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 in Possession other than the Participation
 Debtors¹*

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

)		
In re:))	Chapter 11
))	
Voyager Aviation Holdings, LLC <i>et al.</i> ,))	Case No. 23-11177 (JPM)
))	
Debtors. ²))	(Joint Administration Requested)
))	

**DEBTORS’ MOTION FOR ENTRY OF AN ORDER EXTENDING
 TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES,
 SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES,
 STATEMENTS OF FINANCIAL AFFAIRS, AND RULE 2015.3 FINANCIAL REPORTS**

¹ “Participation Debtors” means, collectively, Aetios Aviation Leasing 1 Limited, Aetios Aviation Leasing 2 Limited, Panamera Aviation Leasing XII Designated Activity Company, and Panamera Aviation Leasing XIII Designated Activity Company.

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.

By this motion (the “Motion”), Voyager Aviation Holdings, LLC and its proposed jointly administered debtors and debtors in possession (collectively, the “Debtors”) seek entry of an order (the “Order”) (i) extending their time to file schedules of assets and liabilities, (ii) schedules of executory contracts and unexpired leases, (iii) statements of financial affairs, and (iv) extending the deadline by which the Debtors must file their initial reports required by rule 2015.3 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) or file a motion seeking modification of such reporting requirements. In support of the requested relief, the Debtors rely on the *Declaration of Robert A. Del Genio, Chief Restructuring Officer of Voyager Aviation Holdings, LLC, in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), which is being filed contemporaneously herewith and is incorporated herein by reference, and respectfully state as follows.³

Background

1. On the date hereof (the “Petition Date”), each Debtor commenced a case under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) by filing a voluntary petition for relief in this Court (the “Chapter 11 Cases”). The Debtors have requested the joint administration of their Chapter 11 Cases.

2. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these cases, and no committees have yet been appointed or designated.

³ Capitalized terms used but not defined in this Motion have the meanings ascribed to them in the First Day Declaration.

3. The Debtors, together with their non-Debtor affiliates (collectively, the “Company”), are a privately owned aviation investor and full-service global aircraft leasing platform operating in the highly competitive multinational aircraft leasing industry. The Company’s main leasing operations are led out of Dublin, Ireland, and the Company has corporate offices in Stamford, CT. It currently has a small team of 13 full-time employees split between Europe and the U.S. As of the Petition Date, the Company owned 18 aircraft, most of which are widebody aircraft and 16 of which are currently on lease to 7 airline customers.

4. As further described in the First Day Declaration, the Debtors have commenced these chapter 11 cases to consummate a sale of substantially all of the Company’s assets (the “Azorra Transaction”) to Azorra Explorer Holdings Limited (the “Purchaser”). The Azorra Transaction is the culmination of months of strategic planning and negotiations, including evaluating various alternatives, extensively marketing the Company’s assets, and heavily negotiating transaction terms. The Debtors have entered into a restructuring support agreement with respect to a prearranged chapter 11 plan (the “Plan”) supported by the Company’s largest stakeholder, to implement the Azorra Transaction.

5. After years of managing difficult headwinds, the Azorra Transaction and the Plan together provide the best opportunity for the Company to maximize value for creditors across its capital structure.

6. Further information regarding the Debtors’ business, capital structure, the circumstances leading to the commencement of the Chapter 11 Cases, and the facts and circumstances supporting the relief requested in this Motion is set forth in the First Day Declaration.

Relief Requested

7. The Debtors seek entry of an order (i) extending the 14-day period prescribed by section 521 of the Bankruptcy Code and Bankruptcy Rule 1007 for filing their (a) schedules of assets and liabilities, (b) schedules of executory contracts and unexpired leases, and (c) statements of financial affairs (collectively, the “Schedules and Statements”) by an additional 30 days; and (ii) extending the deadline by which the Debtors must file their initial reports required by Bankruptcy Rule 2015.3 (the “Rule 2015.3 Reports”) or file a motion seeking modification of such reporting requirements to 60 days from the Petition Date, each without prejudice to the Debtors’ right to request additional extensions. A proposed form of Order is attached to this Motion as **Exhibit A**.

