got here.
10 We'll take in all six documents, along with up to five-page
11 letters of explanation, one letter from each of Mr. Clareman
12 and Mr. Bennett.

13 Any objection to that by any party?

14 (No verbal response)

15 (ECF 1361-1 and -2, ECF 1364-27, -28, -29 and -30
16 received in evidence.)

17 THE COURT: Okay. What do we have next?
18 Mr. Bennett, that includes your evidentiary offer? I'm
19 admitting all six documents.

20 MR. BENNETT: Thank you, Your Honor. That includes
21 -- Mr. Clareman, are your documents in the ECF system? And if
22 they are, can you please give me those numbers, so I make sure
23 I have them?

24 MR. CLAREMAN: Yes. ECF Numbers 1364-27, 1364-28,
25 1364-29, and 1364-30.

1 THE COURT: Thank you.

2 All right. Does the Committee have any documents
3 that they -- or evidence that they wish to offer?

4 MR. BIRNBAUM: Yes, Your Honor. Michael Birnbaum of
5 Morrison & Foerster. Can you hear me?

6 THE COURT: Yes, sir.

7 MR. BIRNBAUM: Okay. We have a short list.
8 ECF 1314-4 and 1314-5. Those are Debtors' responses and
9 objections to our interrogatories and supplemental, amended
10 responses and objections, specifically to Numbers 13 and 14 as
11 indicated, we understand there's no objection.

12 Next is ECF 1313-8 through 1313-17. Those are Quinn
13 Emanuel's 1st through 10th monthly fee statements. To be
14 clear, we're putting those in for the amounts, not to question
15 any entries.

16 Then there's ECF 548-11. That's consent of
17 directors in lieu of meeting of Wesco Aircraft Holdings, Inc.

18 And finally, ECF 548-32. It's an email from a
19 Ms. Seigler to Mr. Holland regarding 2022 monitoring fees,
20 Platinum to Platinum. So we offer it as an admission of a
21 party opponent.

22 THE COURT: Mr. Birnbaum, was that 548-32 or 540-32?

23 MR. BIRNBAUM: The former, 548-32.

24 THE COURT: Okay. Any objection to the documents
25 offered by Mr. Birnbaum? They're admitted.

1 MR. SCHECK: Your Honor?

2 THE COURT: I'm sorry. Go ahead.

3 MR. SCHECK: Oh, sorry, Your Honor.

4 THE COURT: No, go ahead.

5 MR. SCHECK: Matthew Scheck, Quinn Emanuel. And I
6 apologize, my camera has stopped working.

7 But we do have a relevance objection to the fee
8 statements. I mean, they're on the docket, Your Honor can
9 obviously take notice of them. I'm not sure what the
10 relevance is of the fee statements (indiscernible).

11 THE COURT: Mr. Birnbaum?

12 MR. BIRNBAUM: Would you like me to address that?

13 THE COURT: Yes.

14 MR. BIRNBAUM: Sure, Your Honor. And I think you
15 mentioned earlier that, when you were talking about how this
16 may play out, you mentioned you'd need to know the numbers,
17 including (indiscernible) also, when everybody sat at what
18 would lead to a deal in 2022, they either did or did not
19 consider the benefit or detriment of what this case might
20 eventually cost. What it eventually cost would have some
21 importance as to what value comes through that. We don't need
22 to argue what the value is today, we really could brief that.
23 But Your Honor should have the benefit of seeing, as Debtors
24 are saying, we aren't certain what's not in, what went out.

25 MR. SCHECK: And Your Honor, I -- these aren't for

1 indemnification in the Debtors' fee statements. The experts,
2 to my knowledge, didn't get them for R&D or (indiscernible) so
3 I don't know what the relevance is to the fee statements
4 (indiscernible).

5 MR. BIRNBAUM: Well, one of the issues back in 2022
6 is what would the company look like if we take one deal versus
7 the other. It was information that (indiscernible) been
8 admitted earlier about the potential for litigation that this
9 would particularly invite. That potential for litigation also
10 invited certain costs, whether indemnified or not.

11 To be clear, we are not --

12 THE COURT: All right.

13 MR. BIRNBAUM: -- questioning the proprietary
14 (indiscernible) --

15 THE COURT: All right.

16 MR. BIRNBAUM: -- (indiscernible).

17 THE COURT: That's enough. I'm admitting the
18 documents. I think they're relevant to the issue that is
19 raised by Mr. Birnbaum. I don't think they're dispositive
20 about it. The parties may have had much different
21 expectations in the beginning than these. But reality does --
22 is a measure of what expectations might have been, so they're
23 admitted.