8. The statutory bases for the relief requested herein are sections 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rules 1007(c), 2015.3(d) and 9006(b), and rules 1007-1, 9006-2, and 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

Jurisdiction and Venue

9. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by this Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

10. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Basis for Relief

I. The Deadline to File the Schedules and Statements Should be Extended.

11. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c), the Debtors are required to file the Schedules and Statements within fourteen days of the Petition Date. However, pursuant to Bankruptcy Rules 1007(a)(5) and 1007(c), this Court has the authority to extend the time required for filing the Schedules and Statements “for cause.” Fed. R. Bankr. P. 1007(a)(5), 1007(c). Specifically, Bankruptcy Rule 1007(c) provides that the Court may grant the requested extension of time “on motion for cause shown and on notice to the United States Trustee, any committee . . . trustee, examiner, or other party as the court may direct.” Fed. R. Bankr. P. 1007(c).

12. Given the size, geographical spread and complexity of the Debtors’ operations, the Debtors anticipate that they will be unable to complete their Schedules and Statements in the mere fourteen days provided under Bankruptcy Rule 1007(c). To prepare their Schedules and Statements, the Debtors will have to compile a significant amount of information from each Debtor’s books, records, and documents related to, among other things, accounts payable and receivable, leases, employee wages and benefits, intercompany transactions, and vendor agreements. Collection of such information will require a significant expenditure of time and effort by the Debtors’ extremely small employee base.

13. Although the Debtors, with the assistance of their professional advisors, are mobilizing their employees to work diligently and expeditiously on preparing the Schedules and Statements, the Debtors’ resources are strained. Collecting the information needed to prepare the Schedules and Statements requires an enormous expenditure of time and effort on the part of the Debtors’ employees and professionals. Given the demands on the Debtors’ employees’ and professionals’ time necessary to stabilize the Debtors’ business operations during the initial

postpetition period, it will likely be impossible to properly and accurately complete the Schedules and Statements within the prescribed 14-day period. The Debtors anticipate that they will require at least 30 additional days to do so.

14. Accordingly, the Debtors submit that, based on the foregoing, sufficient “cause” exists within the meaning of Bankruptcy Rule 1007(c) for granting them the requested extension of time for filing the Schedules and Statements.

15. In addition, section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. 11 U.S.C. § 105(a). The Debtors respectfully submit that extending the deadline for filing the Schedules and Statements is appropriate and within the Court’s equitable powers under section 105(a).

16. The requested relief will not prejudice any party in interest. The Debtors intend to work cooperatively with the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) and other parties in interest to provide access to relevant information regarding the Debtors’ business and financial affairs throughout these cases. Courts in this district have routinely granted similar relief in large, complex chapter 11 cases such as these. *See, e.g., In re Genesis Global Holdco, LLC*, Case No. 23-10063 (SHL) (Bankr. S.D.N.Y. January 27, 2023) (granting debtors an additional 35 days to file schedules and statements); *In re Revlon, Inc.*, No. 22-10760 (DSJ) (Bankr. S.D.N.Y. June 17, 2022) (granting debtors an additional 30 days to file schedules and statements); *In re Avianca Holdings, S.A.*, Case No. 20-11133 (MG) (Bankr. S.D.N.Y. May 12, 2020) (granting debtors an additional 45 days to file schedules and statements); *In re Internap Technology Solutions Inc.*, Case No. 20-22393 (RDD) (Bankr. S.D.N.Y. March 19, 2020) (granting debtors a 45-day extension from the initial deadline to file their schedules and

statements); *In re Fusion Connect Inc.*, Case No. 19-11811 (SMB) (Bankr. S.D.N.Y. June 12, 2019) (granting debtors a 45-day extension from the initial deadline to file their schedules and statements); *In re Waypoint Leasing Holdings, Ltd.*, Case No. 18-13648 (SMB) (Bankr. S.D.N.Y. December 12, 2018) (granting the debtors a 45-day extension from the initial deadline to file their schedules and statements); *In re Sears Holdings Corp.*, Case No. 18-23538 (RDD) (Bankr. S.D.N.Y. October 16, 2018) (granting the debtors a 45-day extension from the initial deadline to file their schedules and statements); *In re Aegean Marine Petrol. Network Inc.*, Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Nov. 16, 2018) (granting debtors a 30-day extension from the petition date).

II. The Deadline to File the Rule 2015.3 Reports Should Be Extended.

17. Pursuant to Bankruptcy Rule 2015.3, a chapter 11 debtor must file, no later than seven days before the date set for the Section 341 Meeting, and no less than every six months thereafter, periodic reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in the chapter 11 cases, and in which the estate holds a substantial or controlling interest. *See* Fed. R. Bankr. P. 2015.3(a)–(c). Bankruptcy Rule 2015.3(d), however, provides the Court with the ability to modify these reporting requirements for cause, including the debtor’s inability, “after a good faith effort, to comply with those reporting requirements, or that the information . . . is publicly available.” *See* Fed. R. Bankr. P. 2015.3(d).

18. The Debtors do not currently prepare and maintain financial reports in the form required by Bankruptcy Rule 2015.3 for each of their non-Debtor affiliates. To prepare the Rule 2015.3 Reports, the Debtors must compile information from books, records, and documents at several locations around the world at a time when the Debtors’ employees and advisors are already engaged in numerous other tasks necessary to facilitate a smooth transition into these Chapter 11 Cases in addition to conducting the day to-day operations of the Debtors’ businesses.

19. Extending the deadline to file the initial Rule 2015.3 Reports will provide the Debtors with the necessary time to examine the books and records of their non-Debtor affiliates that are subject to Bankruptcy Rule 2015.3. The additional time will also enable the Debtors to work with their financial advisors and the U.S. Trustee to determine whether any modifications to the reporting requirements established by Bankruptcy Rule 2015.3 may be necessary and, if necessary, file a motion seeking such modifications. Accordingly, the Debtors respectfully request, pursuant to Bankruptcy Rule 2015.3(d), that the Court grant an extension of the time by which the Debtors must file their initial Rule 2015.3 Reports (or file a motion seeking modifications to the requirements of Bankruptcy Rule 2015.3) to 60 days from the Petition Date, without prejudice to the Debtors' right to request additional extensions.

20. Courts in this district regularly have found "cause" to extend the deadline for filing the initial Rule 2015.3 Reports in chapter 11 cases of comparable size, complexity, and geographic scope. *See, e.g., In re Genesis Global Holdco, LLC*, Case No. 23-10063 (SHL) (Bankr. S.D.N.Y. January 27, 2023) (granting debtors an extension to file 2015.3 reports to 35 days); *In re Celsius Network LLC*, Case No. 22-10964 (MG) (Bankr. S.D.N.Y. July 19, 2022) (granting debtors an extension to file 2015.3 reports to 30 days after 341 Meeting); *In re Celsius Network LLC*, No. 22-10964 (MG) (Bankr. S.D.N.Y. July 19, 2022) (granting debtors a 44-day extension from the petition date to file 2015.3 reports or a 30-day extension after the 341 Meeting, whichever is later); *In re Revlon, Inc.*, No. 22-10760 (DSJ) (Bankr. S.D.N.Y. June 17, 2022) (granting debtors a 45-day extension from the petition date to file 2015.3 reports); *In re Philippine Airlines, Inc.*, No. 21-11569 (SCC) (Bankr. S.D.N.Y. Sept. 10, 2021) (granting the debtors an extension to file 2015.3 reports to the later of (a) ten days after the 341 meeting and (b) 59 days from the petition date); *In re Garrett Motion Inc.*, No. 20-12212 (MEW) (Bankr. S.D.N.Y. Sept. 24, 2020) (granting the