24 (ECF 1314-4 and -5, 1313-8 through -17, 548-11 and
25 548-32 received in evidence.)

1 THE COURT: Anything further?

2 MR. BIRNBAUM: Thank you. Thank you, Your Honor.

3 THE COURT: All right. I --

4 MR. SCHECK: Thank you, Judge.

5 THE COURT: I think that takes care of the whole
6 right side of the room, right? Is there any other offer from
7 the right side of the room, the right side that we put up with
8 for 30 days of trial, for any more offers?

9 (No verbal response)

10 THE COURT: Okay. Let's take left side offers then.
11 All defendants that have any documents you wish to offer.

12 MR. SCHECK: Thank you, Your Honor. Matthew Scheck
13 from the Debtors again.

14 We are solely offering, from the Debtors, some
15 documents that I described earlier, a few of the benchmark
16 indentures, pursuant to Your Honor's invitation during the
17 testimony. And I believe those ECF numbers -- I believe this
18 is agreed to, that is ECF 1358-1, ECF 1263-2, ECF 1216-4, and
19 ECF 1358-2.

20 THE COURT: Any objection to the admission of those
21 four documents?

22 (No verbal response)

23 THE COURT: They are admitted.

24 (ECF 1358-1 and -2, ECF 1263-2, ECF 1216-4, and ECF
25 1358-2 received in evidence.)

1 MR. SCHECK: Thank you, Your Honor.

2 And I think now I'll pass it to others on this side
3 of the virtual room.

4 THE COURT: Thank you.

5 Any other defendant have any documents you wish to
6 offer or other evidence?

7 Yeah, I think your line is open.

8 MR. KURLAND: Your Honor, this is Andrew Kurland for
9 Senator. Can you hear me?

10 THE COURT: I can. But hold on a second. I think
11 that Platinum's lawyers are trying to get my attention first,
12 so I thought you all spoke up earlier. Can you just re-press
13 five star? There we go. All right.

14 Yeah. Go ahead, please.

15 MS. OBERWETTER: Yes, Your Honor. Thank you. And
16 hopefully, you can hear me. I've taken out my headset, which
17 was causing me some issues, as well.

18 So just a couple of items on behalf of Platinum.
19 And I'll speak briefly before I pass it over to my colleague
20 Joe Catalanotto, who is going to move in some individual
21 specifics, a couple of which are, I believe, unopposed and
22 some of which may have some opposition from Langur Maize.

23 Before he does that, I just wanted to update the
24 Court briefly on the issues pertaining to Will Wang's
25 documents from Golden Gate that we spoke about the last time

1 we were in court.

2 THE COURT: Right.

3 MS. OBERWETTER: So -- yes, Your Honor. So
4 Mr. Rosenbaum noted at the outset that we had wrapped up pretty
5 much everything at close of evidence today with a couple of
6 caveats.

7 A caveat is Will Wang/Golden Gate materials. There
8 have been additional materials produced to us over the last
9 week. We anticipate that they are still working on
10 potentially producing still a few more documents out of
11 material that was overlooked previously.

12 So we are expecting to go forward with the
13 deposition of Will Wang this coming week. That will be
14 remote, as we currently understand it. What that will mean,
15 we don't have a time and date set for that yet, but we
16 understand time is of the essence, so there will be that
17 deposition.

18 And then we have discussed with Kobre & Kim having
19 short supplemental submissions to address what comes out of
20 that deposition. Obviously, from their standpoint, it's
21 predominantly going to be hearsay, but we believe we will be
22 able to use some of that material if some of it proves to be
23 relevant, along with some additional handful of documents.

24 So we believe we have a tentative agree -- we have
25 an agreement with them on those issues. But I just didn't

1 want the Court to be surprised at the end of next week, when
2 there's a supplement, in light of the lateness of the
3 documents.

4 THE COURT: Any objection by Mr. Stein or
5 Mr. Rosenbaum that the Wang documents and further deposition
6 are subject to admissibility offers at a later date?

7 MR. ROSENBAUM: No objection, Your Honor.

8 THE COURT: All right. I appreciate your -- I had
9 forgotten about that and I thought I was going to close the
10 evidentiary record today. So I will leave it open as to Wang
11 matters.

12 Thank you.

13 MS. OBERWETTER: Yes. Thank you.

14 And now that I've made my point, I'll pass it over
15 to Mr. Catalanotto now.

16 THE COURT: Thank you.

17 MR. CATALANOTTO: Good morning again, Your Honor.
18 Can you hear me all right?

19 THE COURT: I can. Thank you.

20 MR. CATALANOTTO: Your Honor, I'd like to move in
21 about a dozen documents --

22 THE COURT: All right.

23 MR. CATALANOTTO: -- if I could. And as the other
24 parties have done, I think I'll just go through the list by
25 ECF number.

1 The first, Your Honor, is at ECF Number 1317-4.
2 This is certain -- I should say 1317-4, except for Pages 19 of
3 26, 23 of 26, and 25 of 26. This is demonstratives that were
4 shown during (indiscernible) testimony.

5 The remaining documents are all documents produced
6 by certain of the counterclaim plaintiffs. There are
7 (indiscernible) ECF Number 1364-1, which we would like to move
8 in only for notice purposes;

9 ECF 1364-2, 1364-3, 1364-4, 1364-5, which, again, we
10 would move in only for notice purposes;

11 ECF 1364-6, 1364-7, 1364-8, 1364-9, 1364-10, one
12 three -- 1364-12 --

13 THE COURT: Just to be clear, there was a bit a
14 break. You did not offer 11, right?

15 MR. CATALANOTTO: I offered -- I did intend to offer
16 1364-11.

17 THE COURT: Okay. There had been a break and I
18 think I missed that. So you're offering 9, 10, 11, and 12.
19 Go ahead.

20 MR. CATALANOTTO: That's right. That's right, Your
21 Honor.

22 And then lastly, ECF Number 736-13, again, solely
23 for purposes of notice.

24 And then I do have one last (indiscernible) parties,
25 but we had one point for discussion, proffering ECF Number

1 1364-13. And after meeting and conferring, we decided to
2 withdraw that document.

3 THE COURT: All right. Is there any objection to
4 the admission of the identified documents that started with
5 1317-4, went through 1364-12, and then 736-13, for the -- with
6 the limitations that were identified on the record by counsel?
7 All right. Those are all admitted.

8 MR. STEIN: (Indiscernible) Your Honor, this is --

9 THE COURT: I'm sorry. Go ahead.

10 MR. STEIN: Sorry, Your Honor. Darryl Stein for the
11 2024/2026 holders. I just wanted to confirm that 1317-4 is
12 being admitted for demonstrative purposes only.

13 THE COURT: No. 1317-4 was offered for all
14 purposes, except for Pages 17, 23, and 25, according to my
15 notes. Did I miss that? Is it for notice only?

16 MR. CATALANOTTO: Your Honor, we had intended to
17 introduce it solely as a demonstrative. I may have overlooked
18 to mention that (indiscernible).

19 THE COURT: Thank you. So it's demonstrative only,
20 except for those pages.

21 Now any objection, Mr. Stein?

22 MR. STEIN: No objection on those terms. Thank you,
23 Your Honor --

24 THE COURT: Thank you.

25 MR. STEIN: -- and Mr. Catalanotto.

1 THE COURT: All right. Those are all admitted.

2 (ECF 1317-4 (except for pages 19 of 26, 23 of 26, and 25
3 of 26) ECF 1364-1 through -12, and 736-13 received in
4 evidence.)

5 THE COURT: Mr. Kurland.

6 MR. CORCORAN: Well, Your Honor --

7 THE COURT: I'm sorry.

8 MR. CORCORAN: I'm sorry. Matt Corcoran with Jones
9 Day. Just two very minor caveat objections to --

10 THE COURT: All right.

11 MR. CORCORAN: -- 1364-6. There are some charts on
12 Pages 4 or 5 -- 4 and 5 of that document that look to be cut
13 and pasted from other sources. As with other documents, we
14 would ask that those be admitted for only notice purposes.

15 And the same with respect to 1364-9. There's an
16 appendix attached that looks to be sourced from third-party
17 information. And we'd ask that that appendix to that -- Bates
18 Number 15070 at 75 be admitted for notice purposes only.

19 MR. CATALANOTTO: Your Honor, just very briefly, if
20 we can take a look at the charts that --

21 THE COURT: Right. No. Take your time. Take your
22 time.

23 MR. CATALANOTTO: -- (indiscernible). Your Honor,
24 we're fine with (indiscernible).

25 THE COURT: We'll add those two limitations

1 identified by Mr. Corcoran to the admission. Thank you.

2 MR. CORCORAN: Thank you, Your Honor.

3 THE COURT: Mr. Kurland.

4 MR. KURLAND: Thank you, Your Honor. Good
5 afternoon.

6 THE COURT: Go ahead.

7 MR. KURLAND: Yesterday evening, Senator filed --
8 the joint defense group, rather, filed seven Senator-produced
9 exhibits. Mr. Stein, at the outset of this hearing, went
10 through six of those. And just for the Record, we agree
11 again, with the admission of those on the terms he set forth.
12 Those are 1364-14 through -16 and 1364-19.

13 The seventh Senator document that the joint defense
14 group filed was at 1364-20. And we'd request conditional
15 admission of that document. The circumstances of that are
16 slightly different. That was a deposition exhibit at the
17 deposition of a Senator witness, specifically used as Exhibit
18 Number 28 in that deposition.

19 And we were under the impression that was a -- that
20 a portion of the transcript has been designated for the
21 Court's review, which will be submitted to the Court, along
22 with the other designations, on this coming Monday because
23 that's the parties' agreement. We understood that the portion
24 of that transcript with that exhibit was addressed and is
25 included in the designations.

1 A question arose about 15 minutes before this
2 hearing as to whether or not that is the case or not, whether
3 that designation will actually stand or not and we need to
4 sort that out between the parties.

5 So I just want, if -- with the Court's indulgence,
6 to have that exhibit, which is, again, 1364-20, conditionally
7 admitted in the event that that designated portion of the
8 testimony is included for the Court's consideration because it
9 will be necessary for the Court to understand that testimony.

10 THE COURT: Mr. Stein.

11 MR. STEIN: Thank you, Your Honor. And thank you,
12 Mr. Kurland.

13 We do object to this document coming into evidence.
14 I agree with Mr. Kurland that this might be resolved when the
15 parties meet and confer about the deposition designations.
16 But our position is that this document is hearsay and not
17 admissible on a proffer by the joint defense group.

18 I think that perhaps the way to resolve this is akin
19 to the Bank of New York Mellon document that we previously
20 discussed where, if the Court does need to address this and
21 rule on the issue and will address the objections in the
22 course of the deposition transcripts. I haven't discussed
23 that with Mr. Kurland, but I'd propose that (indiscernible).

24 THE COURT: Yeah. I'm taking the offer and the
25 objection of 1364-20 under advisement. I'll rule on them once

1 I read the deposition segment, if it's submitted. If the
2 deposition segment is not submitted, then it will become
3 irrelevant.

4 Does that work for everyone?

5 MR. KURLAND: Thank you, Your Honor.

6 THE COURT: Thank you.

7 MR. KURLAND: It does.

8 THE COURT: All right. Any other evidence and --

9 MR. STEIN: Thank you, Your Honor.

10 THE COURT: -- offers any party?

11 MR. CLAREMAN: Yes, Your Honor.

12 THE COURT: Mr. Clareman.

13 MR. CLAREMAN: Billy Clareman. Thank you, Your
14 Honor. Billy Clareman from Paul Weiss on behalf of Carlyle
15 and Spring Creek.

16 We have two documents that we'd move into the
17 Record. I don't believe there are any objections to either.

18 The first is the proposed plan of reorganization.
19 That is found at 1354-25. It was originally, you know, on the
20 docket at ECF Number 1223, but we filed it as an exhibit,
21 nonetheless.

22 We've also -- we also seek to move into the
23 evidentiary record the RSA, which is on -- which is at ECF
24 Number 1364-26. That is the execution copy of the RSA. The
25 original RSA was a schedule or an exhibit that was put in at

1 ECF Number 1224-6. Thank you.

2 THE COURT: Any objection to 1364-25 or 26?

3 (No verbal response)

4 THE COURT: They're admitted.

5 (ECF 1364-25 and -26 received in evidence.)

6 THE COURT: Further evidentiary offers by anyone?

7 (No verbal response)

8 THE COURT: All right. Then I believe we're going
9 to -- I'm going to make a statement and I want to take
10 objections to it. The evidentiary record is closed, with the
11 exception of the Wang deposition and exhibits that may be
12 offered and considered at a later time.

13 Any objection to that ruling?

14 (No verbal response)

15 THE COURT: All right. That's the ruling. Okay.

16 MR. ROSENBAUM: Your Honor?

17 THE COURT: Whoops.

18 MR. ROSENBAUM: Sorry, Your Honor. No objection,
19 just subject to the submission of a thumb drive with all of
20 the benchmark indentures --

21 THE COURT: No, I've ordered --

22 MR. ROSENBAUM: -- regarding (indiscernible) --

23 THE COURT: What I've ordered under Rule 1006 was
24 that thumb drive has to be present at closing argument for the
25 Court's review, if appropriate. I think that's the way that

1 that summary rule works. So I'm not admitting them all, but
2 anything that you want to refer to, I'm ordering that you have
3 them here, so that we can then show them if any party wants to
4 show them. I made that at the hearing, take them in, but
5 we'll see. Okay.

6 UNIDENTIFIED: Thank you, Your Honor.

7 UNIDENTIFIED: Your Honor?

8 UNIDENTIFIED: And again --

9 UNIDENTIFIED: Your Honor, oh, I apologize. The one
10 other caveat that I think we need on the Record is that the
11 parties will be submitting deposition designations on Monday,
12 and I believe the Record should be left open for those
13 designations, as well.

14 THE COURT: Good point. You're correct.

15 So we had talked about some of those are going to
16 come in by video and some are going to be coming in, in
17 writing. Have we worked through that detail?

18 UNIDENTIFIED: Yes, Your Honor. I believe there are
19 going to be two videos that will be provided to chambers and
20 the rest will be provided on paper designations. The parties
21 are preparing those for submission on Monday.

22 THE COURT: All right. Does everyone agree with
23 that?

24 (No verbal response)

25 THE COURT: We'll take those in on Monday.

1 And again, just for a clear Record, you all had
2 talked about wanting to view the videos in open court. I'd
3 suggest that I view them at home. Does anybody -- but I've
4 said that, if somebody wants them in open court, I will do
5 them in open court. Is there any party that wants the video
6 deposition excerpts done in open court, rather than me looking
7 at them at home?

8 UNIDENTIFIED: No, Your Honor. Our understanding
9 was that all parties are comfortable with Your Honor viewing
10 the videos at your leisure.

11 THE COURT: Okay. Thank you.

12 What else can we accomplish today?

13 (No verbal response)

14 THE COURT: That's it, huh?

15 (No audible response.)

16 THE COURT: All right. Next time you tell me you're
17 going to be bring me good news, Mr. Stein, why don't you do
18 that?

19 (Laughter)

20 MR. ROSENBAUM: That was me, Your Honor. And I
21 will --

22 THE COURT: I'm sorry.

23 MR. ROSENBAUM: -- try harder next time.

24 THE COURT: Mr. Rosenbaum. Sorry. All right.

25 MR. ROSENBAUM: (Indiscernible).

1 THE COURT: Okay. Well, we'll see you all in a
2 couple of weeks. Thank you. We're in recess.

3 MR. ROSENBAUM: All right. Thank you, Your Honor.

4 THE COURT: Thank you.

5 UNIDENTIFIED: Thank you, Your Honor.

6 UNIDENTIFIED: Thank you, Your Honor.

7 (Proceedings adjourned at 12:09 p.m.)

8 * * * * *

9 I certify that the foregoing is a correct transcript
10 to the best of my ability produced from the electronic sound
11 recording of the proceedings in the above-entitled matter.

12 /s./ MARY D. HENRY

13 CERTIFIED BY THE AMERICAN ASSOCIATION OF
14 ELECTRONIC REPORTERS AND TRANSCRIBERS, CET**337
15 JUDICIAL TRANSCRIBERS OF TEXAS, LLC
16 JTT TRANSCRIPT #68768
17 DATE FILED: JUNE 24, 2024

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS**

In Re: Wesco Aircraft Holdings, Inc. and Official
Committee Of Unsecured Creditors
Debtor

Case No.: 23-90611
Chapter: 11

Wesco Aircraft Holdings, Inc.,
Plaintiff(s),
vs.
SSD Investments Ltd.,
Defendant(s).

Adversary No.: 23-03091

NOTICE OF FILING OF OFFICIAL TRANSCRIPT

An official transcript has been filed in this case and it may contain information protected under the E-Government Act of 2002, and Fed. R. Bank. P. 9037.

Transcripts will be electronically available on PACER to the public 90 days after their filing with the court. To comply with privacy requirements of Fed. R. Bank. P. 9037, the parties must ensure that certain protected information is redacted from transcripts prior to their availability on PACER.

If redaction is necessary, the parties must file a statement of redaction listing the items to be redacted, citing the transcript's docket number, the item's location by page and line, and including only the following portions of the protected information. This statement must be filed within 21 days of the transcript being filed. A suggested form for the statement of redaction is available at <https://www.txs.uscourts.gov/>.

- the last four digits of the social security number or taxpayer identification number;
- the year of the individual's birth;
- the minor's initials;
- the last four digits of the financial account number; and
- the city and state of the home address.

Any additional redaction requires a separate motion and Court approval.

A party may review the transcript at the Clerk's Office public terminals or purchase it by following the instruction on our website at <https://www.txs.uscourts.gov/> or by calling (713) 250-5500 . A party is only responsible for reviewing the:

- opening and closing statements made on the party's behalf;
- statements of the party;
- testimony of any witness called by the party; and
- any other portion of the transcript as ordered by the court.

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Nathan Ochsner
Clerk of Court