debtors a 44-day extension from the petition date to file 2015.3 reports); *In re Internap Technology Solutions, Inc.*, (Case No. 20-22393) (RDD) (Bankr. S.D.N.Y. March 19, 2020) (granting the debtors the later of thirty days after the 341 meeting and fifty-nine days after the petition date to file 2015.3 reports); *In re Windstream Holdings, Inc.*, 19-22312 (RDD) (Bankr. S.D.N.Y. Feb. 28, 2019) (granting debtors the later of thirty days after the 341 meeting and forty-four days after the petition date to file 2015.3 reports); *In re FULLBEAUTY Brands Holding Corp.*, Case No. 19-22185 (RDD) (Bankr. S.D.N.Y. Feb. 7, 2019) (same).

Motion Practice

21. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Bankruptcy Rule 9013-1(a).

Notice

22. The Debtors will provide notice of this Motion to (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Required Consenting Noteholders, Clifford Chance US LLP; (d) counsel to the Aircraft Facility Lenders; (e) counsel to the Indenture Trustee of the Secured Notes; (f) counsel to the Purchaser, Paul, Weiss, Rifkind, Wharton & Garrison LLP and Pillsbury Winthrop Shaw Pittman LLP; (g) the Securities and Exchange Commission; (h) the Internal Revenue Service; (i) the Office of Foreign Assets Control of the United States Department of Treasury; (j) the United States Attorney's Office for the Southern District of New York; (k) the office of the attorneys general for the states in which the Debtors operate; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Debtors respectfully submit that, in view of the facts and circumstances, such notice is sufficient, and no other or further notice need be provided.

No Previous Request

23. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court (i) enter the Order, substantially in the form attached hereto as **Exhibit A**, and (ii) grant such other relief as is just and proper.

Dated: July 27, 2023
New York, New York

/s/ Lauren C. Doyle

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Proposed Counsel to the Participation Debtors

Exhibit A

Proposed Order

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

In re:)	Chapter 11
)	
Voyager Aviation Holdings, LLC <i>et al.</i> ,)	Case No. 23-11177 (JPM)
)	
Debtors. ¹)	(Joint Administration Pending)

**ORDER EXTENDING TIME TO FILE
SCHEDULES AND STATEMENTS AND RULE 2015.3 REPORTS**

Upon the motion (the “Motion”)² of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases for entry of an order extending (i) the 14-day period to file their Schedules and Statements by an additional 30 days, and (ii) the deadline by which the Debtors must file their initial Rule 2015.3 Reports (or file a motion seeking modifications to the requirements of Bankruptcy Rule 2015.3) to 60 days from the Petition Date, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the First Day Declaration and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court, if any (the “Hearing”); and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); (b) this is a core

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.

² Capitalized terms used but not defined in this Order shall have the meanings given to such terms in the Motion or in the First Day Declaration, as applicable.

proceeding pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); (c) venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) due and proper notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Pursuant to sections 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rules 1007(c) and 9006(b), and Local Bankruptcy Rule 1007-1, the time by which the Debtors must file their Schedules and Statements is extended to and including September 9, 2023, without prejudice to the Debtors' right to seek further extensions upon a showing of cause therefor.
3. Pursuant to Bankruptcy Rule 2015.3(d), the time within which the Debtors must file their initial Rule 2015.3 Reports (or file a motion seeking modifications to the requirements of Bankruptcy Rule 2015.3) is extended to September 25, 2023, without prejudice to the Debtors' right to seek additional extensions.
4. All time periods set forth in this Order or in compliance with the Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).
5. Under the circumstances of the Chapter 11 Cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).
6. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

New York, New York
Dated: _____, 2023

HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE