

Jasmine Ball
Nick S. Kaluk, III
Elie J. Worenklein
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, NY 10022
Telephone: (212) 909-6000
Facsimile: (212) 909-6836

Counsel to the Reorganized Debtor

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

In re:

PHILIPPINE AIRLINES, INC.,¹

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

**SUMMARY STATEMENT FOR
THE FIRST INTERIM AND FINAL FEE APPLICATION OF
DEBEVOISE & PLIMPTON LLP FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD
FROM SEPTEMBER 4, 2021 THROUGH AND INCLUDING DECEMBER 31, 2021**

¹ The Debtor in this chapter 11 case, along with its registration number in the Philippines, is Philippine Airlines, Inc. Philippine Securities and Exchange Commission Registration No. PW 37. The Debtor's corporate headquarters is located at PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines.



Name of Applicant	Debevoise & Plimpton LLP
Name of Client	Philippine Airlines, Inc.
Petition Date	September 3, 2021
Date of Retention	Order entered on October 26, 2021 authorizing retention <i>nunc pro tunc</i> to the Petition Date
Time Period Covered by this Application	September 4, 2021 through December 31, 2021
Final Compensation Sought this Period	\$2,099,466.00
Compensation Net of Holdback	\$1,994,492.70
Total Expenses Sought This Period	\$10,851.42
Total Compensation and Expenses Requested on a Final Basis	\$2,110,317.42
Total Compensation Paid to Date Pursuant to Interim Order	\$0
Total Expenses Paid to Date Pursuant to Interim Order	\$0
Blended Rate in this Application for All Attorneys	\$1,179.78
Blended Rate in this Application for All Timekeepers	\$1,088.77
Compensation Sought in this Application Already Paid (or Credited Against Prepetition Retainer) Pursuant to a Monthly Compensation Order but not yet Allowed	\$1,336,278.78
Expenses Sought in this Application Already Paid (or Credited Against Prepetition Retainer) Pursuant to a Monthly Compensation Order but not yet Allowed	\$9,185.58
Number of Professionals Included in this Application	8
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates disclosed in the retention application	No

This is a(n): ____ Monthly X Interim X Final application.

SUMMARY OF MONTHLY FEE STATEMENTS

<i>Application</i>	<i>Total Compensation and Expenses Incurred for Period Covered</i>			<i>Total Amount Requested in Fee Statements</i>		<i>Total Unpaid</i>
Date Filed/Docket No.	Period	Total Fees	Expenses	Fees (80%)	Expenses (100%)	Fees and Expenses
11/29/21 ECF No. 284	09/04/21- 09/30/21	\$753,912.00	\$4,352.84	\$603,129.60	\$4,352.84	\$103,703.80
11/29/21 ECF No. 285	10/01/21- 10/31/21	\$518,519.00	\$176.14	\$414,815.20	\$176.14	\$150,782.40
12/14/21 ECF No. 310	11/01/21- 11/30/21	\$386,435.50	\$4,656.60	\$309,148.40	\$4,656.60	\$77,287.10
1/20/22 ECF No. 357	12/01/21- 12/31/21	\$440,599.50	\$1,665.84	\$352,479.60	\$1,665.84	\$442,265.34
TOTALS:		\$2,099,466	\$10,851.42	\$1,679,572.80	\$10,851.42	\$774,038.64

**SUMMARY OF FEES AND HOURS BY
PROFESSIONALS DURING THE FIRST INTERIM PERIOD**

Name of Professional	Year of Bar Admission	Hourly Rate	Hours Billed	Total Compensation Sought
<u>Partners</u>				
Jasmine Ball	2000	\$1,790	335.7	\$600,903.00
Total Partners			335.7	\$600,903.00
<u>Counsels</u>				
Nick S. Kaluk, III	2012	\$1,290	273.2	\$352,428.00
Total Counsels:			273.2	\$352,428.00
<u>Associates</u>				
Elie J. Worenklein	2011	\$1,185	473.5	\$561,097.50
Mitchell Carlson	2021	\$810	346.1	\$280,341.00
Tzerina Dizon	2021	\$810	168.1	\$136,161.00
Ben Lee Friedman	2012	\$1,185	14.3	\$16,945.50
Total Associates:			1,002.0	\$994,545.00
<u>Law Clerks</u>				
Rory Heller	Not Yet Admitted	\$650	89.4	\$58,110.00
Total Law Clerks:			89.4	\$58,110.00
<u>Paraprofessionals</u>				
Kimberly Hollingsworth	N/A	\$410	228.0	\$93,480.00
Total Paraprofessionals:		\$410	228.0	\$93,480.00
TOTALS:			1,928.3	\$2,099,466.00

**SUMMARY OF FEES AND HOURS BY
PROJECT CATEGORY DURING THE FIRST INTERIM PERIOD**

TASK DESCRIPTION	HOURS	AMOUNT
Aircraft Financing	125.8	\$135,183.50
Assumption & Rejection of Leases; Asset Dispositions	1.3	\$2,327.00
Business Operations	59.2	\$65,302.00
Case Administration	365.0	\$291,133.50
Claims Administration, Objections & Settlements	27.6	\$29,989.00
Corporate Governance	26.5	\$30,865.50
Court Hearings	93.5	\$119,006.00
Employee Wages & Benefits	0.9	\$1,066.50
Financing & Cash Collateral	94.9	\$128,394.50
Meetings & Communications with Client	100.9	\$140,963.50
Meetings & Communications with Creditors	65.5	\$83,578.00
Non-Bankruptcy Litigation	30.1	\$33,372.00
Plan & Disclosure Statement	725.5	\$819,952.00
Relief From Stay & Adequate Protection	23.4	\$25,390.50
Retention & Fee Applications	173.9	\$175,997.00
Taxes	14.3	\$16,945.50
TOTALS:	1,928.3	\$2,099,466.00

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SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD
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² The Debtor in this chapter 11 case, along with its registration number in the Philippines, is Philippine Airlines, Inc. Philippine Securities and Exchange Commission Registration No. PW 37. The Debtor's corporate headquarters is located at PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines.

Debevoise & Plimpton LLP (“**Debevoise**”), counsel to Philippine Airlines, Inc., the debtor and debtor in possession in the above-captioned case (the “**Debtor**”), hereby submits this first interim and final fee application (the “**Application**”), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (as amended, the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (as amended, the “**Local Rules**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (the “**Local Guidelines**”), the United States Trustee Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**U.S. Trustee Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 30, 2021 (the “**Interim Compensation Order**”) [ECF No. 125], for the allowance of compensation for professional services rendered by Debevoise to the Debtor for the period from September 4, 2021 through and including December 31, 2021 (the “**Fee Period**”), and for the reimbursement of actual and necessary expenses incurred by Debevoise in connection with rendering such services during the Fee Period.

JURISDICTION AND BASIS FOR RELIEF

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-1(a), and the Interim Compensation Order.

FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

3. This Application is made pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a), Local Rule 2016-1, the Guidelines and the Interim Compensation Order for a final award of \$2,110,317.42 comprising (i) 100% of fees for actual and necessary services rendered to the Debtor during the Fee Period in the amount of \$2,099,466.00 and (ii) 100% of expenses incurred in connection with the rendition of such services in the amount of \$10,851.42. Pursuant to the Local Guidelines, a certification regarding compliance with the Guidelines is annexed hereto as **Exhibit B**.

4. During the Fee Period, Debevoise's attorneys and paraprofessionals expended a total of 1,928.3 hours for which compensation is requested. The blended hourly rate for Debevoise during the Fee Period was \$1,088.77 for all professionals and \$1,179.78 for attorneys.

5. A schedule setting forth the number of hours expended by the partners, associates, and paraprofessionals of Debevoise, their respective hourly rates, and the year in which each attorney was admitted to practice is attached hereto as **Exhibit C**. A schedule specifying the type of expenses for which Debevoise is seeking reimbursement and the total amount for each such category is attached hereto as **Exhibit E**.

6. The services provided by Debevoise during the Fee Period on behalf of the Debtor were critical in assisting and enabling the Debtor to emerge from its voluntarily filed case under Chapter 11 of the Bankruptcy Code (the "**Chapter 11 Case**") as a viable, more efficient

and healthy airline. In particular, Debevoise assisted the Debtor in successfully attaining a fully consensual and speedy exit from bankruptcy that will enable the reorganized Debtor to overcome the unprecedented impact that the COVID-19 pandemic has had on the aviation industry in general, and on the Debtor in particular.

7. Debevoise maintains computerized records of the daily time entries completed by all Debevoise attorneys and paraprofessionals. This Application includes a chart listing the names, billing rates, and time spent by each of the attorneys and paraprofessionals rendering services on behalf of the Debtor. In support of the Application and consistent with the Interim Compensation Order, copies of these computerized records, together with detailed itemization of the expenses incurred by Debevoise for which reimbursement is sought, have been furnished to this Court and the U.S. Trustee (and copies have been filed publicly on the docket with the Monthly Fee Statements (defined below)).³

8. During the Fee Period, Debevoise filed monthly fee statements (the “**Monthly Fee Statements**”) pursuant to the Interim Compensation Order. Those Monthly Fee Statements were for the period September 4, 2021 through December 31, 2021. In total, Debevoise submitted Monthly Fee Statements during the Fee Period for fees of \$2,099,466.00 and expenses of \$10,851.42. To date, no objections to any of the prior Monthly Fee Statements have been filed.

9. Debevoise filed its First Monthly Fee Statement on November 29, 2021, for the Period from September 4, 2021 through September 30, 2021 [ECF No. 284]. The First Monthly Fee Statement sought payment of (a) \$603,129.60 (80% of \$753,912.00) as compensation for professional services rendered and (b) \$4,352.84 for reimbursement of

³ For the benefit of the Court and all parties in interest, such detailed time entries are also attached to this Application as **Exhibit H**.

expenses incurred. Debevoise did not receive any objections to its First Monthly Fee Statement and received payment in respect thereof on December 20, 2021.

10. Debevoise filed its Second Monthly Fee Statement on November 29, 2021, for the Period from October 1, 2021 through October 31, 2021 [ECF No. 285]. The Second Monthly Fee Statement sought payment of (a) \$414,815.20 (80% of \$518,519.00) as compensation for professional services rendered and (b) \$176.14 for reimbursement of expenses incurred. Debevoise did not receive any objections to its Second Monthly Fee Statement and received payment in respect thereof on December 20, 2021.

11. Debevoise filed its Third Monthly Fee Statement on December 14, 2021, for the Period from November 1, 2021 through November 30, 2021 [ECF No. 310]. The Third Monthly Fee Statement sought payment of (a) \$309,148.40 (80% of \$386,435.50) as compensation for professional services rendered and (b) \$4,656.60 for reimbursement of expenses incurred. Debevoise did not receive any objections to its Third Monthly Fee Statement and received payment in respect thereof on December 31, 2021.

12. Debevoise filed its Fourth Monthly Fee Statement on January 20, 2022, for the Period from December 1, 2021 through December 31, 2021 [ECF No. 357]. The Fourth Monthly Fee Statement sought payment of (a) \$352,479.60 (80% of \$440,599.50) as compensation for professional services rendered and (b) \$1,665.84 for reimbursement of expenses incurred. Debevoise did not receive any objections to its Fourth Monthly Fee Statement and as of the time of filing, payment has not been received in respect thereof.

13. Pursuant to the terms of the Interim Compensation Order, each month Debevoise served a copy of its Monthly Fee Statement, supported by time and disbursement records and a summary of services rendered and expenses incurred, upon each of the Fee Notice

Parties (as defined in the Interim Compensation Order) in the format specified by the Guidelines, allowing each of the Notice Parties an opportunity to review and object to the Monthly Fee Statements.⁴

14. Debevoise is currently holding a retainer in the amount of \$329,256.10, which, in accordance with the Retention Order, Debevoise will apply as a credit toward the post-petition fees and expenses that are approved pursuant to this Application.⁵

15. As set forth in the Declaration of Jasmine Ball, a partner at Debevoise, attached hereto as **Exhibit B**, all of the services for which interim compensation is sought herein were rendered for, and on behalf of, the Debtor in connection with this Chapter 11 Case. In addition, all of Debevoise's services (i) were necessary and beneficial to the Debtor's estate and creditors, and (ii) were reasonable and necessary to the preservation and maximization of the Debtor's estate.

16. In light of the complexity of this Chapter 11 Case and the extraordinary results achieved pursuant to the confirmation of the Plan and emergence from bankruptcy all within 4 months of the Petition Date, including a fully consensual restructuring of the Debtor's operational and financial obligations, Debevoise's charges for professional services performed and expenses incurred are more than reasonable under applicable standards. Accordingly, Debevoise respectfully requests that the Court grant this Application and allow interim and final compensation for professional services performed and reimbursement for expenses incurred as

⁴ As noted above, no objections have been made to the Monthly Fee Statements.

⁵ In the preparation of this Application, Debevoise noticed a scrivener's error in the *Declaration of Jasmine Ball in Support of the Debtor's Application for Entry of an Order Authorizing the Employment and Retention of Debevoise & Plimpton LLP as Attorneys for the Debtor Effective Nunc Pro Tunc to the Petition Date*, dated September 29, 2021 [ECF No. 107-3], that did not take into account the application of the retainer immediately prior to the Petition Date against prepetition amounts incurred prior to the Petition Date, which resulted in a prepetition reduction of the retainer held by Debevoise as of the Petition Date to \$329,256.10. The prepetition application of such amounts against the retainer was disclosed to the Debtor, but unfortunately was not reflected in the declaration and was not caught as a disclosure error until now.

requested, including compensation for all holdback amounts regarding services rendered to the Debtor during the Fee Period.

BACKGROUND

A. The Chapter 11 Case

17. On September 3, 2021 (the “**Petition Date**”), the Debtor commenced the Chapter 11 Case.

18. The Debtor is authorized to operate its businesses and manage its properties as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

19. On September 30, 2021, the Court entered the Interim Compensation Order.

20. On October 13, 2021, the Debtor filed the *Chapter 11 Plan of Reorganization of Philippine Airlines, Inc.* [ECF No. 193] (the “**Plan**”).

21. On December 17, 2021, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Confirming the Debtor’s Chapter 11 Plan of Reorganization and (II) Granting Related Relief* [ECF No. 329]. The Effective Date (as such term is defined in the Plan) of the Plan occurred on December 31, 2021. *See Notice of Effective Date and Entry of Order (I) Confirming the Debtor’s Chapter 11 Plan of Reorganization and (II) Granting Related Relief* [ECF No. 338].

22. As of the date hereof, the Debtor has paid all quarterly fees to the U.S. Trustee and filed all required monthly operating reports to date.

B. Retention of Debevoise as Counsel to the Debtor

23. On September 29, 2021, the Debtor filed the *Debtor’s Application for Entry of an Order Authorizing Employment and Retention of Debevoise & Plimpton LLP as Attorneys*

for the Debtor Effective Nunc Pro Tunc to the Petition Date [ECF No. 107] (the “**Retention Application**”).

24. On October 26, 2021, the Court entered an *Order Authorizing the Employment and Retention of Debevoise & Plimpton LLP as Attorneys for the Debtor Effective Nunc Pro Tunc to the Petition Date* [ECF No. 219; **Exhibit A** hereto]. Contemporaneous therewith, the Court entered the *Order Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014 and 2016 Authorizing the Debtor to Retain Norton Rose Fulbright US LLP and Norton Rose Fulbright LLP as Special Counsel Effective as of the Petition Date* [ECF No. 218]. Debevoise and Norton Rose Fulbright LLP have maintained close coordination throughout the Chapter 11 Case in order to avoid duplication of work.

**SUMMARY OF PRIOR PROFESSIONAL COMPENSATION AND
REIMBURSEMENT OF EXPENSES REQUESTED**

25. Debevoise requests interim and final allowance of compensation for professional services rendered to the Debtor as counsel during the Fee Period in the amount of \$2,099,466.00 and expense reimbursements of \$10,851.42. During the Fee Period, Debevoise attorneys and paraprofessionals expended a total of 1,928.30 hours for which compensation is requested.

26. The fees charged by Debevoise in this Chapter 11 Case are billed in accordance with Debevoise’s hourly rates and corresponding rate structure that Debevoise used with the Debtor prior to the Petition Date. Hourly rates vary with the experience and seniority of the individuals assigned.

27. Pursuant to the Appendix B Guidelines, annexed hereto as **Exhibit C** is the summary sheet required by the Local Guidelines, which includes a schedule setting forth the names of all Debevoise professionals and paraprofessionals who have performed services for

which compensation is sought, the person's position and department, and the date of bar admission for each attorney. In addition, the schedule sets forth for each person (a) the hourly rate(s) during the Fee Period; (b) the total hours billed for which compensation is sought; and (c) the total compensation for such hours.

28. Pursuant to the Appendix B Guidelines, annexed hereto as **Exhibit D** is a summary by project category of the services performed by Debevoise during the Fee Period.

29. Annexed hereto as **Exhibit E** is a schedule specifying the categories of expenses for which Debevoise is seeking reimbursement and the total amount of reimbursement requested for each such expense category.

30. Debevoise's budget and staffing plan for the Fee Period are attached hereto as **Exhibit F**.

31. A schedule of blended rates of Debevoise professionals, both for this Application and across comparable practice groups in the firm is attached hereto as **Exhibit G**.

SERVICES RENDERED BY DEBEVOISE

32. The services provided by Debevoise during the Fee Period were actual and necessary to assist the Debtor in fulfilling its statutory duties, were performed at the request of the Debtor, and were commensurate with the complexity and significance of this case.

33. The following is a summary of the professional services rendered by Debevoise during the Fee Period that highlights the benefits conferred upon the Debtor.

34. Although the below represents Debevoise's attempt to summarize the nature of the services performed, it is not intended to be a detailed description of all such services. A more complete and detailed breakdown of the services performed is attached hereto as **Exhibit H**.

Summary of Legal Service Rendered

35. During the Fee Period, Debevoise provided extensive reasonable and appropriate professional services to the Debtor that were necessary for the administration of this Chapter 11 Case. These services were often performed under severe time constraints, which required Debevoise attorneys to devote substantial time during evenings and on weekends, and were necessary to address a multitude of critical issues both unique to this case and those typically faced by large corporate debtors in cases of this magnitude and complexity. To further complicate the services provided, the Debtor and Debevoise were required to work remotely due to the ongoing pandemic and also needed to coordinate with the significant time difference that posed challenges to certain of the Court filing deadlines.

36. During the Fee Period, with Debevoise's advice and assistance, the Debtor:
- a. secured approval of all of their "first day" and "second day" motions, allowing for a smooth transition of the Debtor's operations into this Chapter 11 Case;
 - b. successfully retained a number of estate professionals;
 - c. secured and obtained approval of \$505 million in complex debtor-in-possession financing, which involved comprehensive negotiations with various key constituencies;
 - d. obtained Court approval of over 40 restructuring support agreements, as well as related stipulations to reject certain burdensome aircraft leases;
 - e. marketed an optional debt-based exit financing to provide the Reorganized Debtor with additional liquidity;
 - f. prepared for and successfully obtained approval of numerous motions and applications at multiple omnibus hearings;
 - g. addressed numerous diligence requests, questions, concerns, and issues raised by creditors, employees, vendors, customers, and other parties in interest;
 - h. supported transparent and regular communications with the Debtor's various constituents, including the Office of the United States Trustee;

- i. negotiated, drafted, and obtained Court approval of the Plan and Disclosure Statement;
- j. prepared for hearings regarding approval of the Disclosure Statement and confirmation of the Plan, including preparing the necessary supporting documentation and declarations; and
- k. successfully and swiftly emerged from bankruptcy protection (including satisfying all of the conditions set forth in the Plan) in accordance with the Debtor's determination to emerge prior to the end of the calendar year.

37. Notwithstanding these accomplishments and the substantial amount of work that was required to achieve them, Debevoise has voluntarily reduced its fees by \$187,255.97 as set forth in the Monthly Fee Statements—amounts that would otherwise be due and owing to Debevoise. In light of these voluntary reductions and the substantial achievements that Debevoise has facilitated, Debevoise respectfully submits that the compensation and expense reimbursement sought herein is reasonable, appropriate, and commensurate with the scale, nature, and complexity of the Chapter 11 Case and should be allowed on a final basis.

38. To provide a meaningful summary of Debevoise's services rendered on behalf of the Debtor and its estate, Debevoise has established, in accordance with its internal billing procedures, certain subject matter categories tailored to this case. The following is a summary of professional services rendered for the most significant subject matter categories during the Fee Period:

A. Case Administration

Total Fees: \$291,133.50
Total Hours: 365

39. This project category includes time spent on a variety of tasks that were necessary to ensure the efficient administration of the Chapter 11 Case. Specifically, Debevoise attorneys and paraprofessionals recorded time in this category for: (i) coordinating, managing, and administering this case on a daily basis, including monitoring critical dates and maintaining

a case calendar and task lists; (ii) organizing and maintaining voluminous document files; (iii) ensuring compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, including coordinating service of pleadings and notices with Kurtzman Carson Consultants LLC (“KCC”), the notice and claims agent retained in this Chapter 11 Case; and (iv) otherwise coordinating with the Court regarding delivery of pleadings and case administration matters.

B. Business Operations

Total Fees: \$65,302.00
Total Hours: 59.2

40. Following the Petition Date, the Debtor sought to ensure that its business operations continued uninterrupted in a manner that enhanced value for all stakeholders. Debevoise attorneys assisted the Debtor and its other advisors at the outset of this Chapter 11 Case to ensure the uninterrupted operation of the Debtor’s cash management system, continued payment of the Debtor’s various critical and foreign vendors and certain other critical operational relief to ensure the Debtor was able to operate on a global basis without any disruption. In particular, Debevoise assisted the Debtor in obtaining orders authorizing it to: continue its prepetition insurance programs and pay all obligations in respect of those prepetition insurance programs; maintain customer programs and honor its prepetition obligations arising under or relating to those customer programs; enter into, continue performance and provide credit under hedging and derivative contracts; pay prepetition wages, salaries and other compensation, reimbursable employee expenses and employee medical and similar benefits; and pay certain prepetition taxes and fees.

41. This category also includes time spent by Debevoise professionals advising the Debtor and its other advisors on all communication matters with vendors and suppliers regarding post-petition operations.

42. Lastly, this category also includes time spent coordinating with the Debtor regarding monthly operating reports and other operational reporting obligations to the U.S. Trustee.

C. Financing & Cash Collateral

Total Fees: \$128,394.50
Total Hours: 94.9

43. During the Fee Period, Debevoise's efforts were critical in securing, negotiating, documenting, and closing \$505 million of complex, two-tranche debtor-in-possession financing that provided the Debtor with the necessary liquidity to fund its operations during this Chapter 11 Case. Debevoise attorneys also assisted the Debtor in obtaining long-term financing provided by the DIP Facility via its conversion to the Unsecured Exit Facility.

44. In addition, this category also includes time spent by Debevoise working with the Debtor's management and/or various other professionals and the DIP Lenders regarding the terms of the DIP Facility and related budget.

D. Claims Administration, Objections & Settlements

Total Fees: \$29,989.00
Total Hours: 27.6

45. Under this project category, Debevoise attorneys worked on matters related to claims administration and other claims-related issues. Specifically, Debevoise attorneys spent time: (i) researching and analyzing issues related to claim treatment, (ii) coordinating with KCC and other parties on, among other issues, publication notices and timing issues; (iii) facilitating

the claims resolution process for any filed proofs of claims; and (iv) assisting the Debtor in preparing its schedule of assets and liabilities and statement of financial affairs.

46. Debevoise attorneys also responded to numerous calls and inquiries from creditors and their attorneys regarding claims, claims reconciliation process and resolution and payment of claims.

E. Court Hearings

Total Fees: \$119,006.00
Total Hours: 93.5

47. During the Fee Period, Debevoise professionals prepared for and attended multiple court hearings, including the “first day” and the “second day” hearings, omnibus hearings, and other hearings, including the disclosure statement hearing, and the confirmation hearing, which resulted in confirmation of the Plan. In connection with these hearings, Debevoise attorneys prepared agendas, prepared arguments, settled proposed forms of order before and after the hearings, and consulted with various parties in preparation for and after the hearings, including the U.S. Trustee, various Restructuring Support Agreement supporting creditors, and the Debtor’s DIP lenders.

F. Meetings and Communications with Client

Total Fees: \$140,963.50
Total Hours: 100.9

48. Throughout the Fee Period, Debevoise attorneys held several standing weekly meetings with the Debtor. The purpose of these calls and meetings was to, among other things, discuss the Debtor’s restructuring transactions and related issues, identify and address discrete issues affecting the Debtor and the Chapter 11 case, and provide necessary updates of information designed to assist all parties in providing their professional services efficiently.

49. In addition, Debevoise was required to routinely communicate with the Debtor to address issues that were arising in the case or respond to inquiries. In light of the COVID-19 pandemic and the inability to meet in person, Debevoise held regular calls among the Debevoise team and the Debtor's other professionals to provide case updates and discuss ongoing workstreams to ensure that there was no duplication of work and that the Debtor's needs were being addressed in an efficient and timely manner.

G. Meetings and Communications with Creditors

Total Fees: \$83,578.00
Total Hours: 73.2

50. Throughout the Fee Period, Debevoise attorneys spent a significant amount of time responding to information requests and informal diligence requests made by shareholders, creditors, vendors, and other parties-in-interest. Debevoise's work in addressing inquiries from stakeholders ultimately led to a fully consensual Chapter 11 Case by allowing the parties to resolve all issues without court involvement.

H. Non-Bankruptcy Litigations

Total Fees: \$33,372.00
Total Hours: 30.1

51. The services included in this category relate to time Debevoise attorneys providing assistance in connection with the Debtor's recognition proceeding before the Republic of the Philippines Regional Trial Court to extend foreign recognition to the Chapter 11 Case. In addition to attending hearings, Debevoise assisted with preparing pleadings to describe the Chapter 11 Case and the U.S. bankruptcy regime for the Philippine court. On October 25, 2021, the Philippine court entered an order (1) granting the petition for recognition of the Chapter 11

Case and (2) giving full force and effect to the Chapter 11 Case and any and all orders of the Bankruptcy Court.

I. Plan & Disclosure Statement

Total Fees: \$819,952.00
Total Hours: 725.5

52. Debevoise attorneys worked closely with the Debtor to formulate, socialize, solicit and obtain approval of the Plan and Disclosure Statement to implement the restructuring contemplated by the numerous Restructuring Support Agreements. Debevoise attorneys negotiated and drafted many documents in connection therewith, including the Disclosure Statement, the Plan, the solicitation materials, plan supplement documents, the brief and declarations in support of confirmation, and a proposed confirmation order.

53. Debevoise attorneys held teleconferences with various parties in interest to discuss numerous considerations that influenced the Disclosure Statement and formulation of the Plan and subsequent revisions thereof and successfully resolved any comments to the Plan and Disclosure Statement in order to be able to present those matters to the Court on a fully consensual basis, supported by 100% of the voting creditors.

54. In working toward the Effective Date, Debevoise attorneys prepared and reviewed the documents required to effectuate the transactions contemplated under the Plan, had numerous discussions with parties-in-interest, and conducted closing calls with the Debtor, its advisors, and various interested parties.

J. Corporate Governance

Total Fees: \$30,865.50
Total Hours: 26.5

55. This project category includes all matters related to the Debtor's corporate governance meetings and other activities of the Debtor's board of directors. It also includes time spent preparing resolutions and other materials for the Debtor's board of directors in connection with entry into the Plan and transactions contemplated by the Debtor's Plan, as well as post-emergence governance documents. In addition, Debevoise attorneys spent time reviewing and updating the Debtor's organizational documents, such as their charter and bylaws, to ensure that they conformed with the Plan.

K. Aircraft Financing

Total Fees: \$135,183.50
Total Hours: 125.8

56. Under this project category, Debevoise attorneys assisted the Debtor with, among other things, negotiating, drafting and filing documents and pleadings with the Debtor's aircraft lenders and lessors. More specifically, this category includes extensive efforts, closely coordinated with the Debtor's other advisors, related to the Debtor's 42 Restructuring Support Agreements, various rejection stipulations and usage stipulations that were entered into with the Debtor's primary aircraft lenders and lessors. Such agreements were the backbone of the Debtor's restructuring and ensured the Debtor's speedy and consensual restructuring. This category also included professional services as conflicts counsel on documentation for certain aircraft counterparties.

L. Relief from Stay & Adequate Protection

Total Fees: \$25,390.50
Total Hours: 23.4

57. This category includes time spent by Debevoise attorneys providing services related to the imposition of the automatic stay. Specifically, Debevoise attorneys spent time

researching and analyzing issues related to the application of the automatic stay, advising the Debtor regarding such issues, and negotiations with certain creditors on stay issues.

M. Retention & Fee Applications

Total Fees: \$175,997.00

Total Hours: 173.9

58. At the inception of this Chapter 11 Case, Debevoise professionals prepared and filed the Retention Application, as well as advised on and assisted with the Debtor's applications to retain its other professionals. Pursuant to the Interim Compensation Order, Debevoise professionals prepared and filed four Monthly Fee Statements and such time entries are also included in this Category.

59. This category also includes time spent by Debevoise professionals related to coordinating the preparation and filing of the monthly fee statements for the other Debtor-retained professionals and assisting the Debtor and its other advisors with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code.

N. Taxes

Total Fees: \$16,945.50

Total Hours: 14.3

60. This project category includes time spent by Debevoise attorneys providing specific assistance with tax-related questions that arose during the Chapter 11 case, including the necessary tax disclosure in the disclosure statement.

DISBURSEMENTS

61. As set forth in **Exhibit E** hereto, Debevoise incurred \$10,851.42 in expenses in providing professional services during the Fee Period.

62. With respect to photocopying and facsimile transmission expenses, Debevoise's charges do not exceed the maximum rate set by the Guidelines. (Debevoise does not charge for incoming or outgoing facsimile transmissions.) These charges are intended to cover Debevoise's direct costs incurred, which costs are not incorporated in any respect into Debevoise's hourly billing rates. In seeking reimbursement for services billed by a third party such as outside professional services, Debevoise bills its clients at the actual costs incurred.

63. Debevoise has made every effort to minimize its expenses in this Chapter 11 Case. The actual expenses incurred in providing professional services were necessary, reasonable, and tailored to serve the needs of the Debtor.

AUTHORITY FOR ALLOWANCE OF COMPENSATION

64. Section 331 of the Bankruptcy Code provides for interim compensation for services rendered and reimbursement of expenses in chapter 11 cases and incorporates the substantive standards of section 330 to govern the award of such compensation.

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . or for reimbursement for expenses . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

65. With respect to the level of compensation, Section 330(a)(1)(A) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person "reasonable compensation for actual, necessary services rendered[.]" Section 330(a)(3), in turn, provides that:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the

nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

66. Debevoise respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, necessary for and beneficial to the Debtor and its estate. Debevoise performed the services for the Debtor efficiently and effectively, and the results obtained benefited not only the Debtor, but also the Debtor's estate, creditors and other parties in interest. Debevoise submits that the compensation requested herein is reasonable in light of the nature, extent, and value of the services rendered.

67. During the Fee Period, Debevoise's hourly billing rates for attorneys ranged from \$650 to \$1,790. Hourly rates vary with the experience and seniority of each individual performing a particular service. These rates and the corresponding rate structure reflect the complexity, high stakes, and severe time pressures involved in this case. These hourly rates and the rate structure are equivalent to the hourly rates and corresponding rate structure used by

Debevoise not only for restructuring, workout, bankruptcy, insolvency, and comparable matters, but also for other complex corporate, securities, and litigation matters, whether in-court or otherwise, regardless of whether the filing of a fee application is required. Debevoise strives to be efficient in the staffing of all of its matters. Debevoise made an effort during the Fee Period to strategically and efficiently staff matters to ensure that many of the more routine (but time consuming) tasks were handled by more junior attorneys or paraprofessionals with lower billing rates.

68. Debevoise's hourly rates are set at a level designed to compensate Debevoise fairly for the work of its attorneys and paraprofessionals and to cover certain fixed overhead expenses. These hourly rates are subject to yearly adjustments to reflect economic and other conditions and are consistent with the rates charged by comparable law firms. Furthermore, as set forth in the Monthly Fee Statements, Debevoise has voluntarily reduced its fees by \$187,255.97 — amounts that would otherwise be due and owing to Debevoise.⁶

69. In sum, Debevoise respectfully submits that the professional services provided by its attorneys and paraprofessionals on behalf of the Debtor during the Fee Period were necessary and appropriate given the relevant factors set forth in section 330 of the Bankruptcy Code, i.e., the complexity of this case, the time expended, the nature and extent of the services provided, the value of such services, and the cost of comparable services outside of bankruptcy. In view of the policy underlying Sections 330 and 331 of the Bankruptcy Code that attorneys in bankruptcy cases be compensated on parity with attorneys practicing in other fields, it is respectfully submitted that compensation on a final basis should be allowed as requested.

⁶ Debevoise voluntarily elected not to adjust its rates for this case when it made its annual fee adjustment, which would have, if implemented, increased its fees by \$39,014.50.

BUDGET AND STAFFING PLAN

70. Attached hereto as **Exhibit F** are the budget and staffing plans that Debevoise provided to the Debtor for the Fee Period.

QUESTIONS REQUIRED BY U.S. TRUSTEE GUIDELINES

71. Debevoise responds to the questions presented by the U.S. Trustee Guidelines Appendix B as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: The fees sought by Debevoise in this Application for the Fee Period are not more than 10% higher than the fees budgeted pursuant to the budget provided by Debevoise to the Debtor.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Answer: During the Fee Period, the time dedicated solely to preparing monthly fee statements was approximately 56.7 hours, aggregating to \$59,052.50 in fees dedicated to preparing monthly fee statements. These fees (which includes reasonable fees for preparing a fee application) represent less than 3% of the total fees billed during the Fee Period.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Answer: No.

Question: If the fee application includes any rate increases since retention: Did your client review and approve those rate increases in advance?

Answer: Debevoise voluntarily elected not to implement rate increases while the Debtor was in bankruptcy.

Question: Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11—458?

Answer: Yes, the client agreed, but there have been no rate increases during the Chapter 11 Case as stated above.

RESERVATION OF RIGHTS

72. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Application due to delays in connection with accounting and processing of such fees and expenses. Accordingly, Debevoise reserves the right to make further application to this Court for the allowance of additional fees and expenses incurred during the Fee Period that are not included herein.

NOTICE

73. Notice of this Application will be provided in accordance with the Interim Compensation Order. The Debtor respectfully submits that no further notice is required.

CONCLUSION

WHEREFORE, Debevoise respectfully requests that the Court enter an order (i) that allowance be made to it in the sum of \$2,099,466.00 as the fair and reasonable value of its actual and necessary professional services rendered by Debevoise to the Debtor as counsel during the Fee Period; (ii) that allowance be made to it in the sum of \$10,851.42 as reimbursement for Debevoise's actual and necessary expenses incurred during the Fee Period; (iii) authorizing and

directing the Debtor to pay to Debevoise the unpaid balance of all approved fees and expenses;
(iv) holding that the allowance of such interim and final compensation for professional services rendered and reimbursement of actual necessary expenses incurred be without prejudice to Debevoise's right to seek additional compensation for services performed and expenses incurred during the Fee Period which were not processed at the time of this Application; and (v) granting Debevoise such other and further relief as it deems just and proper.

Dated: February 14, 2022
New York, New York

Respectfully submitted,

DEBEVOISE & PLIMPTON LLP

/s/ Jasmine Ball

Jasmine Ball

Nick S. Kaluk, III

Elie J. Worenklein

919 Third Avenue

New York, NY 10022

Telephone: (212) 909-6000

Facsimile: (212) 909-6836

Email: jball@debevoise.com

nskaluk@debevoise.com

eworenklein@debevoise.com

Counsel to the Reorganized Debtor

EXHIBIT A

Retention Order

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

In re:

PHILIPPINE AIRLINES, INC.,¹

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF DEBEVOISE & PLIMPTON LLP AS ATTORNEYS FOR THE
DEBTOR EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “**Application**”)² of the Debtor for the entry of an order authorizing the Debtor’s employment and retention of Debevoise & Plimpton LLP (“**Debevoise**”) to serve as its attorneys effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1; and upon the Ball Declaration; and upon the First Day Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application, the Ball Declaration, and the First Day Declaration; and the Court being satisfied based on the representations made in the Application, the Ball Declaration, and the First Day Declaration that (a) Debevoise does not hold or represent an interest adverse to the Debtor’s estate and (b) Debevoise is a “disinterested person” as defined in section 101(14) of the

¹ The Debtor in this chapter 11 case, along with its registration number in the Philippines, is Philippine Airlines, Inc., Philippine Securities and Exchange Commission Registration No. PW 37. The Debtor’s corporate headquarters is located at PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the relief requested being in the best interests of the Debtor's estate, its creditors, and other parties in interest; and notice of the Application being adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is granted as set forth herein.

2. The Debtor is authorized to employ and retain Debevoise to serve as its attorneys in accordance with the terms and conditions set forth in that certain engagement letter attached hereto as **Exhibit 1** (the "**Engagement Letter**"), effective *nunc pro tunc* to September 3, 2021 (the "**Petition Date**").

3. Debevoise is authorized to render professional services to the Debtor as described in the Engagement Letter. Debevoise will render the following legal services:

- a. advising the Debtor with respect to its powers and duties as debtor in possession in the continued management and operation of its business and properties;
- b. advising and consulting on the conduct of this Chapter 11 Case, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of the creditors and other parties in interest;
- d. taking all necessary action to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor and representing the Debtor's interests in negotiations concerning all litigation in which the Debtor is involved, including objections to claims filed against the Debtor's estate;
- e. preparing all pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtor's estate;
- f. representing the Debtor in connection with obtaining postpetition and exit financing;

- g. advising the Debtor in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtor's estate before those courts;
- i. consulting with the Debtor regarding tax matters;
- j. taking any necessary action on behalf of the Debtor to negotiate, prepare on behalf of the Debtor and obtain approval of a chapter 11 plan, including the Proposed Plan, and all documents related thereto; and
- k. performing all other necessary or otherwise beneficial legal services for the Debtor in connection with the prosecution of this Chapter 11 Case, including (i) analyzing the Debtor's leases and contracts and the assumptions, rejections or assignments thereof, (ii) analyzing the validity of liens against the Debtor, and (iii) advising the Debtor on corporate and litigation matters.

4. Debevoise shall apply for (a) compensation for professional services rendered and (b) reimbursement of expenses incurred in connection with the Debtor's Chapter 11 Case, in both cases subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of the Court.

5. Notwithstanding anything in the Engagement Letter to the contrary, Debevoise shall apply any remaining amounts of its prepetition retainers as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order of the Court granting fees and expenses to Debevoise. Debevoise is authorized without further order of the Court to reserve and apply amounts from the prepetition retainers that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Debevoise for fees or expenses incurred prior to the Petition Date consistent with its ordinary course billing practices.

6. Prior to any increases in Debevoise's rates, Debevoise shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtor, the U.S. Trustee and

any official committee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether Debevoise's client has consented to the rate increase. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code.

7. Notwithstanding anything to the contrary in the Engagement Letter, to the extent that Debevoise seeks any termination of services, Debevoise shall seek further approval by the Court by an application that shall set forth the termination of services sought.

8. Notwithstanding anything to the contrary in the Application or Engagement Letter, to the extent that Debevoise uses the services of independent contractors or employees of foreign affiliates (collectively, the "**Contractors**") in these cases, Debevoise (i) shall pass-through the cost of such Contractors to the Debtor at the same rate that it pays the Contractors; (ii) shall seek reimbursement for actual out-of-pocket expenses only; and (iii) shall ensure that the Contractors submit the same connections disclosures as required of professionals by Bankruptcy Rule 2014.

9. The Debtor and Debevoise are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. To the extent the Application, the Ball Declaration, the First Day Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

11. Upon its entry, the terms and conditions of this Order shall be immediately effective and enforceable.

12. Notwithstanding anything in the Engagement Letter to the contrary, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October 26, 2021
New York, New York

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Declaration

Jasmine Ball
Nick S. Kaluk, III
Elie J. Worenklein
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, NY 10022
Telephone: (212) 909-6000
Facsimile: (212) 909-6836

Counsel to the Reorganized Debtor

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

In re:

PHILIPPINE AIRLINES, INC.,¹

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

**DECLARATION OF JASMINE BALL IN SUPPORT OF
THE FIRST INTERIM AND FINAL FEE APPLICATION OF
DEBEVOISE & PLIMPTON LLP FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD
FROM SEPTEMBER 4, 2021 THROUGH AND INCLUDING DECEMBER 31, 2021**

1. I am a partner in the Restructuring Group of Debevoise & Plimpton LLP (“**Debevoise**”), counsel to the above-captioned debtor and debtor in possession (the “**Debtor**”). I am admitted to the bar of the State of New York and have been admitted to practice in the United States Bankruptcy Court for the Southern District of New York. I am the lead Debevoise attorney working on the Debtor’s Chapter 11 Case and am familiar with the work performed by Debevoise on behalf of the Debtor.

¹ The Debtor in this chapter 11 case, along with its registration number in the Philippines, is Philippine Airlines, Inc. Philippine Securities and Exchange Commission Registration No. PW 37. The Debtor’s corporate headquarters is located at PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines.

2. I have read the *First Interim and Final Fee Application of Debevoise & Plimpton LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtor and Debtor in Possession for the Period from September 4, 2021 Through and Including December 31, 2021* (the “**Application**”).² To the best of my knowledge, information and belief, the statements contained in the Application are true and correct and comply in material part with Local Bankruptcy Rule 2016-1(a) and the Local Guidelines.

3. In accordance with the Local Guidelines, I certify that:

- a. I have read the Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with those customarily charged by Debevoise and generally accepted by Debevoise’s clients; and
- d. In providing a reimbursable service, Debevoise does not make a profit on that service, whether the service is performed by Debevoise in-house or by a third party.

4. In accordance with the Local Guidelines, I further certify that the Debtor and the U.S. Trustee are each being provided with a copy of the Application. In addition, I certify that Debevoise has advised the Debtor and the U.S. Trustee on a regular basis of the fees and expenses incurred by Debevoise, and has provided such parties with Debevoise’s statements of fees prior to the filing of this Application.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

5. Debevoise is currently holding a retainer in the amount of \$329,256.10, which, in accordance with the Retention Order, Debevoise will apply as a credit toward the post-petition fees and expenses that are approved pursuant to the Application.³

6. Debevoise responds to the questions identified in the U.S. Trustee Guidelines as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: The fees sought by Debevoise in this Application for the Fee Period are not more than 10% higher than the fees budgeted pursuant to the budget provided by Debevoise to the Debtor.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Answer: During the Fee Period, the time dedicated solely to preparing monthly fee statements was approximately 56.7 hours, aggregating to \$59,052.50 in fees dedicated to preparing monthly fee statements. These fees (which includes reasonable fees for preparing a fee application) represent less than 3% of the total fees billed during the Fee Period.

³ In the preparation of the Application, I noticed a scrivener's error in my declaration in support of the Retention Application [ECF No. 107-3], that did not take into account the application of the retainer immediately prior to the Petition Date against prepetition amounts incurred prior to the Petition Date, which resulted in a prepetition reduction of the retainer held by Debevoise as of the Petition Date to \$329,256.10. The prepetition application of such amounts against the retainer was disclosed to the Debtor, but unfortunately was not reflected in the declaration and was not caught as a disclosure error until now.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Answer: No.

Question: If the fee application includes any rate increases since retention: Did your client review and approve those rate increases in advance?

Answer: Debevoise voluntarily elected not to implement rate increases while the Debtor was in bankruptcy.

Question: Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11—458?

Answer: Yes, the client agreed, but there have been no rate increases during the Chapter 11 Case as stated above.

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 14, 2022
New York, New York

/s/ Jasmine Ball
Jasmine Ball
Partner, Debevoise & Plimpton LLP

EXHIBIT C

Summary of Professional Services

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES
FOR THE PERIOD SEPTEMBER 4, 2021 THROUGH DECEMBER 31, 2021**

PROFESSIONAL	TITLE	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION SOUGHT
Jasmine Ball	Partner	Restructuring	2000	\$1,790	335.70	\$600,903.00
Nick S. Kaluk, III	Counsel	Restructuring	2012	\$1,290	273.20	\$352,428.00
Elie J. Worenklein	Associate	Restructuring	2011	\$1,185	473.50	\$561,097.50
Mitchell Carlson	Associate	Restructuring	2021	\$810	346.10	\$280,341.00
Tzerina Dizon	Associate	Restructuring	2021	\$810	168.10	\$136,161.00
Ben Lee Friedman	Associate	Tax	2012	\$1,185	14.30	\$16,945.50
Rory Heller	Law Clerk	Restructuring	Not Yet Admitted	\$650	89.40	\$58,110.00
Kimberly Hollingsworth	Senior Corporate Restructuring Manager	Restructuring	N/A	\$410	228.00	\$93,480.00
Total					1,928.30	\$2,099,466.00
Blended Hourly Rate				\$1,088.77		

EXHIBIT D

Summary of Services by Task Code

EXHIBIT D

**SUMMARY OF FEES AND HOURS BY
PROJECT CATEGORY DURING THE FIRST INTERIM PERIOD**

TASK CODE	TASK DESCRIPTION	HOURS	AMOUNT
1102	Aircraft Financing	125.8	\$135,183.50
1103	Assumption & Rejection of Leases; Asset Dispositions	1.30	\$2,327.00
1117	Business Operations	59.2	\$65,302.00
1100	Case Administration	365.0	\$291,133.50
1101	Claims Administration, Objections & Settlements	27.6	\$29,989.00
1107	Corporate Governance	26.5	\$30,865.50
1104	Court Hearings	93.5	\$119,006.00
1113	Employee Wages & Benefits	.90	\$1,066.50
1110	Financing & Cash Collateral	94.9	\$128,394.50
1108	Meetings & Communications with Client	100.9	\$140,963.50
1109	Meetings & Communications with Creditors	65.5	\$83,578.00
1116	Non-Bankruptcy Litigation	30.1	\$33,372.00
1111	Plan & Disclosure Statement	725.5	\$819,952.00
1112	Relief From Stay & Adequate Protection	23.4	\$25,390.50
1105	Retention & Fee Applications	173.9	\$175,997.00
1114	Taxes	14.3	\$16,945.50
	TOTAL	1,928.30	\$2,099,466.00

EXHIBIT E

Summary of Expenses

EXHIBIT E

**SUMMARY OF EXPENSES INCURRED BY
DEBEVOISE & PLIMPTON LLP AS COUNSEL TO THE DEBTOR
FOR THE PERIOD SEPTEMBER 4, 2021 THROUGH DECEMBER 31, 2021**

EXPENSE	TOTAL AMOUNT
Document Retrieval Service	\$36.59
D&P Messenger Charge	\$25.00
Duplicating	\$3,937.9
Duplicating (Color)	\$11.75
Federal Express, DHL & UPS deliveries	\$399.19
Filing Fee	\$3,564.00
Outside Professional Services	\$1,818.75
Outside Copying - Other Services & Supplies	\$11.60
Postage	\$96.79
Transcript Charges	\$949.85
Total Requested	\$10,851.42

EXHIBIT F

**BUDGET AND STAFFING PLAN OF
DEBEVOISE & PLIMPTON LLP FOR COMPENSATION FOR
COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION
FOR THE PERIOD SEPTEMBER 4, 2021 THROUGH DECEMBER 31, 2021**

BUDGET

Debevoise provided, and the Debtor approved, Debevoise's proposed staffing plan and fee estimate for the Chapter 11 Case on an overall basis and not on a per phase or task code basis. In particular, Debevoise provided an estimate of \$600,000.00 in monthly legal fees based on an expected implementation of the pre-negotiated Plan consistent with the Restructuring Support Agreements, the Amendment Agreements and other related agreements, including the Usage and Rejection Stipulations. PAL was in chapter 11 for almost four months, which translated to an overall estimate of approximately \$2.4 million in Debevoise fees. Pursuant to this Application Debevoise is seeking nearly \$2.1 million of fees, which is approximately 13% below budget.

STAFFING PLAN		
Timekeeper Category	Number of Timekeepers Expected to work on the Matter During the Budget Period	Average Hourly Rate
Partner	1	\$1,790.00
Counsel	1	\$1,223.00
Associate	2 – 4	\$1,000.00
Paralegal	1	\$410.00

EXHIBIT G

Comparable and Customary Compensation Disclosures

EXHIBIT G

COMPARABLE AND CUSTOMARY COMPENSATION DISCLOSURES

The following schedule reflects blended rates of Debevoise & Plimpton LLP professionals who performed services as counsel to the Debtor for this Application as well as blended rates charged by Debevoise by professionals and paraprofessionals in Debevoise's domestic U.S. offices, whether in court or otherwise, regardless of whether a fee application is required.

	Blended Hourly Rates¹	
Timekeeper Category	Firm (US Offices) for 2021	Billed This Application
Partner	\$1,657	\$1,790
Counsel	\$1,303	\$1,223
Associate	\$1,101	\$820
Law Clerk	\$644	\$650
Paralegal	\$393	\$410

¹ This column reflects the average billing rates, rounded to the nearest dollar, for current active timekeepers.

EXHIBIT H

Detailed Time Entries



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

November 29, 2021

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2413968

Client 26417

FOR PROFESSIONAL SERVICES rendered during the period from September 4, 2021 through September 30, 2021 in connection with the following matters:

CASE ADMINISTRATION	\$167,772.00
CLAIMS ADMINISTRATION, OBJECTIONS & SETTLEMENTS	\$17,241.50
AIRCRAFT FINANCING	\$117,651.50
COURT HEARINGS	\$89,281.00
RETENTION & FEE APPLICATIONS	\$99,046.00
MEETINGS & COMMUNICATIONS WITH CLIENT	\$58,803.50
MEETINGS & COMMUNICATIONS WITH CREDITORS	\$31,324.50
FINANCING & CASH COLLATERAL	\$70,848.00
PLAN & DISCLOSURE STATEMENT	\$41,884.50
RELIEF FROM STAY & ADEQUATE PROTECTION	\$3,441.00
EMPLOYEE WAGES & BENEFITS	\$1,066.50
TAXES	\$6,399.00
NON-BANKRUPTCY LITIGATION	\$18,954.00
BUSINESS OPERATIONS	\$30,199.00
Total Fees	\$753,912.00
Charges and Disbursements	\$4,352.84
TOTAL AMOUNT DUE	\$758,264.84

Payment Due Upon Receipt

Payment may Be Made By Wire Transfer to:

Account # [REDACTED] at Citibank, N. A., New York, N. Y.

ABA # [REDACTED] SWIFT: [REDACTED]

Tax Identification Number [REDACTED]

Date	Timekeeper	Narrative	Hours
09/04/21	Ball, Jasmine	Review timing requirements re first day hearing (.7); email with N. Kaluk re same (.1); emails with CFO and GC re same (.3); emails with DIP lender counsel on potential timing of first day hearing (.2); emails with D. Rosenzweig [NRF] on potential timing of first day hearing (.2).	1.5
09/04/21	Kaluk, Nick S. III	Call with Chambers re scheduling first day hearing (.3); emails with J. Ball, A. Zatz [W&C] and UST re same (.5); coordinate with K. Hollingsworth and KCC team re first day noticing and logistics (.5); call with K. Hollingsworth re same (.4).	1.7
09/04/21	Worenklein, Elie J.	Comment on draft first day agenda (.2); emails with team re courtesy copies for Chambers (.2); emails with team re scheduling first day hearing and other court requirements (.4).	0.8
09/04/21	Hollingsworth, Kimberly	Prepare additional binders for delivery re first days (2.4); call with N. Kaluk re same (.4); begin organization of documents re case management (2.9); revise agenda re first day motions (1.3); revise first day declaration re exhibits (1.6).	8.6
09/05/21	Ball, Jasmine	Emails with N. Kaluk re second day hearing (.2); emails with M. Carlson and E. Worenklein re first day declaration (.3); emails with E. Worenklein and N. Kaluk re UST requests (.4).	0.9
09/05/21	Kaluk, Nick S. III	Coordinate revisions to first day declaration and filing logistics (.5); email with E. Worenklein re status of first day agenda and filing re same (.1).	0.6
09/05/21	Worenklein, Elie J.	Revise first day declaration.	0.6
09/06/21	Ball, Jasmine	Emails with N. Kaluk and E. Worenklein re foreign representative motion.	0.3
09/06/21	Kaluk, Nick S. III	Emails with E. Worenklein and K. Hollingsworth re status of outstanding first day filings and agenda.	0.5
09/06/21	Carlson, Mitchell	Call with E. Worenklein re first day declaration revisions (.5); review same (.5); revise first day declaration re exhibits (1.2); call with K. Hollingsworth re first day declaration exhibits and first day motions (.7); correspond with K. Hollingsworth re same (.3).	3.2
09/06/21	Worenklein, Elie J.	Call with M. Carlson re first day declaration (.5); revise first day declaration with PAL updates (.3); draft email to PAL re inquiry on cash management motion from creditor (.3).	1.1
09/07/21	Kaluk, Nick S. III	Call with K. Hollingsworth re first day logistics (.3); coordinate with M. Carlson and K. Hollingsworth re first day hearing logistics, amended filings, and proposed orders (1.4).	1.7
09/07/21	Carlson, Mitchell	Prepare documents requested by the UST (.4); emails with N. Kaluk re same (.3); call with K. Hollingsworth re interim orders (.2); finalize proposed orders re first days (2.8), email N. Kaluk re same (.1); prepare email re first day hearing materials (.3).	4.1
09/07/21	Hollingsworth, Kimberly	Review potential revisions to first day filings (.6); emails with team re same (.2); begin preparations of exhibits to RSA document re filing (1.1); call with N. Kaluk re first days (.3); call with N. Kaluk and M. Carlson re first day binders and delivery of hearing prep materials for team (1.4); prepare first day hearing binder for Judge Chapman re courtesy copy (1.3).	4.9

Date	Timekeeper	Narrative	Hours
09/08/21	Ball, Jasmine	Call with internal team re preparation for first day hearing.	0.5
09/08/21	Ball, Jasmine	Review query from UST re first day motion (.4); review additional query from UST re first day motion language for revision to proposed order (.4).	0.8
09/08/21	Kaluk, Nick S. III	Email with S. Arbeit and B. Higgins [UST] re questions on first day pleadings (.6); participate in standing WIP call with Debevoise team (.5); coordinate with M. Carlson on compiling revised first day orders for Chambers (.4); coordinate with K. Hollingsworth re first day binder distributions and conference lines (.3).	1.8
09/08/21	Carlson, Mitchell	Update proposed motions to be circulated to Chambers and the UST (1.1); email KCC re affidavit of services (.3).	1.4
09/08/21	Carlson, Mitchell	Update cash management interim order (.5); emails with team re same (.3); update wages interim order (.4); emails re same (.2); review revisions of all proposed orders re filed exhibits with team (1.5); finalize same (.7).	3.6
09/08/21	Dizon, Tzerina	Attend team call led by J. Ball re first day hearing prep (.7); attend weekly internal phone meeting led by J. Ball (.5).	1.2
09/08/21	Worenklein, Elie J.	Call with K. Hollingsworth re open items for first day hearing (.4); comment on revised first day orders (1.9); edit draft script for first day hearing (1.8); emails with PAL re UST questions on first day orders (.3); emails with UST re revisions to first day orders (.4); update proposed first day orders (1.0).	5.8
09/08/21	Hollingsworth, Kimberly	Register court appearances via CourtSolutions (.9); draft instructions re same (.6); prepare binders for UST re first day hearing (1.9); call with E. Worenklein re status of first day tasks (.4); respond to team emails re tasks (.8).	4.6
09/08/21	Hollingsworth, Kimberly	Attend [partial] first day hearing meeting with J. Ball, N. Kaluk, T. Dizon, M. Carlson, E. Worenklein.	0.5
09/09/21	Ball, Jasmine	Review status and open items list re next steps in case (.9); begin preparation for second day hearings (.4).	1.3
09/09/21	Ball, Jasmine	Respond to emails with UST re first day orders.	0.2
09/09/21	Carlson, Mitchell	Call with K. Hollingsworth re case administration (.4); draft notice for second day hearing (1.7).	2.1
09/09/21	Worenklein, Elie J.	Call with Chambers re proposed orders (.3); call with KCC re same (.3); call with Chambers re revised orders (.2); respond to emails from PAL re same (.4); email M. Carlson re notice of hearing (.1).	1.3
09/09/21	Worenklein, Elie J.	Review critical dates calendar (.4); comment on draft notice of hearing (.3).	0.7
09/09/21	Hollingsworth, Kimberly	Respond to team emails re service (.5); call with M. Carlson re case management (.4); monitor court docket re substantive filings (.3); review proposed orders re revisions (1.1); draft emails to the Court re same (.7).	3.0
09/09/21	Hollingsworth, Kimberly	Prepare proposed order for approval (.8); call with E. Worenklein re same (.2); send emails to Chambers re same (.4).	1.4

Date	Timekeeper	Narrative	Hours
09/10/21	Worenklein, Elie J.	Update draft utilities motion for 2nd day hearing (.4); comment on draft notice of hearings (.3).	0.7
09/10/21	Hollingsworth, Kimberly	Prepare notices for filing (1.4); monitor court docket re recently filed pleadings (1.1); update case files re same (1.3); confirm list of first days re interim orders (.7); update first day index re interim orders (.3); emails with A. McDermott [KCC] re court docket and service (.3); review KCC website re case maintenance (.5).	5.6
09/13/21	Kaluk, Nick S. III	Email with E. Worenklein re second day filings and logistics re same.	0.2
09/13/21	Carlson, Mitchell	Draft case management motion and order (5.2); draft emails with E. Worenklein re same (.2).	5.4
09/13/21	Worenklein, Elie J.	Call with K. Hollingsworth re second day motions (.5); comment on draft case management motion (.6); update utilities motion (.4); draft email to PAL re same (.2); revise interim compensation motion (.6).	2.3
09/13/21	Worenklein, Elie J.	Emails with UST re scheduling 341 meeting (.2); draft email to client re same (.2); revise case management motion and proposed order (.7); gather information requested by UST (.6).	1.7
09/13/21	Hollingsworth, Kimberly	Update first day hearing binder re entered orders (.3); coordinate logistics re 9/30 hearing (.2); call with E. Worenklein re prep for 2nd day motions (.5).	1.0
09/14/21	Kaluk, Nick S. III	Review first-days re case management.	0.3
09/14/21	Carlson, Mitchell	Draft exhibits re case management motion (4.5); emails with E. Worenklein re same (.2).	4.7
09/14/21	Dizon, Tzerina	Call with E. Worenklein re draft final orders.	0.5
09/14/21	Worenklein, Elie J.	Revise case management motion (1.6); emails with M. Carlson re case management research (.3); review proposed orders for first day motions (.3).	2.2
09/15/21	Ball, Jasmine	Call with KCC and client re continued preparation of schedules and SOFAs (1.0); review draft utilities motion (1.6); review draft case management motion (1.5).	4.1
09/15/21	Kaluk, Nick S. III	Call with E. Worenklein re WIP (.2); participate in standing status call with internal Debevoise team (.4).	0.6
09/15/21	Carlson, Mitchell	Call with T. Dizon re final orders (.2); attend PAL weekly team call re updates (.4).	0.6
09/15/21	Dizon, Tzerina	Call with M. Carlson re draft final orders (.2); call with K. Hollingsworth re same (.1); attend weekly internal team meeting (.3).	0.6
09/15/21	Worenklein, Elie J.	Draft email to PAL re status of second day motions (.4); comment on updated draft of interim compensation motion (.6); draft email to team re open tasks (.2).	1.2
09/15/21	Worenklein, Elie J.	Call with N. Kaluk re open items (.3); participate in weekly team call re case administration (.4); call with K. Hollingsworth re upcoming filings (.2); update OCP and case management motions (.5); draft email to W&C with copies of second day motions (.1).	1.5

Date	Timekeeper	Narrative	Hours
09/15/21	Worenklein, Elie J.	Call with K. Hollingsworth re status of upcoming filings (.3); draft email to K. Hollingsworth re critical dates list (.1).	0.4
09/15/21	Hollingsworth, Kimberly	Review second day motions re updates (.6); revise same re notices (.7); attend weekly team call with N. Kaluk, E. Worenklein, T. Dizon, M. Carlson re case updates (.4); calls with E. Worenklein re 2nd day filings (.5); emails with team re same (.1).	2.3
09/16/21	Ball, Jasmine	Review revisions of second day motions (1.7); review emails re coordination with UST on second day hearing (.2).	1.9
09/16/21	Kaluk, Nick S. III	Finalize case management motion for filing (.7); finalize utilities motion for filing (.6); call with K. Hollingsworth re same (.4); email with J. Ball re status of second day motions and applications (.3).	2.0
09/16/21	Carlson, Mitchell	Emails with N. Kaluk re utilities motion (.2); revise same (.5); revise case management motion and interim compensation motions re notice parties (.5); respond to W&C email re second day motions (.3); emails with N. Kaluk and J. Ball re second day motions (.4); revise same (1.3).	3.2
09/16/21	Dizon, Tzerina	Review second day motions (.4); send emails to M. Carlson re same (.1); review draft critical dates list (1.2); send emails to K. Hollingsworth re same (.1); continue revising final orders (1.6).	3.4
09/16/21	Worenklein, Elie J.	Review final edits re case management motion (.3); emails with UST re 341 meeting (.2).	0.5
09/16/21	Hollingsworth, Kimberly	Call with N. Kaluk re case management (.4); revise motions re case management, interim compensation, utilities, and OCP (.6); file same (.3); respond to team emails re same (.4); emails with A. McDermott [KCC] re same (.2); update chart re first day interim orders (.3); update case folders re case management (.9); draft critical dates list re deadlines (1.2).	4.3
09/17/21	Kaluk, Nick S. III	Review non-DIP critical dates calendar (.6); email with Chambers re courtesy copies of second day pleadings (.2).	0.8
09/17/21	Worenklein, Elie J.	Call with KCC re upcoming filings and 341 meeting (.3); multiple calls with K. Hollingsworth re critical dates list (.6); update critical dates list (.4); comment on draft notice of commencement (.2); respond to client email re interim order caps (.1); email UST re cash management order (.1).	1.7
09/17/21	Hollingsworth, Kimberly	Calls with E. Worenklein re filings and tasks (.6); emails with A. McDermott [KCC] re same (.2); correspond with team re case updates (1.2); revise critical dates list (1.6); revise notices for filing (.4); file same (.3); update case folders re court docket (1.6); finalize notice of commencement for circulation (1.3).	7.2
09/18/21	Worenklein, Elie J.	Review research re notice of commencement (.3); review draft notice of 341 meeting (.1).	0.4
09/19/21	Worenklein, Elie J.	Draft email to PAL re 341 meeting.	0.2
09/19/21	Hollingsworth, Kimberly	Compare bankruptcy forms re notice of commencement (.1); respond to email from E. Worenklein re same (.1).	0.2
09/20/21	Kaluk, Nick S. III	Call with E. Worenklein re WIP (.5); call with K. Hollingsworth re same (.3); email to client re critical dates calendar (.2).	1.0

Date	Timekeeper	Narrative	Hours
09/20/21	Carlson, Mitchell	Call with K. Hollingsworth re critical dates list (.3); calendar same (2.3).	2.6
09/20/21	Worenklein, Elie J.	Call with N. Kaluk re open items and case administration (.5); review and comment on final 341 notice (.2).	0.7
09/20/21	Hollingsworth, Kimberly	Call with M. Carlson re calendaring (.3); review dates re same (.3); register attorneys and client for 9/30 hearing (.3); revise critical dates list re same (.6); revise notice of commencement form (.4); call with N. Kaluk re case management (.3); update case files re same (1.7).	3.9
09/21/21	Kaluk, Nick S. III	Email with L. Scott [KCC] re individual redaction procedures for creditor matrix.	0.2
09/21/21	Hollingsworth, Kimberly	Draft meeting of creditors notice for publication (1.4); organize case files re updates (.7); emails with internal team re same (.5).	2.6
09/22/21	Kaluk, Nick S. III	Email with S. Arbeit [UST], T. Dizon and K. Hollingsworth re revised second day orders.	0.2
09/22/21	Worenklein, Elie J.	Review and comment on revised 341 notice.	0.2
09/22/21	Hollingsworth, Kimberly	Call with E. Worenklein re case management (.8); update case files re same (.2).	1.0
09/23/21	Kaluk, Nick S. III	Call with J. Eisen [Chambers] re second day logistics (.2); email with K. Hollingsworth and team re same (.4).	0.6
09/23/21	Carlson, Mitchell	Call with K. Hollingsworth re second day hearing (.2), call with E. Worenklein re same (.4).	0.6
09/23/21	Dizon, Tzerina	Call with E. Worenklein re final orders for first days (.4); further revise final orders for first days (4.2).	4.6
09/23/21	Worenklein, Elie J.	Call with M. Carlson re second day hearing prep and Chambers copies (.4); review and comment on updated 341 notice (.2).	0.6
09/23/21	Worenklein, Elie J.	Call with K. Hollingsworth re pending tasks (.8); revise proposed orders for upcoming second day hearing (1.1); multiple emails with the UST re comments to proposed final orders (.4); draft email to W&C re second day hearing (.2).	2.5
09/23/21	Worenklein, Elie J.	Call with T. Dizon re preparing final first day orders.	0.4
09/23/21	Hollingsworth, Kimberly	Call with Elie Worenklein re status of tasks (.8); prepare folders for Judge Chapman re courtesy copies (1.1); review publication notice re 341 meeting (.7); update case folders re filed substantive filings (.9); prepare caption template for team (.2); respond to team emails re case management (.6); calls with M. Carlson re second day hearing (.2); emails re same (.4).	4.9
09/24/21	Kaluk, Nick S. III	Update Chambers re expected status of second day hearing, current UCC status and delivery of courtesy binders (.2); email with E. Worenklein re same (.2).	0.4
09/24/21	Dizon, Tzerina	Attend teleconference with UST led by E. Worenklein (.4); incorporate UST comments to draft final orders (.4); send emails to E. Worenklein re same (.1).	0.9
09/24/21	Worenklein, Elie J.	Call with UST and T. Dizon re first day orders (.4); finalize first day orders re UST comments (.6); draft emails to KCC and PAL re publication of 341 notices (.3).	1.3

Date	Timekeeper	Narrative	Hours
09/25/21	Worenklein, Elie J.	Review W&C comments to final draft orders (.2); review and sign off on 341 publication samples (.2).	0.4
09/27/21	Ball, Jasmine	Review orders and CNOs for second day hearing.	1.2
09/27/21	Kaluk, Nick S. III	Prepare for call with E. Worenklein, T. Dizon and M. Carlson re second day hearing logistics (.4); participate in same (.8); follow up email with same group re same (.5).	1.7
09/27/21	Carlson, Mitchell	Emails with PAL team re today's filings and the proposed orders for the second day hearing (.3); call with Debevoise team re updates, second day hearing, and filings (.8); prepare PDF versions of all proposed orders for the second day hearing (.5) and review same (.4); email T. Dizon re the same (.1).	2.1
09/27/21	Dizon, Tzerina	Further revise final orders in preparation for filing (.6); send emails to K. Hollingsworth and E. Worenklein re same (.1); call with K. Hollingsworth re same (.3); call with E. Worenklein re same (.2); review letter from notice party (.1); email to KCC team re same (.1); attend internal Debevoise team phone meeting on preparation for hearing (.8); compile proposed orders for filing (.6); revise certificate of no objection (.4); send emails to M. Carlson and K. Hollingsworth re same (.1).	3.3
09/27/21	Worenklein, Elie J.	Call with K. Hollingsworth re preparing CNOs (.4); emails with team re planning for second day hearing (.3); call with F. Vazquez (NRF) re omnibus hearing dates and upcoming filings (.4); draft outline of open items for internal team call (.2); draft email to KCC re upcoming filings and required service (.3); correspond with K. Hollingsworth re agenda and CNOs (.4); call with T. Dizon re CNO and revised proposed orders (.2); internal team call re open items (.8); draft email to UST re revised cash management motion (.1).	3.1
09/27/21	Hollingsworth, Kimberly	Review team emails re case management (.6); attend team call re updates (.8); call with T. Dizon re final orders (.3); review precedent re CNOs (.9); draft same (3.2); call with E. Worenklein re CNOs (.4); revise same (.7); prepare exhibits re same (1.6); update case folders re updates (2.1); revise supplement to motion to seal (.6).	11.2
09/28/21	Ball, Jasmine	Emails with N. Kaluk and E. Worenklein re omnibus hearing date logistics (.4); review agenda re approval (.2).	0.6
09/28/21	Kaluk, Nick S. III	Review draft agenda for second day hearing (.5); email re same with K. Hollingsworth (.1); calls with K. Hollingsworth re today's filings (.4); help coordinate same with M. Carlson, T. Dizon and K. Hollingsworth (.5); coordinate with S. Arbeit [UST] re omnibus hearing dates (.2); email with J. Ball and M. Carlson re same (.5); call with J. Eisen [Chambers] re hearing materials for Court (.1); email with K. Hollingsworth re same (.3);.	2.6
09/28/21	Carlson, Mitchell	Call with K. Hollingsworth re filing of CNOs and agenda (.2); finalize same (.9); emails with team re same (.2); emails with Seabury, W&C, and NRF re proposed omnibus hearing dates (.3); coordinate final versions of all proposed orders with K. Hollingsworth in preparation for submission (.5). call with K. Hollingsworth re same (.1); emails w/ N. Kaluk re same (.2).	2.4

Date	Timekeeper	Narrative	Hours
09/28/21	Dizon, Tzerina	Revise second day hearing agenda and certificate of no objection (.9); send emails to K. Hollingsworth re same (.1); revise affiliates list for UST reporting (.2); send emails to N. Kaluk re same (.1).	1.3
09/28/21	Hollingsworth, Kimberly	Draft agenda for 9/30 hearing (1.9); call with M. Carlson re agenda (.2); prepare CNO for filing (1.3); revise agenda (.9); multiple calls with N. Kaluk re filings (.4); prepare Court-Solution instructions re registrations (.8); organize case folders re updates (1.6); begin organization of orders and redlines re emails to Chambers (1.1); call with M. Carlson re same (.1); coordinate delivery of courtesy copies to Chambers re recently filed documents (.4); emails with A. McDermott [KCC] re notice of filings (.3).	9.0
09/29/21	Ball, Jasmine	Call with K. Hollingsworth, M. Carlson, N. Kaluk and E. Worenklein re upcoming case deadlines and deliverables (.4); review amended agenda re approval (.2).	0.6
09/29/21	Kaluk, Nick S. III	Coordinate delivery of remaining CNO orders to Chambers (.3); participate in weekly standing WIP call with J. Ball and rest of internal team (.4); email with Chambers re tomorrow's hearing and omnibus dates (.2); email re revisions to case management order and agenda with K. Hollingsworth (.4); email with Chambers re same (.2).	1.5
09/29/21	Carlson, Mitchell	Attend Debevoise team call re second day hearing.	0.4
09/29/21	Dizon, Tzerina	Emails to KCC re service of orders and retentions (.3); phone call with A. McDermott [KCC] re same (.2); email to Chambers re amended agenda and retentions (.3); send emails to K. Hollingsworth re same (.2).	1.0
09/29/21	Worenklein, Elie J.	Draft email to PAL re questions for second day hearing (.4); review and sign off on amended agenda (.1); email exchanges with team re omnibus hearing dates (.2).	0.7
09/29/21	Hollingsworth, Kimberly	Send emails to Chambers re proposed orders (2.1); revise case management order (.2); circulate same to teams for review (.2); update case files re certificates of service (.8); attend team meeting with J. Ball, N. Kaluk, and M. Carlson re updates (.4); prepare redlines of filings for approval (.3); draft amended agenda (.6); prepare exhibits for filing re retention applications (1.2); file same (.4); respond to emails re service (.4).	6.6
09/30/21	Kaluk, Nick S. III	Coordinate service of second day orders.	0.2
09/30/21	Worenklein, Elie J.	Call with K. Hollingsworth re recap of court hearing and submitting orders.	0.8
09/30/21	Hollingsworth, Kimberly	Call with E. Worenklein re workstreams (.8); prepare emails to Chambers re revised proposed orders (.3); organize case folders re updates (1.6); respond to team emails re case management (1.1); monitor court docket re entered orders (.3); update chart re same (.3).	4.4
Total Hours			206.7

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	13.9	1,790.00	24,881.00
	Partner Total	13.9		\$24,881.00
Counsel	Kaluk, Nick S. III	18.6	1,290.00	23,994.00
	Counsel Total	18.6		\$23,994.00
Associate	Worenklein, Elie J.	33.8	1,185.00	40,053.00
	Carlson, Mitchell	36.4	810.00	29,484.00
	Dizon, Tzerina	16.8	810.00	13,608.00
	Associate Total	87.0		\$83,145.00
Legal Assistant	Hollingsworth, Kimberly	87.2	410.00	35,752.00
	Legal Assistant Total	87.2		\$35,752.00
Matter Total		206.7		\$167,772.00

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2413968

Date	Timekeeper	Narrative	Hours
09/04/21	Worenklein, Elie J.	Emails with KCC re updates to top 40 list.	0.3
09/05/21	Ball, Jasmine	Review issues re updated creditor lists.	0.5
09/05/21	Worenklein, Elie J.	Calls with KCC re updated top 40 list.	0.8
09/06/21	Ball, Jasmine	Review update from N. Kaluk re creditor list review by client.	0.1
09/06/21	Kaluk, Nick S. III	Email with J. Ball and A. Wee [PAL] re creditor lists (.3); call with A. McDermott [KCC] re same (.4); draft preliminary memo to C. de Castro [PAL] and M. Tagle [PAL] re same (.9).	1.6
09/06/21	Worenklein, Elie J.	Call with Seabury re updates to top creditor list (.3); multiple calls with K. Hollingsworth re updated declaration and top 40 (.9); calls with KCC re claims questions (.3) and top 40 (.4).	1.9
09/06/21	Hollingsworth, Kimberly	Revise first day declaration re top 40.	0.6
09/08/21	Ball, Jasmine	Review updated creditor list.	0.4
09/08/21	Carlson, Mitchell	Review second amended top 40 list re updates (.6); emails with J. Ball and KCC re same (.4); call with A. McDermott [KCC] re same (.1); review redline re same (.4).	1.5
09/09/21	Carlson, Mitchell	Final review of amended top 40 before filing.	0.5
09/12/21	Carlson, Mitchell	Review precedent re critical vendors (.5); draft form re same (1.3); emails with E. Worenklein re same (.2).	2.0
09/12/21	Worenklein, Elie J.	Draft email to client re critical vendor information requests (.8); emails with J. Ball re same (.3); review precedent re critical vendor agreements (.2); revise same re draft (1.5).	2.8
09/13/21	Worenklein, Elie J.	Correspond with UST re top creditor list.	0.3
09/21/21	Carlson, Mitchell	Draft proposed short memo re priority claims (1.1); emails with N. Kaluk re same (.2).	1.3
09/23/21	Carlson, Mitchell	Draft letter to counsel for certain creditors re treatment under the interim tax order (1.8); emails with T. Dizon, N. Kaluk and E. Worenklein re the same (.2).	2.0
Total Hours			16.6

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2413968

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	1.0	1,790.00	1,790.00
	Partner Total	1.0		\$1,790.00
Counsel	Kaluk, Nick S. III	1.6	1,290.00	2,064.00
	Counsel Total	1.6		\$2,064.00
Associate	Worenklein, Elie J.	6.1	1,185.00	7,228.50
	Carlson, Mitchell	7.3	810.00	5,913.00
	Associate Total	13.4		\$13,141.50
Legal Assistant	Hollingsworth, Kimberly	0.6	410.00	246.00
	Legal Assistant Total	0.6		\$246.00
Matter Total		16.6		\$17,241.50

Date	Timekeeper	Narrative	Hours
09/04/21	Ball, Jasmine	Respond to email from N. Kaluk re RSAs (.2); complete detailed review of RSA draft motions re filing (6.9); email with aircraft counterparty on timing of filing of RSA motions (.1).	7.2
09/04/21	Kaluk, Nick S. III	Emails with K. Hollingsworth re status of RSA filings.	0.2
09/04/21	Dizon, Tzerina	Review RSA exhibits (5.2); call with K. Hollingsworth re same (.6); send emails to NRF re same (.4); send emails to K. Hollingsworth re same (.7); send emails to E. Worenklein re same (.3); send emails to J. Ball re RSA motions (.1).	7.3
09/04/21	Worenklein, Elie J.	Call with K. Hollingsworth re RSA motions and other open items (1.0); review draft RSA exhibits for sign-off (1.2); draft email to NRF re summary of executed RSA exhibits (.4).	2.6
09/04/21	Hollingsworth, Kimberly	Begin review of RSAs re filing exhibits.	3.1
09/05/21	Ball, Jasmine	Review RSA declaration (1.3); emails with D. Rosenzweig [NRF] and D. Walker [Seabury] re same (.4); review RSA motions and stipulations (3.1).	4.8
09/05/21	Kaluk, Nick S. III	Review RSA exhibits for filing.	2.5
09/05/21	Dizon, Tzerina	Review unredacted RSA exhibits (2.2); revise certain RSA exhibits (.5); send emails to NRF re same (.1); send emails to E. Worenklein and K. Hollingsworth re same (.1).	2.9
09/05/21	Worenklein, Elie J.	Call with D. Walker re edits to RSA declaration (.6); revise draft RSA declaration (.6); emails with team re open questions for RSA motions (.8); conduct final review of various RSA motions (2.7); correspond with K. Hollingsworth re RSA motions (1.2).	5.9
09/06/21	Carlson, Mitchell	Update RSA rejection exhibits (1.4); emails with N. Kaluk, E. Worenklein, T. Dizon and K. Hollingsworth re same (.2).	1.6
09/06/21	Dizon, Tzerina	Prepare RSA exhibits for filing (.8); send emails to internal team re same (.1).	0.9
09/06/21	Hollingsworth, Kimberly	Prepare filings re RSAs (2.1); review exhibits re same (3.4); file same (.8); update case folder re same (.2).	6.5
09/07/21	Hollingsworth, Kimberly	Prepare motion with exhibits for filings re RSAs.	2.3
09/08/21	Ball, Jasmine	Correspond with UST re query on creditors who have signed RSAs.	0.2
09/08/21	Hollingsworth, Kimberly	Prepare unredacted exhibits to RSAs.	5.2
09/09/21	Ball, Jasmine	Revise potential amendments to plan term sheet attached to restructuring support agreements (.5); emails with D. Rosenzweig [NRF] and team re revisions to plan term sheet (.2); emails with aircraft financing creditor counsel re status of RSA motions and second day hearing (.2).	0.9
09/09/21	Kaluk, Nick S. III	Call with A. Zatz [W&C] re plan term sheet (.2); email update to Debevoise team re same (.1).	0.3
09/09/21	Carlson, Mitchell	Draft notice for RSA motion hearing (.8); emails with E. Worenklein re same (.2).	1.0
09/09/21	Worenklein, Elie J.	Review NRF draft notice for RSAs (.3); revise RSA term sheet (1.2); emails with internal team re comments to draft plan term sheet (.4); comment on W&C revisions to RSA term sheet (.3).	2.2

Date	Timekeeper	Narrative	Hours
09/10/21	Ball, Jasmine	Emails with K. Sandilands and D. Rosenzweig [NRF] re RSA party query (.4); emails with same re aircraft financing portion of exit financing (.1).	0.5
09/13/21	Ball, Jasmine	Call with UST re RSA redactions (.4); review redactions re same (1.1).	1.5
09/13/21	Worenklein, Elie J.	Call with UST, NRF and J. Ball re RSA sealing motion (.4); call with NRF re sealing motion (1.1); draft update email to team re RSA workstreams (.3); review sample RSAs for proposed redactions (.6); review filed motion to seal (.3).	2.7
09/14/21	Dizon, Tzerina	Call with E. Worenklein re RSA sealing supplement.	0.2
09/14/21	Worenklein, Elie J.	Comment on updated RSA term sheet (.3); review notices for filing additional RSAs (.2); draft email to W&C re open items on RSA term sheet (.3).	0.8
09/14/21	Worenklein, Elie J.	Call with T. Dizon re RSA motion to seal and first day proposed orders.	0.8
09/15/21	Ball, Jasmine	Continue negotiation of DIP lender comments to restructuring support agreement form plan term sheet.	0.6
09/15/21	Kaluk, Nick S. III	Call with A. Zatz [W&C] re open plan term sheet issues (.2); email with J. Ball and E. Worenklein re same (.2).	0.4
09/15/21	Worenklein, Elie J.	Emails with team re updates to RSA term sheet (.4); review drafts of redaction RSAs (.3); respond to email from UST re status RSA (.1); draft email to Seabury re finalizing RSA term sheet (.3).	1.1
09/16/21	Kaluk, Nick S. III	Call with F. Vazquez re plan term sheet revisions (.2); email with E. Worenklein re same (.1).	0.3
09/16/21	Worenklein, Elie J.	Draft email to NRF re updated RSA term sheet (.3); review updates from Seabury re same (.1).	0.4
09/17/21	Ball, Jasmine	Review final forms of RSA motions re aircraft parties (.7); emails re same (.2).	0.9
09/17/21	Kaluk, Nick S. III	Review revised RSA term sheet.	0.2
09/17/21	Carlson, Mitchell	Call with E. Worenklein re RSA stipulations (.1); prepare final versions re same (.6); emails with K. Hollingsworth re same (.5).	1.2
09/17/21	Worenklein, Elie J.	Draft email to UST re additional RSAs (.1); call with M. Carlson re filing notice of additional RSAs (.2); revise draft RSA cover notices (.3); emails with team and NRF re RSA term sheet and additional RSAs (.3).	0.9
09/19/21	Worenklein, Elie J.	Draft email to T. Dizon re outline for sealing supplemental statement.	0.3
09/20/21	Ball, Jasmine	Emails with team re updated plan term sheet for restructuring support agreements.	0.4
09/20/21	Kaluk, Nick S. III	Email with J. Ball and K. Hollingsworth re filing of updated plan term sheet.	0.3
09/20/21	Dizon, Tzerina	Draft RSA sealing supplement (2.4); send emails to E. Worenklein re same (.2); revise same draft supplement (.9); email to F. Vazquez [NRF] re same (.1).	3.6

Date	Timekeeper	Narrative	Hours
09/20/21	Worenklein, Elie J.	Draft notice of filing revised RSA term sheet (.4); comment on sealing supplement (3.1); call with NRF and UST re redacted RSAs (.3); emails with client re final RSA term sheet (.2); call with K. Hollingsworth re revised term sheet (.2); call with Hughs Hubbard re questions on RSA motion and related RSA (.5).	4.7
09/20/21	Hollingsworth, Kimberly	Call with E. Worenklein re revised term sheet (.2); revise same (.4); call with N. Kaluk re same (.3).	0.9
09/21/21	Ball, Jasmine	Emails with D. Rosenzweig [NRF] and E. Worenklein re RSA transaction (.4); emails with certain RSA counterparties re UST request (.5).	0.9
09/21/21	Kaluk, Nick S. III	Coordinate filing of final plan term sheet.	0.2
09/22/21	Ball, Jasmine	Call with K. Sandilands and D. Rosenzweig [NRF] re potential RSA issues.	0.8
09/23/21	Ball, Jasmine	Comment on sealing motion supplement re RSAs.	0.6
09/23/21	Worenklein, Elie J.	Further edit and revise supplemental sealing statement (1.5); emails with NRF re proposed redactions (.3); prepare revised proposed order for RSA related motions (.4).	2.2
09/24/21	Carlson, Mitchell	Prepare unredacted RSA documents re courtesy copy (3.7); emails with E. Worenklein re same (.5).	4.2
09/24/21	Worenklein, Elie J.	Call with UST and NRF re status of redacted RSA exhibits and RSA related orders.	0.4
09/26/21	Worenklein, Elie J.	Emails with NRF re status of RSA exhibits (.3); further revise draft sealing supplement (.5).	0.8
09/27/21	Ball, Jasmine	Review revised RSA filings re redactions (1.2); review sealing supplement for filing (.4).	1.6
09/27/21	Kaluk, Nick S. III	Email with E. Worenklein, T. Dizon and K. Hollingsworth re logistics for RSA filings (.3); coordinate filing of revised RSAs and supplemental sealing motion statement (.3).	0.6
09/27/21	Carlson, Mitchell	Call with E. Worenklein re RSA filings (.2); call with K. Hollingsworth re RSA filings (.1); prepare all RSA notice exhibits and review the same (1.5); emails with T. Dizon re same (.2).	2.0
09/27/21	Dizon, Tzerina	Prepare revised redacted RSA exhibits for filing (2.1); send emails to K. Hollingsworth and M. Carlson re same (.2); revise notice of filing revised redacted RSAs (.2); send emails to J. Ball re same (.1).	2.6
09/27/21	Worenklein, Elie J.	Call with M. Carlson re RSA exhibits for filing (.3); multiple emails with NRF re RSA filings and proposed redactions (.4); review updated RSA redactions (.9); final proofread of sealing supplement (.5).	2.1
09/27/21	Hollingsworth, Kimberly	Revise notice of revised redacted RSAs (.3); finalize exhibits re redacted RSAs (1.1); call with M. Carlson re same (.1); prepare same for filing (.3).	1.8

Date	Timekeeper	Narrative	Hours
09/28/21	Ball, Jasmine	Emails with D. Rosenzweig [NRF] re aircraft parties notice requirements (.3); review rejection notice re approval (.4); review assumption notice re same (.3); comment on notice of filing and aircraft related stipulations from Vazquez (.4).	1.4
09/28/21	Kaluk, Nick S. III	Review revised drafts of revised usage and rejection stip notices.	0.3
09/28/21	Carlson, Mitchell	Calls with K. Hollingsworth re usage stipulations (.3); correspond with T. Dizon re RSA exhibits (.4); prepare RSA exhibits for filing (.7).	1.4
09/28/21	Dizon, Tzerina	Call with M. Carlson re RSA stipulation exhibits (.3); compile RSA stipulations exhibits for filing (3.1); send emails to M. Carlson and K. Hollingsworth re same exhibits (.1); send emails to UST re same exhibits (.1).	3.6
09/28/21	Hollingsworth, Kimberly	Prepare exhibits to revised redacted usage RSAs (.7); revise notice re same (.7); prepare exhibits to revised redacted rejected RSAs (.4); revise notice re same (.5); multiple calls with M. Carlson re exhibits (.3).	2.6
09/29/21	Ball, Jasmine	Review requested comments from aircraft party on proposed stipulation attached to RSA (.5); emails with client re same (.2); respond to aircraft party re proposed stipulation changes (.4).	1.1
09/30/21	Ball, Jasmine	Call with D. Rosenzweig [NRF] re RSAs.	0.2
Total Hours			111.7

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	23.6	1,790.00	42,244.00
	Partner Total	23.6		\$42,244.00
Counsel	Kaluk, Nick S. III	5.3	1,290.00	6,837.00
	Counsel Total	5.3		\$6,837.00
Associate	Worenklein, Elie J.	27.9	1,185.00	33,061.50
	Carlson, Mitchell	11.4	810.00	9,234.00
	Dizon, Tzerina	21.1	810.00	17,091.00
	Associate Total	60.4		\$59,386.50
Legal Assistant	Hollingsworth, Kimberly	22.4	410.00	9,184.00
	Legal Assistant Total	22.4		\$9,184.00
Matter Total		111.7		\$117,651.50

Date	Timekeeper	Narrative	Hours
09/05/21	Carlson, Mitchell	Continue drafting first day motions' script (1.6); emails with E. Worenklein re same (.2); review precedent first day scripts (.7).	2.5
09/05/21	Worenklein, Elie J.	Review and revise first day hearing script.	4.2
09/06/21	Carlson, Mitchell	Continued drafting of first day script re first day motions (3.1); email with E. Worenklein re same (.1).	3.2
09/06/21	Worenklein, Elie J.	Revise script for first day hearing (4.8); call with M. Carlson re same (.4).	5.2
09/07/21	Ball, Jasmine	Prepare presentation of evidence for first day hearing (6.7); further review of pleadings re same (3.9).	10.6
09/07/21	Carlson, Mitchell	Review precedent first day motion transcripts (.9); finalize first day motion script (.7); call with K. Hollingsworth re first day scripts (.1).	1.7
09/08/21	Ball, Jasmine	Review revisions to proposed first day orders re preparation for first day hearing (.6); review pleadings, first day declaration and first day motions in preparation for presentation of evidence re first day hearing (4.1).	4.7
09/08/21	Worenklein, Elie J.	Revise script for first day hearing.	3.3
09/09/21	Ball, Jasmine	Prepare for presentation of case re first day hearing (6.4); present at first day hearing (2.0).	8.4
09/09/21	Kaluk, Nick S. III	Participate in first day hearing, including presenting DIP motion.	2.0
09/09/21	Worenklein, Elie J.	Present motions at first day hearing (2.0); prepare for same (1.3).	3.3
09/29/21	Ball, Jasmine	Review pleadings and final proposed orders in preparation for second day hearing (2.5); further review and prepare materials for presentation at second day hearing (1.2).	3.7
09/29/21	Worenklein, Elie J.	Draft script for second day hearing.	3.7
09/30/21	Ball, Jasmine	Prepare for second day hearing (1.5); present at second day hearing (1.0); provide client with update of results re same (.3).	2.8
09/30/21	Kaluk, Nick S. III	Participate in second day hearing.	1.0
09/30/21	Worenklein, Elie J.	Prepare for (.7) and present (1.0) motions during second day hearing.	1.7
Total Hours			62.0

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	30.2	1,790.00	54,058.00
	Partner Total	30.2		\$54,058.00
Counsel	Kaluk, Nick S. III	3.0	1,290.00	3,870.00
	Counsel Total	3.0		\$3,870.00
Associate	Worenklein, Elie J.	21.4	1,185.00	25,359.00
	Carlson, Mitchell	7.4	810.00	5,994.00
	Associate Total	28.8		\$31,353.00
Matter Total		62.0		\$89,281.00

Date	Timekeeper	Narrative	Hours
09/05/21	Kaluk, Nick S. III	Email with E. Worenklein re status and timing for filing retention applications.	0.1
09/10/21	Kaluk, Nick S. III	Call with F. Vazquez [NRF] re retention application (.2); call with K. Hollingsworth re same (.2); monitor connection check procedures and implementation (1.1).	1.5
09/10/21	Carlson, Mitchell	Call with E. Worenklein re OCP order caps (.3); prepare chart re OCP cap amounts (1.4); emails with E. Worenklein re same (.2).	1.9
09/10/21	Dizon, Tzerina	Review Seabury retention application.	0.3
09/10/21	Worenklein, Elie J.	Revise Seabury retention application (.9); call with M. Carlson re OCP retention application (.3); review draft interim compensation motion (.9); provide comments re same (.8).	2.9
09/10/21	Hollingsworth, Kimberly	Draft firm-wide email re conflict inquiries (.9); prepare list of names re same (.9); call with N. Kaluk re same (.2); review initial responses re same (.3); review reports re conflicts' analysis (.6).	2.9
09/12/21	Worenklein, Elie J.	Draft email to client re OCP retention motion.	0.6
09/13/21	Kaluk, Nick S. III	Call with M. Carlson and K. Hollingsworth re retention papers (.5); revise Debevoise retention papers (1.9); comment on questions from K. Hollingsworth on connections disclosures (1.2).	3.6
09/13/21	Carlson, Mitchell	Call with K. Hollingsworth and N. Kaluk re conflicts.	0.5
09/13/21	Hollingsworth, Kimberly	Respond to emails re potential conflicts (1.6); review filed first day motions re potential conflicts (1.8); prepare additional names for conflict search (2.3); review analysis re conflicts (2.4); call with N. Kaluk and M. Carlson re schedules to retention application (.5).	8.6
09/14/21	Kaluk, Nick S. III	Review materials for retention application disclosures (4.2); call with M. Carlson re same (.3); email with E. Worenklein re Seabury and NRF retention papers (.3).	4.8
09/14/21	Carlson, Mitchell	Correspond with K. Hollingsworth re finalizing conflict disclosures (.7); review reports re same (1.9); review family trees re same (1.2); call with N. Kaluk re open conflict items (.3); update citations in Debevoise and KCC retention applications (1.6); update Seabury retention application re same (.2); emails with E. Worenklein re second day motions (.2).	6.1
09/14/21	Carlson, Mitchell	Update ordinary course professionals' motion and interim compensation motion (1.6); emails with E. Worenklein re same (.1).	1.7
09/14/21	Worenklein, Elie J.	Draft email to client re OCP questions.	0.2
09/14/21	Worenklein, Elie J.	Review Seabury revisions to retention application (.7); emails with Seabury re conflict results (.2).	0.9
09/15/21	Ball, Jasmine	Review draft retention application (1.8); review draft interim compensation motion (1.4); further review draft retention application (.9).	4.1
09/15/21	Ball, Jasmine	Review draft OCP motion.	0.9

Date	Timekeeper	Narrative	Hours
09/15/21	Kaluk, Nick S. III	Email with D. Walker [Seabury] re retention app (.6); calls with D. Walker [Seabury] re same (.2); email with J. Ball and E. Worenklein re status of retention apps (.7); email with F. Vazquez [NRF] re NRF retention papers (.3); email with S. Arbeit [UST] re draft retention apps (.4).	2.2
09/15/21	Carlson, Mitchell	Update conflict charts re client status (2.3); prepare list of names re potential conflicts (1.7); emails with N. Kaluk and K. Hollingsworth re same (.2); calls with K. Hollingsworth re conflicts and retention application (.6); revise retentions applications and related declarations (1.8); emails with N. Kaluk re same (.2).	6.8
09/15/21	Worenklein, Elie J.	Internal emails with team re comments to retention application (.5) and IPL (.2); emails with NRF re retention application (.3); emails with M. Carlson re finalizing Debevoise retention application (.2).	1.2
09/16/21	Ball, Jasmine	Review revised retained advisors applications.	0.9
09/16/21	Kaluk, Nick S. III	Email with Chambers re filing preferences for retention papers (.2); finalize interim comp motion for filing (.6); finalize OCP motion for filing (.5); call with K. Hollingsworth re same (.4); email with C. de Castro [PAL] re same (.2); email with UST re same (.2).	2.1
09/16/21	Carlson, Mitchell	Multiple calls with K. Hollingsworth re exhibits to retention application (.7); prepare same (3.6).	4.3
09/16/21	Carlson, Mitchell	Revise OCP motion (1.2); emails re same (.3).	1.5
09/17/21	Ball, Jasmine	Respond to comments from UST re retention applications.	0.2
09/17/21	Kaluk, Nick S. III	Email with M. Carlson and K. Hollingsworth re Debevoise retention app updates (3); review same (.2); call with K. Hollingsworth re same (.2); email with J. Ball and F. Vazquez [NRF] re UST comments to retention papers (.3).	1.0
09/17/21	Carlson, Mitchell	Draft retention application exhibit (.8); call with K. Hollingsworth re same (.2); send emails to restricted list re potential conflicts of interest (2.2); update chart re same (1.6); update KCC retention application re UST comments (.7); emails with E. Worenklein re same (.2); call with E. Worenklein re motion to assume disclosure statement and solicitation procedures (.5).	6.2
09/18/21	Kaluk, Nick S. III	Revise client disclosure schedule (.6); email re same with J. Ball, M. Carlson and K. Hollingsworth (.3).	0.9
09/20/21	Kaluk, Nick S. III	Review UST comments to Debevoise retention papers (.2); email re same with J. Ball (.2); email with UST re disclosure schedules to Seabury, NRF and Debevoise retention declarations (.2); calls with E. Worenklein and K. Hollingsworth re same (.3); review same (.1).	0.9
09/20/21	Carlson, Mitchell	Update conflicts analysis chart re restricted list responses (.5); call with K. Hollingsworth re retention exhibit (.2); updated master conflict chart re restricted list emails (.2); emails with K. Hollingsworth re same (.1).	1.0
09/21/21	Kaluk, Nick S. III	Email with D. Walker [Seabury] re UST comments to retention papers.	0.3

Date	Timekeeper	Narrative	Hours
09/21/21	Carlson, Mitchell	Call with K. Hollingsworth re outstanding conflict items (.2); emails with N. Kaluk and K. Hollingsworth re retention application exhibits (.2).	0.4
09/22/21	Kaluk, Nick S. III	Calls with K. Hollingsworth and F. Vazquez [NRF] re interested parties list (.3); email with M. Carlson and K. Hollingsworth re same (.6); email with S. Arbeit [UST] re same (.3).	1.2
09/22/21	Carlson, Mitchell	Call with N. Kaluk re retention exhibits (.2); calls with K. Hollingsworth re same (1.2); make final category determinations re rounds 1 and 2 (1.3); review round 3 supplemental report re analysis (1.1).	3.8
09/22/21	Worenklein, Elie J.	Call with K. Hollingsworth re interested parties list, status of retention application and 341 notice (.8); emails with team re UST comments to various draft retention applications (.4).	1.2
09/23/21	Kaluk, Nick S. III	Email with D. Walker [Seabury] and J. Ball re status of UST feedback on retention apps.	0.3
09/23/21	Carlson, Mitchell	Call with K. Hollingsworth re conflict searches and retention exhibits (.3); review round 3 supplemental report re restricted list contacts (.4).	0.7
09/23/21	Worenklein, Elie J.	Calls with K. Hollingsworth re status of retention application and open items.	0.4
09/24/21	Kaluk, Nick S. III	Call with F. Vazquez [NRF] re status of retentions (.3); draft email to S. Arbeit [UST] re Seabury retention revisions (.2); email with D. Walker [Seabury] re same (.1).	0.6
09/24/21	Carlson, Mitchell	Emails with K. Hollingsworth re supplemental conflict searches (.2); update disclosure chart re same (.5).	0.7
09/27/21	Ball, Jasmine	Review UST feedback on retention applications (.2); emails N. Kaluk re same (.2).	0.4
09/27/21	Kaluk, Nick S. III	Revise Seabury retention papers (.8); email with D. Walker [Seabury] re same (.3); email with S. Arbeit [UST] re revised Seabury and Debevoise retention papers (.3).	1.4
09/28/21	Kaluk, Nick S. III	Email with D. Walker [Seabury] re further UST comments to Seabury retention papers (.3); email with F. Vazquez [NRF] re interested parties list (.2); email to N. Rodriguez and C. de Castro [PAL] re finalizing retention applications (.3); email with M. Carlson and K. Hollingsworth re revisions to Debevoise retention papers (.4); review same (.2); email with K. Hollingsworth re filing logistics for retentions (.2).	1.6
09/28/21	Carlson, Mitchell	Update exhibits re Debevoise retention application.	0.8
09/28/21	Hollingsworth, Kimberly	Review emails from team re retention application (.3); review analysis re same (.4); emails with N. Kaluk re same (.1).	0.8
09/29/21	Ball, Jasmine	Review retention applications for advisors reflecting comments.	0.3
09/29/21	Kaluk, Nick S. III	Call with M. Carlson re Debevoise retention papers (.4); call with D. Walker [Seabury] re Seabury retention (.3); email re same with S. Arbeit [UST] (.6); coordinate finalization and filing of NRF, KCC and Debevoise retention applications with M. Carlson, T. Dizon and K. Hollingsworth (1.6); emails with D. Rosenzweig and F. Vazquez [NRF] re same (.3).	3.2

Date	Timekeeper	Narrative	Hours
09/29/21	Carlson, Mitchell	Complete exhibit to Debevoise retention application (2.4); emails with team re the same (.6); call with N. Kaluk re same (.4); correspond with K. Hollingsworth re same (.6); revise draft declaration re same (.5); emails re KCC retention application (.4); correspond with N. Kaluk re Seabury retention application (.6); prepare retentions of professionals with exhibits (2.6).	8.4
09/30/21	Kaluk, Nick S. III	Call with S. Arbeit and B. Higgins [UST] and D. Walker [Seabury] re UST questions on retention papers (.5); revise Seabury retention papers per feedback on call (.5); email with M. Carlson and D. Walker [Seabury] re same (.3).	1.3
09/30/21	Carlson, Mitchell	Call with D. Walker [Seabury], N. Kaluk, S. Arbeit and B. Higgins [UST] re Seabury retention papers (.5); revise updated Seabury retention documents (.9); emails with N. Kaluk and E. Worenklein re the same (.4); review IPL for Seabury affiliates (.3).	2.1
Total Hours			100.7

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.8	1,790.00	12,172.00
	Partner Total	6.8		\$12,172.00
Counsel	Kaluk, Nick S. III	27.0	1,290.00	34,830.00
	Counsel Total	27.0		\$34,830.00
Associate	Worenklein, Elie J.	7.4	1,185.00	8,769.00
	Carlson, Mitchell	46.9	810.00	37,989.00
	Dizon, Tzerina	0.3	810.00	243.00
	Associate Total	54.6		\$47,001.00
Legal Assistant	Hollingsworth, Kimberly	12.3	410.00	5,043.00
	Legal Assistant Total	12.3		\$5,043.00
Matter Total		100.7		\$99,046.00

Date	Timekeeper	Narrative	Hours
09/05/21	Ball, Jasmine	Respond to multiple comments from client re first day pleadings (.9); correspond with CFO and GC re same (.4); respond to query from GC re accounting logistics (.2).	1.5
09/06/21	Ball, Jasmine	Review emails re potential updates to Exhibit D, Exhibit E and declaration (.4); emails with N. Rodriguez [PAL] on banking logistics re first day hearing (.3); call with client team on logistics and preparation for first day hearing (1.0).	1.7
09/06/21	Kaluk, Nick S. III	Email with E. Worenklein re PAL questions re operational reporting requirements (.2); review same (.7); prepare for call with client re same (.5); call with C. de Castro [PAL], M. Tagle [PAL] and others at PAL re same (.4).	1.8
09/07/21	Ball, Jasmine	Call with J. Tan [PAL] re unsecured claim (.9); respond to query from A. Limquenco [PAL] re creditor communications (.3); respond to query from C. De Castro [PAL] re vendor communications (.3); emails with client team re preparation for first day hearing (.5).	2.0
09/08/21	Ball, Jasmine	Call with N. Rodriguez [PAL] re preparation for first day hearing (1.0); emails with N. Rodriguez and C. de Castro [PAL] re UST requests to first day orders (.4); emails with C. de Castro [PAL] re bank transfers (.2); emails with A. Wee [PAL] re updates to creditor lists (.4); emails with N. Rodriguez and C. de Castro [PAL] re potential violation of automatic stay by bank counterparty (.5); emails with J. Chua [PAL] re same (.5); emails with J. Tan [PAL] re responses to creditor queries (.3).	3.3
09/08/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL] re financial reporting obligations (.3); call with E. Worenklein and C. de Castro [PAL] and PAL team re UST reporting requirements (1.2); email with C. de Castro [PAL] re UST comments to first days (.2).	1.7
09/08/21	Worenklein, Elie J.	Call with client re UST reporting requirements.	1.2
09/09/21	Ball, Jasmine	Emails with C. de Castro [PAL] and team re press release and corporate communications plan (.4); provide update to client re status of first day hearings (.7); emails with C. de Castro and N. Rodriguez [PAL] re UST requests for information (.6).	1.7
09/09/21	Kaluk, Nick S. III	Email with N. Rodriguez and M. Tagle [PAL] re bank counterparty account closures (.3); review first day press release (3).	0.6
09/10/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] re scope of interim orders.	0.5
09/10/21	Worenklein, Elie J.	Respond to queries from client re first day orders.	0.6
09/12/21	Ball, Jasmine	Emails with N. Rodriguez [PAL] re vendor request.	0.4
09/13/21	Ball, Jasmine	Attend weekly business team update call with client and client advisors.	0.9
09/13/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] and E. Worenklein re OCPs (.1); email with C. de Castro [PAL] re UST reporting requirements (.2).	0.4
09/14/21	Ball, Jasmine	Attend weekly team legal update call with client (1.0); emails with N. Rodriguez [PAL] re 341 meeting (.2).	1.2

Date	Timekeeper	Narrative	Hours
09/14/21	Kaluk, Nick S. III	Participate in standing call with J. Ball, C. de Castro [PAL] and client team (.5); email with E. Worenklein re client questions re first day motions and related relief (.6).	1.1
09/14/21	Worenklein, Elie J.	Research client's questions re utilities motion (.6); provide summary to client re same (.2).	0.8
09/15/21	Kaluk, Nick S. III	Email with N. Rodriguez and C. de Castro [PAL] re bank counterparty response letter.	0.3
09/15/21	Worenklein, Elie J.	Respond to email from PAL re tax related questions.	0.2
09/16/21	Kaluk, Nick S. III	Email with J. Recio [PAL] re bank counterparty situation (.2); email re same with N. Rodriguez and C. de Castro [PAL] (.2); email with G. Ong-Chua [PAL] re outstanding UST reporting deliverables (.3); email with A. Wee [PAL] re tax order (.2).	0.9
09/17/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL] and team re bank counterparty account closures (.3); email with E. Worenklein and M. Tagle [PAL] re wages order (.4).	0.7
09/20/21	Ball, Jasmine	Attend weekly business team call with client and advisors re upcoming issues.	1.6
09/20/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL] and C. de Castro [PAL] re proposed vendor amendments.	0.3
09/21/21	Ball, Jasmine	Attend weekly legal call with client team on open legal issues and responses (1.0); emails with client on questions from creditors (.4).	1.4
09/21/21	Kaluk, Nick S. III	Review critical vendor reporting (.3); email re same with M. Tangle [PAL] (.2); email with A. Limqueco [PAL] re fuel supplier deposits (.3); Email with client re UK customer claim (.4).	1.2
09/22/21	Ball, Jasmine	Call with KCC and client team re revisions to schedules and SOFAs.	0.5
09/22/21	Kaluk, Nick S. III	Email with M. Tagle [PAL] re bank counterparty accounts.	0.2
09/22/21	Worenklein, Elie J.	Attend weekly phone call with KCC and client re schedules and SOFAs.	0.7
09/23/21	Worenklein, Elie J.	Draft update email to client re various matters, including second day hearing and UST update.	0.3
09/27/21	Ball, Jasmine	Attend weekly business team update call with advisors on open issues.	2.1
09/27/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] re telephone utilities.	0.3
09/28/21	Ball, Jasmine	Attend legal working group call with client team re updates.	1.0
09/28/21	Kaluk, Nick S. III	Email with N. Rodriguez re vendor comments to cash management order (.3); participate [partial attendance] in standing client call with J. Ball, C. de Castro [PAL] and others (.4).	0.7
09/29/21	Ball, Jasmine	Call with N. Rodriguez [PAL] re hearing schedule for disclosure statement and confirmation hearing.	0.6
09/29/21	Kaluk, Nick S. III	Email with client re priority unsecured claims.	0.7

Date	Timekeeper	Narrative	Hours
09/29/21	Worenklein, Elie J.	Attend weekly call with KCC and PAL re schedules and SOFA preparation.	1.4
09/30/21	Kaluk, Nick S. III	Call with E. Worenklein and PAL team [I. Reid, J. Tan, J. Chua and A. Wee] re final DIP draw and RSA payment timing and logistics.	0.6
09/30/21	Worenklein, Elie J.	Call with PAL, F. Lim [ACCRA], and K. Ortiz [Togut] re upcoming recognition hearing.	1.3
Total Hours			38.4

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	19.9	1,790.00	35,621.00
	Partner Total	19.9		\$35,621.00
Counsel	Kaluk, Nick S. III	12.0	1,290.00	15,480.00
	Counsel Total	12.0		\$15,480.00
Associate	Worenklein, Elie J.	6.5	1,185.00	7,702.50
	Associate Total	6.5		\$7,702.50
Matter Total		38.4		\$58,803.50

Date	Timekeeper	Narrative	Hours
09/05/21	Ball, Jasmine	Review query from creditor re first day motions and declaration (.7); respond to creditor re same (.1).	0.8
09/06/21	Worenklein, Elie J.	Call with counsel to bank counterparty re cash management motion.	0.4
09/07/21	Ball, Jasmine	Review revisions to vendor agreement (.2); circulate comments to N. Kaluk re same (.2).	0.4
09/07/21	Kaluk, Nick S. III	Email with T. Kelly [Dorsey] re vendor comments to cash management order (.3); email with J. Ball and A. Limqueco [PAL] re Chevron refueling obligations (.8); email with M. Armstrong [Chevron] re same (.2); call with M. Armstrong [Chevron] re same (.2).	1.5
09/08/21	Ball, Jasmine	Call with client re bank counterparty (.8); review query from IATA (.2); respond to email from N. Rodriguez [PAL] re same (.4); emails with Hogan Lovells re creditor query (.4); respond to emails re merchant services agreement (.2); review claims of bank counterparty re letter of credit (.6).	2.6
09/08/21	Dizon, Tzerina	Draft email to bank counterparty re closure of PAL accounts (.6); alls with bank counterparty re PAL accounts (.2).	0.8
09/09/21	Ball, Jasmine	Review issues raised by creditor claiming non-violation of automatic stay (1.2); review draft response to creditor with respect to potential stay violation (.3); emails with N. Kaluk re same (.3).	1.8
09/09/21	Kaluk, Nick S. III	Call with counsel to vendor re prepetition claims (.2); call with T. Dizon and counsel to bank counterparty re account closings and automatic stay violation (.2); email with J. Ball and T. Dizon re same (.5); revise draft demand letter to bank counterparty (1.3).	2.2
09/09/21	Dizon, Tzerina	Call with bank counterparty re closure of PAL accounts (.1); draft emails to J. Ball and N. Kaluk re same (.5); email with bank counterparty re same (.1); call with N. Kaluk re same (.1); attend call with bank counterparty led by N. Kaluk re same (.1); draft letter re automatic stay violation (1.3); revise same draft letter (.5); send emails to N. Kaluk and J. Ball re same (.1); send email to client re same (.1).	2.9
09/09/21	Worenklein, Elie J.	Call with unsecured creditor re proposed creditor recoveries.	0.6
09/12/21	Ball, Jasmine	Emails with E. Worenklein re creditor query on claim.	0.1
09/13/21	Ball, Jasmine	Review draft response to creditor re payment assurances (.3); emails with E. Worenklein and M. Carlson re same (.2).	0.5
09/13/21	Kaluk, Nick S. III	Finalize and delivery demand letter to bank counterparty (.4); email with T. Dizon re same (.1); email with B. Friedman and S. Cheung [IRS] re US tax filings (.2).	0.7
09/13/21	Dizon, Tzerina	Revise demand letter to bank counterparty (.2); send emails to N. Kaluk re same (.1); send email to bank counterparty re same (.1).	0.4
09/14/21	Kaluk, Nick S. III	Participate in call with E. Worenklein and PAL and unsecured bank teams re RSA timeline and expected next steps.	0.5

Date	Timekeeper	Narrative	Hours
09/14/21	Worenklein, Elie J.	Call with bank counterparty and PAL re chapter 11 process questions.	0.5
09/15/21	Ball, Jasmine	Respond to query from municipality re charges and payments.	0.1
09/15/21	Kaluk, Nick S. III	Review letter from J. Wright [K&L] re bank counterparty accounts (.2); email with J. Wright re same (.4).	0.6
09/16/21	Kaluk, Nick S. III	Call with J. Wright [K&L Gates] re bank counterparty situation (.5); follow up email re same (.2); email with S. Cheung [IRS] re Form 2210-F (.2).	0.9
09/17/21	Kaluk, Nick S. III	Call with J. Wright [K&L Gates], M. Atkins [bank counterparty] and J. Recio [PAL] re account closures (.4); follow up email with same re same (.2).	0.6
09/20/21	Kaluk, Nick S. III	Call with S. Kohn [Dorsey] re contract amendments (.3); review materials to prepare for same (.2).	0.5
09/20/21	Carlson, Mitchell	Call with PAL credit card processors re agreement amendments.	0.4
09/22/21	Kaluk, Nick S. III	Email with J. Wright [K&L Gates] re bank counterparty accounts.	0.2
09/23/21	Worenklein, Elie J.	Review and comment on draft response letter to airport authority re pre-petition claims.	0.3
09/24/21	Kaluk, Nick S. III	Revise comfort letter for airport authority.	0.3
09/24/21	Carlson, Mitchell	Emails with N. Kaluk re meeting with a PAL creditor (.1); circulate meeting invite re same (.1); review comfort letter to creditor (.2); emails with J. Ball and N. Kaluk re the same (.2).	0.6
09/24/21	Worenklein, Elie J.	Respond to email from N. Kaluk re vendor contract amendment.	0.1
09/27/21	Kaluk, Nick S. III	Call with S. Kohn [Dorsey] and team re proposed vendor amendments (.3); follow up email with E. Worenklein and same group re same (1.1); turn drafts of cash management order regarding same (.4).	1.8
09/27/21	Carlson, Mitchell	Prepare for call with PAL creditor (.2); call with creditor on cash management (.2); emails with N. Kaluk re cash management order and potential amendments to the same (.2).	0.6
09/28/21	Ball, Jasmine	Review comment from creditor re final order.	0.3
Total Hours			24.0

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.6	1,790.00	11,814.00
	Partner Total	6.6		\$11,814.00
Counsel	Kaluk, Nick S. III	9.8	1,290.00	12,642.00
	Counsel Total	9.8		\$12,642.00
Associate	Worenklein, Elie J.	1.9	1,185.00	2,251.50
	Carlson, Mitchell	1.6	810.00	1,296.00
	Dizon, Tzerina	4.1	810.00	3,321.00
	Associate Total	7.6		\$6,868.50
Matter Total		24.0		\$31,324.50

Date	Timekeeper	Narrative	Hours
09/04/21	Kaluk, Nick S. III	Email with J. Ball and A. Zatz [W&C] re timing for close.	0.3
09/05/21	Kaluk, Nick S. III	Email with client and A. Zatz [W&C] re final hearing scheduling and funding.	0.2
09/06/21	Kaluk, Nick S. III	Review DIP filings to ensure compliance with re-filed first day declaration.	0.2
09/07/21	Kaluk, Nick S. III	Email with J. Ball re witness prep for first day hearing (.2); draft outline for same (2.6); email with M. Carlson re updating credit agreement schedules and closing checklist (.3); review updated drafts of same (.4); review DIP outstanding closing conditions (.4); email with A. Zatz [W&C] and W&C team re DIP closing conditions and logistics (.6); email with F. Lim [ACCRA] and C. de Castro [PAL] re Mabuhay pledge agreement (.2).	4.7
09/07/21	Carlson, Mitchell	Update DIP closing checklist (.5); email N. Kaluk re same (.1); update schedules to DIP credit agreement re comments from PAL (1.4); emails with N. Kaluk re the same (.1); send email to W&C team re DIP closing checklist and related documents (.4).	2.5
09/08/21	Ball, Jasmine	Review remaining open issues re DIP financing (.7); respond to DIP counsel re same (.3); emails with N. Kaluk re same (.4); review DIP interim order re preparation for first day hearing (.9).	2.3
09/08/21	Kaluk, Nick S. III	Call with M. Carlson, A. Zatz [W&C] and W&C team re closing deliverables and status (.4); finalize DIP documentation (2.2); update closing checklist (.5); analyze outstanding closing WIP (.4); email with A. Wee re collateral descriptions (.3); call with N. Rodriguez [PAL], D. Walker [Seabury], J. Ball and Debevoise team re DIP testimony prep (1.0); revise DIP script (.7); review precedent DIP transcripts (.8); email with A. Wee [PAL] and K. Sandilands [NRF] re W&C comments to DIP aircraft collateral provisions (.4); email with C. de Castro [PAL] and M. Velarde [ACCRA] re Mabuhay security agreement (.3); initial review of same (.3).	7.3
09/08/21	Carlson, Mitchell	Revise interim DIP order (.7); call with N. Kaluk and W&C team re DIP closing open items (.4); review updated DIP schedules from W&C (.3); update DIP credit agreement to incorporate W&C comments (.4); emails with N. Kaluk re same (.3).	2.1
09/09/21	Ball, Jasmine	Review potential amendments to DIP financing collateral schedule (.6); emails with client re same (.3); review question from client re utilities escrow collateral account (2); emails with N. Kaluk re same (.1).	1.2
09/09/21	Kaluk, Nick S. III	Call with A. Zatz [W&C] re outstanding items for closing (.2); revise documentation re same (1.7); prepare documents for submission to Chambers for DIP order, both before and after hearing (1.3); email with A. Zatz and W&C team re same (.3); email with E. Goldberg [W&C] re closing (.2); email with J. Godly [W&C] and D. Rosenzweig [NRF] re UCC filings (.2); review same (.3); email with S. Kohn [Dorsey] re comments to DIP order (.2); email with K. Sandilands [NRF] and T. Wolynski [W&C] re edits to collateral schedules and obligations (.4); review same (.3); review closing CPs and WIP (.4).	5.5

Date	Timekeeper	Narrative	Hours
09/09/21	Carlson, Mitchell	Review precedent DIP orders re references to cash management orders (.5); emails with team re same (.2).	0.7
09/10/21	Kaluk, Nick S. III	Email with E. Goldberg [W&C] re open CPs (.2); email with C. de Castro [PAL] re same (.2); review closing checklist (.2).	0.6
09/12/21	Kaluk, Nick S. III	Email with K. Sandilands [NRF] and A. Zatz [W&C] re DIP closing.	0.5
09/13/21	Kaluk, Nick S. III	Email with K. Sandilands [NRF] re collateral annex.	0.3
09/14/21	Ball, Jasmine	Call with D. Walker [Seabury], K. Sandilands [NRF] and client internal team re exit facility term sheet (1.3); emails with N. Kaluk, E. Worenklein and client re DIP lender comments (.3); review A. Wee [PAL] collateral summary re exit facility proposals (.5); emails with M. Carlson re collateral for exit facility (.4); review additional collateral summary for exit facility (.5); emails with C. de Castro [PAL] re potential credit lines (.3); review emails from J. Chua [PAL] re letters of credit (.2); emails with J. Chua [PAL] cash collateral (.3).	3.8
09/14/21	Kaluk, Nick S. III	Email A. Zatz [W&C] and team re status of DIP closing (.2); review Mabuhay pledge agreement (.5); email re same with C. de Castro [PAL] (.2); email with J. Ball re exit financing kick off (.2).	1.1
09/14/21	Carlson, Mitchell	Review Mabuhay Miles memo re updates (.2); circulate same to PAL and Seabury teams (.1); emails with J. Ball re same (.1).	0.4
09/15/21	Kaluk, Nick S. III	Call with A. Zatz [W&C] re open issues (.2); email with M. Carlson re finalizing DIP documents (.5); email with J. Chua [PAL] re LC facilities (.3).	1.0
09/15/21	Carlson, Mitchell	Compile executed version of the DIP credit agreement with all signature pages, exhibits and annexes (.5); edit the same (.3); emails with N. Kaluk re same (.2); run redline of interim DIP order to final DIP order (.1).	1.1
09/16/21	Ball, Jasmine	Emails with client team re cash collateral issues (.4); review same re LC banks (.8).	1.2
09/16/21	Kaluk, Nick S. III	Review status of outstanding CPs.	0.2
09/17/21	Ball, Jasmine	Respond to queries from J. Chua [PAL] re cash collateral.	0.4
09/17/21	Kaluk, Nick S. III	Email with W&C team re closing status (.2); update documents re same (.4); update critical dates calendar with DIP deliverables (.6).	1.2
09/20/21	Kaluk, Nick S. III	Call with A. Zatz [W&C] re status of closing (.1); email with C. de Castro [PAL] and M. Velarde [ACCRA] re Mabuhay security agreement (.3).	0.4
09/21/21	Ball, Jasmine	Review DIP structure in preparation for call with DIP lenders (1.3); call with N. Kaluk, D. Walker [NRF] and DIP lender counsel re DIP collateral and related financing (.9); consider DIP lender proposal (.8); email N. Kaluk re post-closing conditions to DIP financing (.2).	3.2

Date	Timekeeper	Narrative	Hours
09/21/21	Kaluk, Nick S. III	Call with D. Walker [Seabury], J. Ball and W&C team re exit financing mechanics (.9); email with M. Velarde [ACCRA] re Mabuhay security agreement (.2); email with J. Ball re same (.2).	1.3
09/22/21	Kaluk, Nick S. III	Email with J. Godly [W&C] and M. Velarde [ACCRA] re revised Mabuhay security agreement (.5); begin review of same (.2).	0.7
09/23/21	Kaluk, Nick S. III	Call with J. Chua and I. Reid [PAL], K. Sandilands [NRF] and A. Issenman [Seabury] on exit financing term sheet (2.2); initial review of same (.2); follow up email with J. Ball re same (.1).	2.5
09/23/21	Carlson, Mitchell	Update final DIP order (.7); correspond with T. Dizon re the same (.2).	0.9
09/24/21	Carlson, Mitchell	Review DIP order re UST comments.	0.4
09/26/21	Kaluk, Nick S. III	Draft DIP borrowing notice and email re same with N. Rodriguez and C. de Castro [PAL].	0.4
09/27/21	Ball, Jasmine	Review feedback from DIP lender re final order (.1); emails with N. Kaluk re same (.2).	0.3
09/27/21	Kaluk, Nick S. III	Finalize borrowing notice (.2); email with A. Zatz [W&C] and team re same (.2).	0.4
09/28/21	Kaluk, Nick S. III	Email with C. de Castro [PAL], M. Velarde [ACCRA] and J. Godly [W&C] re DIP security documentation and perfection formalities.	0.8
09/29/21	Kaluk, Nick S. III	Email with A. Zatz [W&C] re DIP waiver, second borrowing and bridge loan roll (.5); email with C. de Castro [PAL] re collateral documentation (.2).	0.7
09/30/21	Ball, Jasmine	Emails with A. Zatz [W&C] on DIP final order and draw down calculations.	0.2
09/30/21	Kaluk, Nick S. III	Email with A. Zatz [W&C] and N. Rodriguez [PAL] re DIP funding logistics (.3); review precedent for LC collateral lift stay motion (.8); review cash management order re procedures to open new accounts (.1); email with E. Worenklein re UST communication re same (.1); email with N. Rodriguez, C. de Castro and others on PAL team re final DIP order and executed credit agreement (.2).	1.5
09/30/21	Worenklein, Elie J.	Call with N. Kaluk and PAL re bank account and other related questions re DIP funding.	0.6
Total Hours			53.1

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	12.6	1,790.00	22,554.00
	Partner Total	12.6		\$22,554.00
Counsel	Kaluk, Nick S. III	31.8	1,290.00	41,022.00
	Counsel Total	31.8		\$41,022.00
Associate	Worenklein, Elie J.	0.6	1,185.00	711.00
	Carlson, Mitchell	8.1	810.00	6,561.00
	Associate Total	8.7		\$7,272.00
Matter Total		53.1		\$70,848.00

Date	Timekeeper	Narrative	Hours
09/04/21	Worenklein, Elie J.	Review plan re filing information (.7); revise same (.5).	1.2
09/12/21	Worenklein, Elie J.	Continue drafting chapter 11 plan.	1.2
09/13/21	Kaluk, Nick S. III	Email to F. Lim [ACCRA] re Philippine law disclosure statement items (.5); review precedent re same (.3); email with A. Zatz [W&C] re RSA plan term sheet (.1).	0.9
09/13/21	Worenklein, Elie J.	Continue drafting chapter 11 plan.	2.5
09/14/21	Ball, Jasmine	Begin review of draft disclosure statement.	0.9
09/14/21	Worenklein, Elie J.	Revise plan and related disclosure statement.	1.2
09/16/21	Ball, Jasmine	Continue review of draft disclosure statement.	2.5
09/17/21	Worenklein, Elie J.	Correspond with M. Carlson re disclosure statement motion.	0.5
09/19/21	Worenklein, Elie J.	Continue draft of disclosure statement.	3.8
09/20/21	Carlson, Mitchell	Review precedent disclosure statement motions (.5); draft same (3.6).	4.1
09/21/21	Ball, Jasmine	Review proposed plan conditions to emergence.	1.1
09/23/21	Carlson, Mitchell	Draft proposed order re solicitation motion.	0.9
09/24/21	Worenklein, Elie J.	Revise disclosure statement and incorporate comments.	3.7
09/25/21	Carlson, Mitchell	Email E. Worenklein re motion to approve disclosure statement and approve solicitation procedures.	0.1
09/27/21	Carlson, Mitchell	Continue drafting motion and order to assume the disclosure statement.	0.5
09/27/21	Worenklein, Elie J.	Draft email to J. Ball re draft plan and proposed confirmation schedule (.2); Respond to email from E. Cleary re status of DS and post-confirmation exchange offer (.1).	0.3
09/28/21	Kaluk, Nick S. III	Email with J. Ball and D. Walker [Seabury] re disclosure statement exhibits.	0.3
09/28/21	Carlson, Mitchell	Continue draft disclosure statement.	1.2
09/29/21	Kaluk, Nick S. III	Email with S. Arbeit [UST] re notice and solicitation timelines.	0.2
09/29/21	Carlson, Mitchell	Revise motion to approve DS and solicitation procedures (.8); draft exhibits re same (1.1).	1.9
09/30/21	Carlson, Mitchell	Draft exhibits to motion to approve DS and solicitation procedures (2.3); review recent precedent opinion (.3).	2.6
09/30/21	Worenklein, Elie J.	Call with NRF re status of plan and submission of RSA stipulations to the court.	0.5
09/30/21	Worenklein, Elie J.	Revise and markup draft DS approval motion (4.0); review precedent DS approval opinion (.4).	4.4
Total Hours			36.5

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	4.5	1,790.00	8,055.00
	Partner Total	4.5		\$8,055.00
Counsel	Kaluk, Nick S. III	1.4	1,290.00	1,806.00
	Counsel Total	1.4		\$1,806.00
Associate	Worenklein, Elie J.	19.3	1,185.00	22,870.50
	Carlson, Mitchell	11.3	810.00	9,153.00
	Associate Total	30.6		\$32,023.50
Matter Total		36.5		\$41,884.50

Date	Timekeeper	Narrative	Hours
09/09/21	Worenklein, Elie J.	Review stay violation letter (.4); comment on draft letter re same (.2).	0.6
09/15/21	Worenklein, Elie J.	Review response to automatic stay violation letter.	0.2
09/28/21	Carlson, Mitchell	Emails with J. Ball re automatic stay letter for certain PAL creditors.	0.1
09/29/21	Ball, Jasmine	Review creditor request re lift stay.	0.3
09/29/21	Kaluk, Nick S. III	Email with R. Spitzer [CACIB] re lift stay relief.	0.2
09/29/21	Carlson, Mitchell	Draft response email to PAL creditor re automatic stay.	1.2
09/30/21	Kaluk, Nick S. III	Email with R. Spitzer [CACIB] re lift stay stip (.2); review draft bank creditor response email (.3).	0.5
Total Hours			3.1

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.3	1,790.00	537.00
	Partner Total	0.3		\$537.00
Counsel	Kaluk, Nick S. III	0.7	1,290.00	903.00
	Counsel Total	0.7		\$903.00
Associate	Worenklein, Elie J.	0.8	1,185.00	948.00
	Carlson, Mitchell	1.3	810.00	1,053.00
	Associate Total	2.1		\$2,001.00
Matter Total		3.1		\$3,441.00

26417.1113 – EMPLOYEE WAGES & BENEFITS

Invoice Number: 2413968

Date	Timekeeper	Narrative	Hours
09/09/21	Worenklein, Elie J.	Emails with UST re revisions to the wages motion.	0.4
09/24/21	Worenklein, Elie J.	Prepare for and join call with UST re comments to wages order and section 503(c).	0.5
Total Hours			0.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Associate	Worenklein, Elie J.	0.9	1,185.00	1,066.50
	Associate Total	0.9		\$1,066.50
Matter Total		0.9		\$1,066.50

26417.1114 – TAXES

Invoice Number: 2413968

Date	Timekeeper	Narrative	Hours
09/07/21	Friedman, Ben Lee	Revise U.S. tax disclosure re PAL.	1.1
09/13/21	Friedman, Ben Lee	Correspond with N. Kaluk re U.S. tax filings.	0.4
09/16/21	Friedman, Ben Lee	Correspond with E. Cleary, M. Bolotin re U.S. tax disclosure.	0.6
09/17/21	Friedman, Ben Lee	Emails with E. Cleary, M. Bolotin re U.S. tax disclosure for PAL.	0.6
09/20/21	Friedman, Ben Lee	Call with E. Cleary and M. Bolotin re PAL U.S. tax disclosure (.5); emails re same (.1).	0.6
09/27/21	Friedman, Ben Lee	Correspond with E. Worenklein re flip-up (.2); correspond with N. Kaluk re disclosure statement (.2); correspond with E. Cleary re U.S. tax disclosure (1.1); correspond with E. Cleary re Philippine tax disclosure (.6).	2.1
Total Hours			5.4

26417.1114 – TAXES

Invoice Number: 2413968

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Associate	Friedman, Ben Lee	5.4	1,185.00	6,399.00
	Associate Total	5.4		\$6,399.00
Matter Total		5.4		\$6,399.00

Date	Timekeeper	Narrative	Hours
09/04/21	Worenklein, Elie J.	Draft suggestion of bankruptcy form for PAL in pending litigations.	0.7
09/05/21	Dizon, Tzerina	Attend meeting with F. Lim [ACCRA] and K. Ortiz [Togut] re Philippine foreign proceeding.	0.6
09/05/21	Worenklein, Elie J.	Call with client and local counsel re recognition proceeding.	0.7
09/08/21	Carlson, Mitchell	Update foreign representative order re legal name (.3); email N. Kaluk and E. Worenklein re same (.2).	0.5
09/09/21	Worenklein, Elie J.	Comment on draft recognition proceeding documents.	0.9
09/13/21	Dizon, Tzerina	Attend video meeting led by E. Worenklein re Philippine foreign proceeding.	0.7
09/13/21	Worenklein, Elie J.	Call with F. Lim [ACCRA] and K. Ortiz [Togut] re update on recognition proceeding (.7); review comments to draft petition and declaration in support (.6); call with K. Ortiz [Togut] re necessary exhibits (.3).	1.6
09/14/21	Worenklein, Elie J.	Emails with MAO re certified copies of orders for recognition proceeding (.3); comment on updated draft recognition pleadings (.9).	1.2
09/15/21	Dizon, Tzerina	Review draft judicial affidavit of K. Ortiz [Togut] and petition for foreign recognition in preparation for examination.	0.6
09/16/21	Kaluk, Nick S. III	Email with E. Worenklein and T. Dizon re preparations for FRIA proceedings.	0.3
09/16/21	Dizon, Tzerina	Attend examination of K. Ortiz re judicial affidavit.	1.2
09/16/21	Worenklein, Elie J.	Review updated drafts of recognition pleadings (.9); attend video examination of K. Ortiz [Togut] and ACCRA (1.2); call with K. Ortiz [Togut] re recap of testimony (.4).	2.5
09/17/21	Worenklein, Elie J.	Share research with F. Lim [ACCRA] re recognition proceedings questions.	0.5
09/18/21	Worenklein, Elie J.	Comment on draft affidavit.	0.4
09/19/21	Worenklein, Elie J.	Multiple emails with F. Lim [ACCRA] re plan related questions for recognition petition.	0.5
09/28/21	Ball, Jasmine	Emails with T. Dizon re foreign proceeding case issues.	0.3
09/28/21	Kaluk, Nick S. III	Email with T. Dizon re witness prep sessions for foreign proceedings.	0.2
09/28/21	Dizon, Tzerina	Emails to J. Ball and N. Kaluk re updates on foreign proceeding hearings (.2); send emails to K. Ortiz [Togut] re apostille of judicial affidavit (.2); send emails to F. Lim [ACCRA] re prep for upcoming hearings (.3).	0.7
09/30/21	Kaluk, Nick S. III	Email with E. Worenklein re foreign proceedings logistics.	0.2
09/30/21	Dizon, Tzerina	Attend multiple meetings with F. Lim [ACCRA], K. Ortiz [Togut], and E. Worenklein re upcoming Philippine hearing (1.3); conduct research re Philippine consulate general (.9); emails re same (.2).	2.4

26417.1116 – NON-BANKRUPTCY LITIGATION

Invoice Number: 2413968

Date	Timekeeper	Narrative	Hours
09/30/21	Worenklein, Elie J.	Multiple calls with K. Ortiz [Togut] re planning for recognition hearing (.7); call with T. Dizon, K. Ortiz [Togut] and PAL re same (.5).	1.2
Total Hours			17.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.3	1,790.00	537.00
	Partner Total	0.3		\$537.00
Counsel	Kaluk, Nick S. III	0.7	1,290.00	903.00
	Counsel Total	0.7		\$903.00
Associate	Worenklein, Elie J.	10.2	1,185.00	12,087.00
	Carlson, Mitchell	0.5	810.00	405.00
	Dizon, Tzerina	6.2	810.00	5,022.00
	Associate Total	16.9		\$17,514.00
Matter Total		17.9		\$18,954.00

Date	Timekeeper	Narrative	Hours
09/06/21	Ball, Jasmine	Emails with N. Kaluk re debtor reporting requirements.	0.2
09/07/21	Ball, Jasmine	Emails with N. Kaluk re debtor reporting requirements (.4); review documentation from UST re same (.6).	1.0
09/07/21	Kaluk, Nick S. III	Email with M. Maroney [UST] and C. de Castro [PAL] re operating guidelines and related deliverables (.9); review materials re same from UST (.6).	1.5
09/10/21	Dizon, Tzerina	Draft list of affiliates and insiders for UST reporting (.7); review corporate structure chart re affiliates (.1); send email to J. Ball re same (.1).	0.9
09/11/21	Dizon, Tzerina	Email E. Worenklein re UST reporting requirements.	0.1
09/13/21	Ball, Jasmine	Review list requested by UST re provision of information.	0.4
09/13/21	Dizon, Tzerina	Cross reference D&O list with UST insiders list (.1); email E. Worenklein re same (.1).	0.2
09/15/21	Kaluk, Nick S. III	Review open UST reporting items (.3); email re same with E. Worenklein (.2); email with C. de Castro [PAL] and team re UST reporting deliverables (.2).	0.7
09/16/21	Kaluk, Nick S. III	Review materials for client re UST reporting (1.1); email with K. Hollingsworth re same (.3).	1.4
09/16/21	Worenklein, Elie J.	Review data from PAL re UST requests.	0.4
09/17/21	Kaluk, Nick S. III	Call with K. Hollingsworth re UST reporting deliverables (.1); coordinate delivery of initial distribution of UST reporting documents (1.8).	1.9
09/17/21	Hollingsworth, Kimberly	Calls with N. Kaluk re chapter 11 requirements (.1); respond to emails re distribution of reporting documents (.6).	0.7
09/18/21	Kaluk, Nick S. III	Email with M. Moroney [UST] and J. Huang re delivery of UST reporting files.	0.2
09/20/21	Kaluk, Nick S. III	Email with E. Worenklein re UST comments to cash management order (.2); email with M. Tagle re same (.4); coordinate further UST reporting deliverables to M. Moroney [UST] (1.1).	1.7
09/20/21	Dizon, Tzerina	Review bank statements for UST reporting.	1.1
09/20/21	Worenklein, Elie J.	Call with UST re cash management motion (.4); emails with team re same (.2).	0.6
09/21/21	Carlson, Mitchell	Call with T. Dizon re insurance statement review (.4); review same re UST reporting requirements (4.2); draft summary findings re same (.8).	5.4
09/21/21	Dizon, Tzerina	Call with M. Carlson re UST reporting (.4); continue review of bank statements and insurance policies for UST reporting (3.6); send emails to M. Carlson re same (.4).	4.4
09/22/21	Kaluk, Nick S. III	Email with J. Huang re UST reporting deliverables to M. Moroney [UST] (.2); email re same with K. Segundo [PAL] (.2).	0.4
09/22/21	Worenklein, Elie J.	Review and comment on letter from airport authority re payment of airport obligations (.4); draft email to team re purposed final orders (.3); review client's critical vendor payment matrix (.2).	0.9

26417.1117 – BUSINESS OPERATIONS

Invoice Number: 2413968

Date	Timekeeper	Narrative	Hours
09/23/21	Kaluk, Nick S. III	Email re UST reporting deliverables with M. Moroney [UST] (.2); review outstanding WIP for completing same (.7).	0.9
09/24/21	Kaluk, Nick S. III	Email with E. Worenklein re vendor agreement amendment (.2); email with N. Rodriguez [PAL] and S. Kohn [Dorsey] re same (.2); analyze procedural requirements for same (.2).	0.6
09/24/21	Worenklein, Elie J.	Draft email to UST re CV payments matrix.	0.2
09/27/21	Kaluk, Nick S. III	Email with A. Limqueco [PAL] re ordinary course transaction questions.	0.3
09/27/21	Worenklein, Elie J.	Revise cash management proposed order to reflect vendor language.	0.3
09/28/21	Kaluk, Nick S. III	Email with D. Rosenzweig [NRF] re lift stay stip (.3); coordinate delivery of additional UST reporting items (.3).	0.6
09/29/21	Kaluk, Nick S. III	Email with A. Limqueco [PAL] re fuel supplier contract.	0.4
09/29/21	Dizon, Tzerina	Review cash management order and motion re new PAL accounts (.8); send email to N. Kaluk re same (.1).	0.9
Total Hours			28.3

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	1.6	1,790.00	2,864.00
	Partner Total	1.6		\$2,864.00
Counsel	Kaluk, Nick S. III	10.6	1,290.00	13,674.00
	Counsel Total	10.6		\$13,674.00
Associate	Worenklein, Elie J.	2.4	1,185.00	2,844.00
	Carlson, Mitchell	5.4	810.00	4,374.00
	Dizon, Tzerina	7.6	810.00	6,156.00
	Associate Total	15.4		\$13,374.00
Legal Assistant	Hollingsworth, Kimberly	0.7	410.00	287.00
	Legal Assistant Total	0.7		\$287.00
Matter Total		28.3		\$30,199.00

CHARGE AND DISBURSEMENT DETAIL

Date	Description	Amount
09/04/21	Duplicating (3,743 x .10 – b/w copies)	374.30
09/07/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 749706738; Date: 9/10/2021 - 09/07/2021 (Binder for Judge Chapman)	34.54
09/07/21	Duplicating (5,259 x .10 – b/w copies)	525.90
09/08/21	Duplicating (7,106 x .10 – b/w copies)	710.60
09/08/21	Duplicating (47 x .25 – color copies)	11.75
09/08/21	Document Retrieval Service – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: M-CARLSON; Date: 9/8/2021 - Mitchell Carlson - charges on firm cc - - Corporate Registry Search	36.59
09/10/21	Duplicating (170 x .10 – b/w copies)	17.00
09/13/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-503-26897; Date: 9/17/2021 - 09/13/2021 (Binder for D. Chan)	38.45
09/13/21	Duplicating (20 x .10 – b/w copies)	2.00
09/13/21	Transcript Charges – Vendor: David Feldman, A Veritext Corp.; Invoice#: 5257016; Date: 9/13/2021 - audio - transcription of First Day Hearing on 9/9/30	617.10
09/15/21	Postage – Postage for Foreign Proceeding	89.55
09/16/21	Duplicating (207 x .10 – b/w copies)	20.70
09/24/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-519-18693; Date: 10/1/2021 - 09/24/2021 - (Binder for Judge Chapman)	99.44
09/24/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-519-18693; Date: 10/1/2021 - 09/24/2021 (Binder for Judge Chapman)	77.56
09/24/21	Duplicating (15,110 x .10 – b/w copies)	1,511.00
09/28/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-519-18693; Date: 10/1/2021 - 09/28/2021 (Binder for Judge Chapman)	37.76
09/28/21	Duplicating (714 x .10 – b/w copies)	71.40
09/30/21	Duplicating (772 x .10 – b/w copies)	77.20
Expense Total		\$4,352.84

26417.1115 – EXPENSES

Invoice Number: 2413968

EXPENSE SUMMARY

Expense Category	Amount
Duplicating ¹	\$3,321.85
Express Mail	\$377.30
Document Retrieval Service	\$36.59
Transcript Fees	\$617.10
Expense Total	\$4,352.84

¹ Rate for black and white photocopies is \$.10 per page; rate for color photocopies is \$.25 per page.



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

November 29, 2021

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2413968

Client 26417

REMITTANCE SUMMARY
(Payment Due Upon Receipt)

Fees	\$753,912.00
Charges and Disbursements	\$4,352.84
TOTAL	\$758,264.84

Check

Debevoise & Plimpton LLP
Accounting Department, 28th Floor
919 Third Avenue
New York, N.Y. 10022

Wire Transfer

Citibank, N.A., New York, N.Y.
ABA # [REDACTED]
SWIFT: [REDACTED] Account # [REDACTED]
Invoice No.: 2413968



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

November 29, 2021

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2413711

Client 26417

FOR PROFESSIONAL SERVICES rendered during the period from October 1, 2021 through October 31, 2021 in connection with the following matters:

CASE ADMINISTRATION	\$76,418.50
CLAIMS ADMINISTRATION, OBJECTIONS & SETTLEMENTS	\$5,124.50
AIRCRAFT FINANCING	\$5,019.50
RETENTION & FEE APPLICATIONS	\$17,951.00
CORPORATE GOVERNANCE	\$2,984.00
MEETINGS & COMMUNICATIONS WITH CLIENT	\$38,262.50
MEETINGS & COMMUNICATIONS WITH CREDITORS	\$31,084.50
FINANCING & CASH COLLATERAL	\$26,381.00
PLAN & DISCLOSURE STATEMENT	\$254,771.50
RELIEF FROM STAY & ADEQUATE PROTECTION	\$21,433.50
TAXES	\$10,546.50
NON-BANKRUPTCY LITIGATION	\$13,470.00
BUSINESS OPERATIONS	\$15,072.00
Total Fees	\$518,519.00
Charges and Disbursements	\$176.14
TOTAL AMOUNT DUE	\$518,695.14

Payment Due Upon Receipt

Payment may Be Made By Wire Transfer to:

Account # [REDACTED] at Citibank, N. A., New York, N. Y.

ABA # [REDACTED] SWIFT: [REDACTED]

Tax Identification Number [REDACTED]

Date	Timekeeper	Narrative	Hours
10/01/21	Hollingsworth, Kimberly	Respond to team emails re case management (.7); organize case folders re updates (.3); update first day chart re orders (.1); circulate orders from court docket (.3); respond to emails re transcript of 9/30 hearing (.2); circulate the same to team (.1).	1.7
10/03/21	Worenklein, Elie J.	Review information from PAL for UST reporting requirements (.3); update critical dates calendar (.1); draft email to team re OCP declaration (.2).	0.6
10/04/21	Worenklein, Elie J.	Call with K. Hollingsworth re status of filings (.3); review critical dates calendar re same (.2).	0.5
10/04/21	Hollingsworth, Kimberly	Call with E. Worenklein re upcoming filings and CDL.	0.3
10/06/21	Kaluk, Nick S. III	Participate in weekly standing WIP call with Debevoise team.	0.6
10/06/21	Carlson, Mitchell	Attend PAL team call re updates.	0.6
10/06/21	Dizon, Tzerina	Attend (partial) weekly internal update call.	0.5
10/06/21	Worenklein, Elie J.	Attend internal weekly team call (.6); review current critical dates calendar (.1).	0.7
10/07/21	Hollingsworth, Kimberly	Prepare notice of hearing for filing.	0.3
10/08/21	Dizon, Tzerina	Emails with E. Worenklein re SOFA/SOAL (.6); draft email to client re SOFA / SOAL designations (.4); revise insiders list re UST reporting requirements (.3); email to E. Worenklein re same (.1).	1.4
10/08/21	Worenklein, Elie J.	Call with KCC re questions on SOFAs (.4); call with K. Hollingsworth re open PAL items (.8); review KCC draft schedules and SOFA (2.4); draft email to client re SOFA questions (.3); respond to email from KCC re Schedule G (.1).	4.0
10/08/21	Hollingsworth, Kimberly	Call with E. Worenklein re upcoming filings and case status.	0.8
10/09/21	Worenklein, Elie J.	Draft global notes for schedules and SOFA.	1.9
10/10/21	Dizon, Tzerina	Call with E. Worenklein re global notes to schedules and statements (.6); revise global notes (3.5); emails with E. Worenklein re same (.3).	4.4
10/10/21	Worenklein, Elie J.	Call with T. Dizon re global notes for schedules (.6); draft email to PAL re draft global notes for schedules (.2); review updated draft schedules from KCC (.7); revise global notes to reflect client call (.8).	2.3
10/11/21	Dizon, Tzerina	Revise SOFA schedule (.4); emails with E. Worenklein re same (.2); call with E. Worenklein re same (.3).	0.9
10/11/21	Worenklein, Elie J.	Call with T. Dizon re SOFA disclosures (.3); call with KCC re schedules (.4); draft email to J. Ball re SOFA redactions (.2); review updated schedules data from PAL (.3).	1.2
10/11/21	Worenklein, Elie J.	Comment on updated critical dates calendar.	0.3
10/11/21	Hollingsworth, Kimberly	Review court docket re substantive filings (.9); update case folders re same (2.1); circulate IPL to E. Worenklein (.1); update critical dates list re orders (1.3).	4.4
10/12/21	Kaluk, Nick S. III	Review critical dates calendar.	0.3
10/12/21	Dizon, Tzerina	Email to N. Kaluk re UST reporting requirements.	0.1

Date	Timekeeper	Narrative	Hours
10/12/21	Worenklein, Elie J.	Review draft schedules from KCC.	0.6
10/12/21	Hollingsworth, Kimberly	Update critical dates list (.8); circulate revised versions re same (.3); further revise same (.3); emails to internal team re same (.2); correspond with E. Worenklein re upcoming filings (.3).	1.9
10/13/21	Kaluk, Nick S. III	Participate in weekly WIP call with J. Ball, E. Worenklein and team.	0.5
10/13/21	Carlson, Mitchell	Emails with the team re the same (.1); attend team call re updates and the filing of the plan and disclosure statement (.5).	0.6
10/13/21	Dizon, Tzerina	Attend weekly internal update call led by E. Worenklein.	0.5
10/13/21	Worenklein, Elie J.	Attend internal team call re open items and plan status.	0.5
10/14/21	Dizon, Tzerina	Emails with KCC re confirming notice party.	0.1
10/14/21	Worenklein, Elie J.	Review critical dates calendar (.2); draft email to client re same (.1); review updated schedules in advance of client call (.8).	1.1
10/14/21	Hollingsworth, Kimberly	Prepare index of disclosure statement, plan, and motion (1.2); prepare case binders re same (.7); prepare courtesy copy binder for Judge Chapman (.6); update case files re same (.3); correspond with court re technical issues (2.4); file docket nos. 196, 197 (.4); emails with team re same (.3); update binder for Judge Chapman (.8); coordinate delivery re same (.3); prepare team binders re DS, plan (.6).	7.6
10/15/21	Dizon, Tzerina	Revise SOFA attachment (.4); emails with PAL and KCC re same (.2); review global notes re same (.3); review first monthly operating report prior to filing (.5).	1.4
10/15/21	Worenklein, Elie J.	Correspond with T. Dizon re draft schedules (.2); revise draft SOFA charts (.3); draft email to PAL re MOR and SOFA updates (.2); respond to email from KCC re schedule global notes (.1); comment on draft MOR (.8).	1.6
10/18/21	Ball, Jasmine	Emails with E. Worenklein on finalization of schedules and SOFAs in preparation for filing (.4); review and comment on draft schedules and SOFAs in preparation for filing (1.9).	2.3
10/18/21	Kaluk, Nick S. III	Review revised schedule/SOFA global notes.	0.3
10/18/21	Carlson, Mitchell	Review final version of CNO before filing.	0.1
10/18/21	Dizon, Tzerina	Final revision of global notes prior to filing (.9); emails with E. Worenklein re same (.1); emails with PAL and KCC re same (.1); final review of SOFA / SOAL attachments prior to filing (2.6).	3.7
10/18/21	Worenklein, Elie J.	Review final drafts of schedules and SOFA (1.6); call with K. Hollingsworth re final schedules and CNO (.4); circulate emails to team re SOFA and schedules (.3); call with KCC re global notes and service questions on schedules and SOFA (.4).	2.7

Date	Timekeeper	Narrative	Hours
10/18/21	Hollingsworth, Kimberly	Draft CNO re retention applications (1.1); circulate redline to team for review re same (.1); prepare exhibits re same (.3); review court docket re substantive filings (.4); update index re same (.2); update case folder re COS (.2); draft emails with Judge Chapman re proposed orders (.4); call with E. Worenklein re case management (.4); respond to E. Worenklein email re schedules and SOFA (.3); file same (.1); circulate same to team (.1).	3.6
10/19/21	Kaluk, Nick S. III	Email with E. Worenklein re omnibus hearing dates.	0.2
10/19/21	Dizon, Tzerina	Emails with E. Worenklein re 2015.3 report.	0.2
10/19/21	Hollingsworth, Kimberly	Review case documents re dates and timelines (.9); respond to team emails re upcoming deadlines (.7); review case management order re omnibus dates (.1); draft circulation email re daily docket list (.2); monitor emails with professionals re updates (.5).	2.4
10/20/21	Ball, Jasmine	Call with K. Hollingsworth, T. Dizon, M. Carlson, N. Kaluk and E. Worenklein on upcoming filings and necessary documentation.	0.6
10/20/21	Kaluk, Nick S. III	Participate in standing WIP call with J. Ball, E. Worenklein and rest of Debevoise team (.6); email with Chambers, E. Worenklein and K. Hollingsworth re omnibus dates (.3).	0.9
10/20/21	Carlson, Mitchell	Attend (partial) team call re work streams.	0.5
10/20/21	Dizon, Tzerina	Draft 2015.3 report general notes (1.9); attend internal weekly update call led by E. Worenklein (.6).	2.5
10/20/21	Worenklein, Elie J.	Participate in weekly internal team call re pending matters.	0.6
10/20/21	Worenklein, Elie J.	Review draft Rule 2015 statement (.6); draft email to PAL re 341 meeting and 2015 statement (.4); draft email to PAL re amendment to schedules (.4).	1.4
10/20/21	Hollingsworth, Kimberly	Attend weekly team meeting with J. Ball, N. Kaluk, E. Worenklein, T. Dizon, M. Carlson, and R. Heller re updates.	0.6
10/21/21	Kaluk, Nick S. III	Email with J. Eisen [Chambers] re omnibus hearing dates (.1); discuss notices re same with R. Heller and K. Hollingsworth (.6).	0.7
10/21/21	Heller, Rory	Draft notice of hearing.	0.7
10/21/21	Hollingsworth, Kimberly	Call with N. Kaluk re omnibus hearing dates and notices (.6); prepare for filings of stipulations (.4); file same (.2); circulate email to KCC re service (.1); draft CNO re Seabury retention (.3).	1.6
10/22/21	Kaluk, Nick S. III	Email with R. Heller and K. Hollingsworth re hearing notice.	0.5
10/22/21	Heller, Rory	Correspond w/ K. Hollingsworth and N. Kaluk re omnibus hearing dates (.2); call w/ E. Worenklein re 10/28 hearing agenda (.3); draft same (.4).	0.9
10/22/21	Worenklein, Elie J.	Call with R. Heller re agenda and notices.	0.3
10/25/21	Carlson, Mitchell	Update critical dates calendar.	0.3

Date	Timekeeper	Narrative	Hours
10/25/21	Heller, Rory	Complete draft agenda for 10/28 hearing (.4); draft 10/28 hearing cancellation notice (.1); emails with team re same (.2); circulate same to team (.1).	0.8
10/25/21	Worenklein, Elie J.	Call with K. Hollingsworth re agenda and CNO filings (.3); comment on agenda and CNO (.4); call with UST re open requests (.3); call with KCC re service questions under the CMO (.4); revise draft notice of cancelation (.2).	1.6
10/25/21	Hollingsworth, Kimberly	Call with E. Worenklein re upcoming filings (.3); review multiple drafts of upcoming filings (.6); revise same (.7); respond to emails re same (.2).	1.8
10/26/21	Kaluk, Nick S. III	Email with J. Eisen [Chambers] and K. Hollingsworth re agenda and cancellation of 10/28 hearing (.2); email with K. Hollingsworth re updates to critical dates calendar (.1).	0.3
10/26/21	Dizon, Tzerina	Emails with K. Hollingsworth re case files (.1); draft email to client re 2015.3 report (.2).	0.3
10/26/21	Worenklein, Elie J.	Call with K. Hollingsworth re agenda, omnibus hearings and upcoming tasks (.4); revise critical dates calendar (.4); draft email to PAL re critical dates and upcoming hearings (.3).	1.1
10/26/21	Hollingsworth, Kimberly	Finalize 10/28 agenda (.2); file same (.2); review documents re updating critical dates (.7); finalize cancellation of 11/17 hearing notice (.3); respond to emails re case administration (.8); call with E. Worenklein re filings (.4); update case folders re updates (.9); circulate entered orders (.3); finalize cancellation of 10/28 hearing (.4); send notification to Veritext re same (.1).	4.3
10/27/21	Ball, Jasmine	Confirm review of waiver and reporting certificate and execution of same for delivery.	0.5
10/27/21	Hollingsworth, Kimberly	Prepare email to Court re proposed order (.1); correspond with E. Worenklein re upcoming filings (.1); prepare same (.4); update case folders re case management (.3).	0.9
10/28/21	Dizon, Tzerina	Review exhibits prepared for 2015.3 report (1.3); emails with E. Worenklein re same (.2); research re same (1.4); send email to J. Ball re 2015.3 research (.3).	3.2
10/28/21	Worenklein, Elie J.	Review draft 2015 exhibits (.3); review research re 2015.3 statement (.5); emails with T. Dizon re same (.3).	1.1
10/29/21	Dizon, Tzerina	Revise 2015.3 report general notes (.5); email to E. Worenklein re same (.1); correspond with R. Heller re confirmation order (.3).	0.9
10/31/21	Dizon, Tzerina	Finalize 2015.3 report and exhibits for filing (3.9); emails with N. Kaluk and E. Worenklein re same (.2); emails with client re same (.2).	4.3
Total Hours			92.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	3.4	1,790.00	6,086.00
	Partner Total	3.4		\$6,086.00
Counsel	Kaluk, Nick S. III	4.3	1,290.00	5,547.00
	Counsel Total	4.3		\$5,547.00
Associate	Worenklein, Elie J.	24.1	1,185.00	28,558.50
	Carlson, Mitchell	2.1	810.00	1,701.00
	Dizon, Tzerina	24.4	810.00	19,764.00
	Heller, Rory	2.4	650.00	1,560.00
	Associate Total	53.0		\$51,583.50
Legal Assistant	Hollingsworth, Kimberly	32.2	410.00	13,202.00
	Legal Assistant Total	32.2		\$13,202.00
Matter Total		92.9		\$76,418.50

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2413711

Date	Timekeeper	Narrative	Hours
10/05/21	Kaluk, Nick S. III	Email with M. Carlson and C. de Castro [PAL] re airport authority.	0.3
10/19/21	Dizon, Tzerina	Review emails re claims schedule.	0.1
10/20/21	Worenklein, Elie J.	Comment on draft stipulation with AUB.	0.8
10/21/21	Ball, Jasmine	Review AUB consensual stipulation on agreed claim amount and email to T. Dizon on sign-off on filing of same.	0.3
10/21/21	Dizon, Tzerina	Revise claims stipulation (.3); research notice requirements re same (.8); emails with E. Worenklein re same (.2); email to J. Ball re same (.1).	1.4
10/21/21	Worenklein, Elie J.	Comment on draft AUB stipulation (.4); emails with client re 341 meeting (.2).	0.6
10/25/21	Heller, Rory	Cross-reference proofs of claim and schedules of claims for client request.	0.4
10/25/21	Worenklein, Elie J.	Review initial KCC claims register (.3); emails with R. Heller re claims register questions (.2); draft email to PAL re comments on claims register (.4).	0.9
Total Hours			4.8

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2413711

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.3	1,790.00	537.00
	Partner Total	0.3		\$537.00
Counsel	Kaluk, Nick S. III	0.3	1,290.00	387.00
	Counsel Total	0.3		\$387.00
Associate	Worenklein, Elie J.	2.3	1,185.00	2,725.50
	Dizon, Tzerina	1.5	810.00	1,215.00
	Heller, Rory	0.4	650.00	260.00
	Associate Total	4.2		\$4,200.50
Matter Total		4.8		\$5,124.50

26417.1102 – AIRCRAFT FINANCING

Invoice Number: 2413711

Date	Timekeeper	Narrative	Hours
10/05/21	Kaluk, Nick S. III	Email with D. Rosenzweig [NRF] and team re payment deadlines under RSAs.	0.2
10/27/21	Ball, Jasmine	Review and sign off on aircraft party RSA for filing.	0.3
10/27/21	Worenklein, Elie J.	Call with NRF re NAC RSA documents (.3); review NAC RSA and lease pleadings (.7); send email to K. Hollingsworth re rejection and usage stipulations (.3).	1.3
10/28/21	Worenklein, Elie J.	Conduct final review of NAC RSA pleadings (.4); emails with NRF re questions on NAC RSA (.2); emails with K. Hollingsworth re filing supplemental RSA and rejection stipulations (.3).	0.9
10/28/21	Hollingsworth, Kimberly	Prepare NAC RSA, stipulations, and exhibits for final review (.4); revise same for filing (.2).	0.6
10/29/21	Hollingsworth, Kimberly	Review presentation notices re RSA, usage, and rejection (.3); prepare final documents with exhibits re same (.3); respond to emails from E. Worenklein re same (.1); file same (.4).	1.1
10/31/21	Worenklein, Elie J.	Revise notice for NAC RSA (.3); emails with K. Hollingsworth re filing amended usage stipulation with NAC (.2).	0.5
10/31/21	Hollingsworth, Kimberly	Prepare amended usage presentment with exhibits (.4); file same (.1); update case files re same (.1); emails re same (.2).	0.8
Total Hours			5.7

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.3	1,790.00	537.00
	Partner Total	0.3		\$537.00
Counsel	Kaluk, Nick S. III	0.2	1,290.00	258.00
	Counsel Total	0.2		\$258.00
Associate	Worenklein, Elie J.	2.7	1,185.00	3,199.50
	Associate Total	2.7		\$3,199.50
Legal Assistant	Hollingsworth, Kimberly	2.5	410.00	1,025.00
	Legal Assistant Total	2.5		\$1,025.00
Matter Total		5.7		\$5,019.50

Date	Timekeeper	Narrative	Hours
10/01/21	Kaluk, Nick S. III	Revise Seabury retention papers (.3); call with D. Walker [Seabury] re same (.2).	0.5
10/04/21	Kaluk, Nick S. III	Email with J. Ball re Seabury retention papers (.2); email with E. Worenklein re notice for retention hearing (.1).	0.3
10/04/21	Dizon, Tzerina	Revise OCP affidavit and questionnaire.	0.2
10/04/21	Worenklein, Elie J.	Draft notice of hearing for retention applications (.3); draft email to PAL re OCP declarations and related requirements (.3).	0.6
10/05/21	Kaluk, Nick S. III	Call with D. Walker [Seabury] re status of Seabury retention.	0.2
10/07/21	Kaluk, Nick S. III	Email with E. Worenklein re OCP retentions.	0.3
10/09/21	Worenklein, Elie J.	Respond to email from client re fee application procedures.	0.3
10/11/21	Ball, Jasmine	Call with D. Walker [Seabury] on Seabury retention application comments from UST.	0.8
10/11/21	Kaluk, Nick S. III	Revise Seabury retention papers (.3); email re same with D. Walker [Seabury] and J. Ball (.2).	0.5
10/13/21	Kaluk, Nick S. III	Email with D. Walker [Seabury] re Seabury retention papers.	0.1
10/14/21	Ball, Jasmine	Emails with D. Walker [Seabury] on comments on Seabury retention (.3); emails with N. Kaluk on Seabury retention motion comments and review of same (.3).	0.6
10/14/21	Kaluk, Nick S. III	Calls with D. Walker re finalizing Seabury retention application (.5); review and revise same (1.6); call with S. Arbeit and B. Higgins [UST] re same (.5); email with K. Hollingsworth re same (.2); revise same (.5); email with C. de Castro [PAL] re same (.2).	3.5
10/14/21	Carlson, Mitchell	Review W&C invoice (.2); draft hearing notice for Seabury retention application (.3); emails with N. Kaluk and K. Hollingsworth re same (.2).	0.7
10/14/21	Hollingsworth, Kimberly	Revise notice re Seabury retention (.3); finalize exhibits re same (.4); prepare all re filing (.5).	1.2
10/15/21	Kaluk, Nick S. III	Email with S. Arbeit [UST] and D. Walker [Seabury] re Seabury retention filing (.2); email with C. de Castro [PAL] re interim comp order (.2); email with K. Hollingsworth re CNOs for Debevoise, NRF and KCC retentions (.2).	0.6
10/18/21	Ball, Jasmine	Review and sign-off on filing of CNOs for retention applications.	0.2
10/18/21	Kaluk, Nick S. III	Email with K. Hollingsworth re CNO for retention applications.	0.3
10/18/21	Carlson, Mitchell	Emails with K. Hollingsworth re NRF retention order.	0.2
10/22/21	Kaluk, Nick S. III	Email with E. Worenklein re OCP retentions.	0.4
10/22/21	Worenklein, Elie J.	Multiple emails re OCP retention disclosure questions.	0.4
10/24/21	Hollingsworth, Kimberly	Prepare exhibit to Seabury CNO (.1); prepare Word version re same (.1); finalize same re final review (.1).	0.3
10/25/21	Ball, Jasmine	Review status of Seabury retention application and CNO and sign-off on same.	0.2
10/25/21	Kaluk, Nick S. III	Email with E. Worenklein and K. Hollingsworth re Seabury retention CNO.	0.1

Date	Timekeeper	Narrative	Hours
10/25/21	Worenklein, Elie J.	Review submitted OCP declarations (.2); draft multiple emails with OCP firms (.3); revise declaration for HFW (.4).	0.9
10/25/21	Hollingsworth, Kimberly	Review OCP declarations (.4); revise same for filing (.6); respond to KCC email re same (.1); update case files re same (.5).	1.6
10/26/21	Dizon, Tzerina	Emails with Seabury, KCC and NRF teams re retention orders.	0.2
10/28/21	Kaluk, Nick S. III	Email with J. Ball and E. Worenklein re questions from retained professionals on fee applications.	0.2
10/29/21	Heller, Rory	Compile list of law firms which filed disclosure declarations.	0.2
10/29/21	Worenklein, Elie J.	Review various OCP declarations prior to filing.	0.4
10/29/21	Hollingsworth, Kimberly	Prepare additional OCP declarations for filing (.2); file same (.2).	0.4
Total Hours			16.4

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	1.8	1,790.00	3,222.00
	Partner Total	1.8		\$3,222.00
Counsel	Kaluk, Nick S. III	7.0	1,290.00	9,030.00
	Counsel Total	7.0		\$9,030.00
Associate	Worenklein, Elie J.	2.6	1,185.00	3,081.00
	Carlson, Mitchell	0.9	810.00	729.00
	Dizon, Tzerina	0.4	810.00	324.00
	Heller, Rory	0.2	650.00	130.00
	Associate Total	4.1		\$4,264.00
Legal Assistant	Hollingsworth, Kimberly	3.5	410.00	1,435.00
	Legal Assistant Total	3.5		\$1,435.00
Matter Total		16.4		\$17,951.00

26417.1107 – CORPORATE GOVERNANCE

Invoice Number: 2413711

Date	Timekeeper	Narrative	Hours
10/27/21	Kaluk, Nick S. III	Call with R. Heller re possible plan supplement amendments for org docs (.4); emails with R. Heller re same (.2).	0.6
10/27/21	Heller, Rory	Review charter and bylaws for plan supplement updates (1.2); call with N. Kaluk re same (.4); conduct research re organizational documents (.6); draft email to N. Kaluk re research findings (.3).	2.5
10/28/21	Heller, Rory	Conduct research re due diligence for organizational documents (.6); send findings of same to N. Kaluk (.3).	0.9
Total Hours			4.0

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Counsel	Kaluk, Nick S. III	0.6	1,290.00	774.00
	Counsel Total	0.6		\$774.00
Associate	Heller, Rory	3.4	650.00	2,210.00
	Associate Total	3.4		\$2,210.00
Matter Total		4.0		\$2,984.00

Date	Timekeeper	Narrative	Hours
10/01/21	Kaluk, Nick S. III	Email with A. Wee [PAL] re DIP (.9); email with J. Tan [PAL] and F. Lim [ACCRA] re BOC position (.5).	1.4
10/05/21	Ball, Jasmine	Weekly legal update call with client team and advisors to prepare for and respond to queries related to upcoming filings and procedures.	2.0
10/05/21	Kaluk, Nick S. III	Participate in weekly legal update call with PAL legal and management team (including N. Rodriguez and C. de Castro).	2.1
10/05/21	Worenklein, Elie J.	Participate on weekly client legal call re plan considerations and update on recognition proceeding.	2.1
10/06/21	Worenklein, Elie J.	Call with KCC and PAL re preparing schedules and SOFAs (1.0); call with PAL re MRO questions (.6).	1.6
10/10/21	Dizon, Tzerina	Attend meeting with PAL team and KCC team re filing schedules and statements.	1.7
10/10/21	Worenklein, Elie J.	Call with KCC, T. Dizon and PAL re comments to draft schedules and SOFA (1.7); call with PAL re redaction questions (.4).	2.1
10/11/21	Ball, Jasmine	Call with business team on open issues in preparation for upcoming filings and business negotiations.	1.3
10/12/21	Kaluk, Nick S. III	Participate in disclosure statement call with N. Rodriguez and PAL team, D. Walker [Seabury], F. Lim and ACCRA team, K. Sandilands and NRF team, and J. Ball and Debevoise team.	1.3
10/12/21	Carlson, Mitchell	Call with PAL, Seabury, NRF re plan and disclosure statement.	1.3
10/12/21	Dizon, Tzerina	Attend meeting with PAL team re schedules and statements.	1.4
10/12/21	Worenklein, Elie J.	Call with KCC and PAL re additional edits to schedules and SOFA.	1.4
10/12/21	Worenklein, Elie J.	Call with PAL, Seabury and Debevoise team re comments and open items on the plan (1.3); call with PAL re questions on MOR (.5).	1.8
10/13/21	Dizon, Tzerina	Attend meeting with PAL team and KCC to finalize schedules and statements.	1.3
10/13/21	Worenklein, Elie J.	Call with KCC and PAL re revisions to schedules and SOFA (1.3); review follow-up emails re same (.3).	1.6
10/13/21	Hollingsworth, Kimberly	Attend meeting with client, E. Worenklein, and KCC team re schedules and SOFAs.	1.3
10/14/21	Dizon, Tzerina	Attend meeting with PAL team and KCC re revisions to schedules and statements.	0.8
10/14/21	Worenklein, Elie J.	Multiple emails with PAL re edits to September MOR.	0.9
10/14/21	Worenklein, Elie J.	Call with KCC and PAL re additional edits to schedules.	0.8
10/17/21	Worenklein, Elie J.	Call with KCC and PAL re final edits to schedules (1.1); emails with PAL re questions on schedules (.2).	1.3
10/18/21	Ball, Jasmine	Weekly call with business team and advisors on upcoming issues to be resolved.	0.8
10/20/21	Kaluk, Nick S. III	Email with N. Rodriguez and C. de Castro [both PAL] re 2020 Form 1120-F.	0.2

Date	Timekeeper	Narrative	Hours
10/25/21	Ball, Jasmine	Brief attendance on business team call with advisors on open issues and next steps.	0.1
10/25/21	Kaluk, Nick S. III	Email with A. Wee [PAL] re critical dates calendar updates.	0.1
10/27/21	Worenklein, Elie J.	Call with client re 2015 statements and plan supplement.	1.0
10/28/21	Worenklein, Elie J.	Call with PAL and NRF re plan confirmation requirements and equity conversion.	0.9
Total Hours			32.6

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	4.2	1,790.00	7,518.00
	Partner Total	4.2		\$7,518.00
Counsel	Kaluk, Nick S. III	5.1	1,290.00	6,579.00
	Counsel Total	5.1		\$6,579.00
Associate	Worenklein, Elie J.	15.5	1,185.00	18,367.50
	Carlson, Mitchell	1.3	810.00	1,053.00
	Dizon, Tzerina	5.2	810.00	4,212.00
	Associate Total	22.0		\$23,632.50
Legal Assistant	Hollingsworth, Kimberly	1.3	410.00	533.00
	Legal Assistant Total	1.3		\$533.00
Matter Total		32.6		\$38,262.50

Date	Timekeeper	Narrative	Hours
10/07/21	Carlson, Mitchell	Call with E. Worenklein re 341 meeting preparations.	0.5
10/07/21	Worenklein, Elie J.	Review 341 outline issues (.8); draft outline re same (1.6); call with M. Carlson re prep for 341 meeting (.5); call with creditor re expected distributions under plan term sheet (.4).	3.3
10/11/21	Carlson, Mitchell	Review preparation materials for the section 341 meeting (2.6); revise materials re meeting of creditors (1.9); emails with E. Worenklein re same (.3).	4.8
10/14/21	Ball, Jasmine	Attend PAL creditor town hall presentation on status of case and business.	1.0
10/17/21	Worenklein, Elie J.	Edit draft outline for 341 meeting.	2.2
10/18/21	Kaluk, Nick S. III	Email with S. Cheung [IRS] re payroll and state taxes.	0.7
10/19/21	Ball, Jasmine	Call with client, and advisor team on preparation for possible questions at creditors 341 hearing (2.0); review potential information in preparation for creditors 341 hearing (1.3); review and respond to questions from N. Rodriguez [PAL] on creditors 341 hearing (.4).	3.7
10/19/21	Kaluk, Nick S. III	Call [partial] with N. Rodriguez and others at PAL, NRF, Seabury, ACCRA and Debevoise re 341 meeting prep.	1.4
10/19/21	Worenklein, Elie J.	Call with PAL and NRF re prep for 341 meeting (1.8); call with NRF re amendments to schedules and 341 prep (.4); correspond with K. Hollingsworth re schedules and 341 meeting (.3); update 341 outline (.5); draft email to T. Dizon re 341 prep materials (.1).	3.1
10/20/21	Ball, Jasmine	Respond to queries from N. Rodriguez [PAL] and E. Worenklein on additional information potentially to be provided at creditors 341 hearing.	0.4
10/20/21	Kaluk, Nick S. III	Email with S. Cheung [IRS] re 2020 returns.	0.2
10/21/21	Kaluk, Nick S. III	Email with S. Cheung [IRS] re 2020 returns and coordinate file transfer of same.	0.3
10/22/21	Ball, Jasmine	Emails with N. Rodriguez [PAL] on questions on creditor 341 meeting (.2); participate in PAL 341 hearing (.7).	0.9
10/22/21	Worenklein, Elie J.	Revise outline for 341 meeting and send to client.	0.7
10/26/21	Kaluk, Nick S. III	Email with J. Ball and M. Englehardt [Creditor] re inquiry.	0.2
10/27/21	Kaluk, Nick S. III	Begin initial review of vendor amendment (.2); call with M. Carlson re same (.2); email with N. Wells [Dorsey] re same (.1).	0.5
10/29/21	Kaluk, Nick S. III	Call with M. Englehardt [Creditor] re inquiry.	0.6
Total Hours			24.5

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.0	1,790.00	10,740.00
	Partner Total	6.0		\$10,740.00
Counsel	Kaluk, Nick S. III	3.9	1,290.00	5,031.00
	Counsel Total	3.9		\$5,031.00
Associate	Worenklein, Elie J.	9.3	1,185.00	11,020.50
	Carlson, Mitchell	5.3	810.00	4,293.00
	Associate Total	14.6		\$15,313.50
Matter Total		24.5		\$31,084.50

Date	Timekeeper	Narrative	Hours
10/03/21	Kaluk, Nick S. III	Email with J. Ball and A. Wee [PAL] re DIP credit agreement.	0.7
10/04/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL] and A. Zatz [W&C] re new borrowing.	0.5
10/05/21	Kaluk, Nick S. III	Call with A. Zatz [W&C] re possible amendments to DIP credit agreement (.2); email re same with J. Ball (.2); call with C. de Castro, A. Wee and J. Chua [all PAL] re possible DIP amendments and collateral deliverables (.8); email with N. Rodriguez [PAL] and A. Zatz [W&C] re loan proceed disclosure statement deposits (.3).	1.5
10/06/21	Kaluk, Nick S. III	Draft revised borrowing notices (.7); call (.2) and email (.2) re same with A. Zatz [W&C]; email with C. de Castro, N. Rodriguez and A. Wee [all PAL] re same (.1).	1.2
10/07/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] and M. Velarde [ACCRA] re W&C comments to Mabuhay collateral documents.	0.2
10/08/21	Kaluk, Nick S. III	Email with M. Carlson re DIP collateral deliverables (.1); email with C. de Castro re W&C Mabuhay collateral comments (.2).	0.3
10/08/21	Carlson, Mitchell	Review insurance certificates for DIP collateral (.4); emails with N. Kaluk and W&C team re same (.2).	0.6
10/11/21	Kaluk, Nick S. III	Email with A. Wee [PAL] re borrowing mechanics (.4); email with C. de Castro [PAL] re stamp tax issues (.4); email with M. Velarde [ACCRA] and J. Godly [W&C] re Mabuhay collateral issues (.4).	1.2
10/13/21	Kaluk, Nick S. III	Email with A. Zatz [W&C], S. Arbeit [UST] and M. Carlson re initial W&C invoice review.	0.2
10/15/21	Kaluk, Nick S. III	Email with C. de Castro and A. Wee [PAL] re conditions of subsequent DIP financing (.2); email re same with A. Zatz and J. Godly [W&C] (.2); review WIP re same (.2); email with A. Wee [PAL] re DIP reporting deliverables (.2).	0.8
10/16/21	Kaluk, Nick S. III	Email with A. Wee [PAL] re stamp tax questions.	0.5
10/17/21	Kaluk, Nick S. III	Further email with A. Wee [PAL] re stamp tax issues.	0.4
10/18/21	Ball, Jasmine	Emails with D. Walker [Seabury] on exit facility term sheet.	0.4
10/18/21	Kaluk, Nick S. III	Email with J. Ball and E. Worenklein re stamp tax issues (.2); email with C. de Castro [PAL] and E. Recalde [ACCRA] re same (.5); analyze DIP order and credit agreement re same (.7); email with E. Worenklein re cash management and check honoring (.2).	1.6
10/19/21	Kaluk, Nick S. III	Call with A. Zatz and E. Goldberg [W&C] re stamp tax issues (.5); draft amendment (1.8); comment on new short-form agreement for tax authorities (.8); email re same with C. de Castro [PAL] (.2).	3.3
10/20/21	Kaluk, Nick S. III	Review ACCRA and W&C comments to stamp tax loan documents.	0.5
10/21/21	Kaluk, Nick S. III	Call with C. de Castro [PAL], E. Recalde and M. Velarde [ACCRA], and A. Zatz and E. Goldberg [W&C] re stamp tax questions (.8); prepare for same (.5); turn drafts per discussion (1.3); call with A. Zatz re same(.2).	2.8

Date	Timekeeper	Narrative	Hours
10/23/21	Kaluk, Nick S. III	Further follow-up emails with A. Wee [PAL] re stamp tax issues.	0.3
10/25/21	Kaluk, Nick S. III	Email with A. Wee [PAL] re DIP amendment CPs (.4); email with UST re DIP amendment (.3).	0.7
10/26/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] and E. Goldberg [W&C] re stamp tax documents (.2); review new borrowing notice draft (.1).	0.3
10/26/21	Carlson, Mitchell	Call with R. Heller re DIP facility (.3); revise DIP borrowing notice (.6).	0.9
10/26/21	Heller, Rory	Call with M. Carlson re third borrowing notice (.3); draft same (.2); correspond with N. Kaluk re same (.2).	0.7
10/27/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL] re DIP lender counsel invoices (.1); revise and distribute new DIP borrowing notice (.3).	0.4
10/27/21	Heller, Rory	Further revise third DIP borrowing notice.	0.2
10/28/21	Kaluk, Nick S. III	Review revised DST docs (.4); emails with M. Velarde [ACCRA] and C. de Castro [PAL] re same (.2).	0.6
10/29/21	Kaluk, Nick S. III	Email with A. Wee [PAL] and W&C team re third DIP borrowing notice.	0.3
10/31/21	Kaluk, Nick S. III	Email with E. Worenklein and T. Dizon re 2015.3 report.	0.2
Total Hours			21.3

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.4	1,790.00	716.00
	Partner Total	0.4		\$716.00
Counsel	Kaluk, Nick S. III	18.5	1,290.00	23,865.00
	Counsel Total	18.5		\$23,865.00
Associate	Carlson, Mitchell	1.5	810.00	1,215.00
	Heller, Rory	0.9	650.00	585.00
	Associate Total	2.4		\$1,800.00
Matter Total		21.3		\$26,381.00

Date	Timekeeper	Narrative	Hours
10/01/21	Carlson, Mitchell	Draft exhibits to solicitation motion (4.1); emails with E. Worenklein re same (.3).	4.4
10/01/21	Worenklein, Elie J.	Call with N. Kaluk re disclosure statement exhibits (.2); revise draft disclosure statement approval motion (2.4); email with M. Carlson re same (.1).	2.7
10/02/21	Carlson, Mitchell	Revise exhibits to motion to approve disclosure statement and solicitation procedures (2.4); email E. Worenklein re same (.1).	2.5
10/02/21	Worenklein, Elie J.	Review disclosure statement (1.2); edit disclosure statement (1.4); edit motion re same (.6).	3.2
10/03/21	Worenklein, Elie J.	Revise disclosure statement.	1.6
10/04/21	Carlson, Mitchell	Review (2.6) and revise (4.1) PAL disclosure statement; correspond with E. Worenklein re same (.5).	7.2
10/04/21	Worenklein, Elie J.	Multiple calls with M. Carlson re disclosure statement (.4); revise same (3.3); review NRF comments to same (.6).	4.3
10/05/21	Ball, Jasmine	Review draft disclosure statement (6.3); review draft plan (2.8).	9.1
10/05/21	Kaluk, Nick S. III	Email with E. Worenklein re plan and disclosure statement (.4); call with D. Walker re disclosure statement (.4); call with E. Worenklein re plan and disclosure statement (.7).	1.5
10/05/21	Carlson, Mitchell	Call with E. Worenklein and D. Rosenzweig [NRF] and F. Vazquez [NRF] re disclosure statement and chapter 11 plan.	1.1
10/05/21	Worenklein, Elie J.	Call with NRF re comments to plan and disclosure statement motion (1.1); call with N. Kaluk re plan and disclosure statement exhibits (.7); draft email to PAL re draft plan and disclosure statement (.3); review NRF comments to plan (.5); further update draft plan and disclosure statement (2.8).	5.4
10/06/21	Ball, Jasmine	Call with K. Hollingsworth, T. Dizon, M. Carlson, N. Kaluk and E. Worenklein on preparation for upcoming disclosure statement and plan filing deadline.	0.5
10/06/21	Kaluk, Nick S. III	Call with S. Arbeit [UST] re disclosure statement and confirmation timelines (.2); email with J. Ball and E. Worenklein re same (.5).	0.7
10/06/21	Worenklein, Elie J.	Draft email to W&C re proposed confirmation timeline (.2); correspond with internal team re confirmation noticing requirements (.3).	0.5
10/06/21	Worenklein, Elie J.	Draft email to W&C re confirmation timeline (.2); call with T. Dizon re inserts for disclosure statement (.3).	0.5
10/07/21	Ball, Jasmine	Continue review of draft disclosure statement in preparation for filing.	1.8
10/07/21	Kaluk, Nick S. III	Email with J. Eisen [Chambers], S. Arbeit [UST], J. Ball and E. Worenklein re plan and disclosure statement timelines (.3); email with E. Worenklein re post-reorg corp governance documents (.3); email with C. de Castro and N. Rodriguez [PAL] and F. Lim and M. Velarde [ACCRA] re same (.2).	0.8
10/07/21	Carlson, Mitchell	Update motion to approve disclosure statement and solicitation procedures re KCC comments (.5); emails with E. Worenklein re same (.1).	0.6

Date	Timekeeper	Narrative	Hours
10/07/21	Worenklein, Elie J.	Review KCC comments to solicitation motion (.3); draft email to W&C re draft plan documents (.2); emails with N. Kaluk re plan supplement documents (.1); further update draft disclosure statement motion and exhibits (1.8).	2.4
10/08/21	Ball, Jasmine	Further review of disclosure statement in preparation for filing.	1.4
10/08/21	Kaluk, Nick S. III	Calls with E. Worenklein re plan and disclosure statement revisions and timing (.8); email with J. Eisen [Chambers] re hearing dates (.2); email with S. Arbeit [UST] re same (.2); email with E. Cleary and B. Friedman re updates to disclosure statement (.3); call with E. Cleary re same (.2); email with D. Walker [Seabury] re post-reorg cap table (.2); review disclosure statement (.4).	2.3
10/08/21	Worenklein, Elie J.	Call with N. Kaluk re plan and disclosure statement provisions on equity treatment (.8); review emails from client re post confirmation exchange (.3).	1.1
10/09/21	Kaluk, Nick S. III	Review disclosure statement (1.7); revise draft of same (1.4).	3.1
10/09/21	Worenklein, Elie J.	Further update draft plan with PAL updates.	1.1
10/10/21	Ball, Jasmine	Review revised draft disclosure statement in preparation for filing.	5.7
10/10/21	Kaluk, Nick S. III	Review Seabury comments to plan and DS.	0.7
10/10/21	Worenklein, Elie J.	Review draft disclosure statement (1.8); incorporate comments from team re same (1.4); review Seabury comments to plan and disclosure statement (.6).	3.8
10/11/21	Ball, Jasmine	Review of revised draft valuation for disclosure statement (.8); review of revised draft disclosure statement (2.0).	2.8
10/11/21	Kaluk, Nick S. III	Email with E. Worenklein re revisions to plan and disclosure statement (.8); review draft valuation (.5); revise disclosure statement rider re same (.4); email re same with J. Ball, D. Walker and A. Issenman [both Seabury] (.4); email with J. Ball and E. Worenklein re noticing (.3).	2.4
10/11/21	Carlson, Mitchell	Call with E. Worenklein re disclosure statement updates (.1); update disclosure statement to incorporate W&C comments to the plan (2.5); update chapter 11 plan (.2); emails with E. Worenklein re same (.3).	3.1
10/11/21	Worenklein, Elie J.	Revise draft disclosure statement motion (1.2); review W&C comment to plan (.5); call with M. Carlson re edits to disclosure statement (.2); edit draft plan and disclosure statement (5.6); draft email to RSA parties re plan (.2); draft email to PAL re open items for disclosure statement (.4); draft email to W&C re revised drafts (.3).	8.4
10/12/21	Ball, Jasmine	Call with client on questions and comments on draft disclosure statement and plan in preparation for filing (1.5); further review disclosure statement in preparation for finalization (2.7); further review motion to approve disclosure statement and solicitation procedures in preparation for filing (2.1).	6.3

Date	Timekeeper	Narrative	Hours
10/12/21	Kaluk, Nick S. III	Call with E. Worenklein re plan and disclosure statement WIP (.4); email (.1) and call (.2) with J. Eisen [Chambers] re related hearings; email with A. Issenman [Seabury] re disclosure statement exhibits (.6); review revised drafts of same (1.9); email to UST re hearing dates (.2); email with E. Worenklein re disclosure statement motion (.4).	3.8
10/12/21	Carlson, Mitchell	Revise motion to assume the disclosure statement (.3); emails with E. Worenklein re same (.2); review draft ballots and non-voting notices (1.3); emails with J. Ball, N. Kaluk and E. Worenklein re the same (.4).	2.2
10/12/21	Carlson, Mitchell	Review valuation and liquidation analyses.	0.3
10/12/21	Worenklein, Elie J.	Call with N. Kaluk re disclosure statement exhibits (.3); draft email to M. Hayes [Capital Markets] re securities disclosures for disclosure statement (.2); revise draft disclosure statement approval motion (.9); edit draft plan and disclosure statement to incorporate various inserts (4.1); review W&C comments to plan and disclosure statement (.7).	6.2
10/13/21	Ball, Jasmine	Call with W&C on plan confirmation process (.4); call with K. Hollingsworth, T. Dizon, M. Carlson, N. Kaluk and E. Worenklein on preparation for filing of disclosure statement and related exhibits (.4); review and comment on valuation draft revisions (1.4); review and comment on liquidation analysis draft revisions (1.8); review DIP lender counsel requests to documentation (.4); further review plan in preparation for filing (1.1); further review disclosure statement in preparation for filing (2.7); further review disclosure statement motion in preparation for filing (1.6).	9.8
10/13/21	Kaluk, Nick S. III	Finalize liquidation analysis and valuation (4.2); discussion re same with N. Rodriguez [PAL] and D. Walker [Seabury] (2.3); email with M. Carlson re ballots (.2); revise disclosure statement (.3); call with A. Zatz [W&C] re same (.1).	7.1
10/13/21	Carlson, Mitchell	Research third party releases (2.9); emails with E. Worenklein, J. Ball and N. Kaluk re same (.2); call with W&C re plan and disclosure statement (.4); emails with N. Kaluk and E. Worenklein re same (.3); emails NRF re same (.3); compare plan summary section of the disclosure statement to plan (2.6); email E. Worenklein re same (.2); call with T. Dizon re motion to approve disclosure statement (.1); conduct final review of plan and disclosure statement in preparation for filing (2.2); correspond with E. Worenklein re required signatures to plan (.4).	9.6
10/13/21	Dizon, Tzerina	Call with W&C team re plan confirmation (.4); call with E. Worenklein re disclosure statement motion (.2); call with M. Carlson re same (.1); revise disclosure statement motion (4.2); emails with E. Worenklein re same (.2); email to J. Ball re same (.1); email to NRF team re annex to solicitation procedures (.1); incorporate comments from disclosure statement and plan to disclosure statement motion (.9).	6.2

Date	Timekeeper	Narrative	Hours
10/13/21	Worenklein, Elie J.	Call with J. Ball and W&C re comments to draft plan (.5); emails with ACCRA re comments to disclosure statement (.4); review draft liquidation analysis (.3); update plan and disclosure statement (4.1); call with T. Dizon re disclosure statement approval motion (.2); multiple calls with K. Sutherland [W&C] re comments to plan (.4); calls with K. Hollingsworth re prep for filing (.3); finalize plan and disclosure statement to reflect W&C comments (2.8); revisions to disclosure statement exhibits from Seabury (1.2).	10.2
10/13/21	Hollingsworth, Kimberly	Review DS, plan, and motion for hearing re edits (.8); call with E. Worenklein re status of same (.3); prepare for filing re same (.6).	1.7
10/14/21	Ball, Jasmine	Review comments received by business team on disclosure statement (.3); respond to N. Rodriguez [PAL] on questions on comments received on disclosure statement (.2).	0.5
10/14/21	Kaluk, Nick S. III	Call with D. Walker [Seabury] re hearing dates for plan and disclosure statement.	0.2
10/14/21	Carlson, Mitchell	Emails with Debevoise team re disclosure statement motion (.1); calendar objection deadline to disclosure statement and plan for Debevoise team (.1).	0.2
10/14/21	Worenklein, Elie J.	Respond to Allen & Overy comments to plan.	0.2
10/15/21	Ball, Jasmine	Emails with N. Rodriguez [PAL] on questions from press on disclosure statement and plan (.3); review UST comments to disclosure statement and plan (.8).	1.1
10/15/21	Kaluk, Nick S. III	Initial review of UST comments to plan and DS.	0.3
10/15/21	Carlson, Mitchell	Review UST comments re plan and disclosure statement.	0.4
10/15/21	Worenklein, Elie J.	Call with F. Vazquez [NRF] and Allen & Overy re comments to the plan.	0.4
10/15/21	Worenklein, Elie J.	Review UST plan comments (.7); draft responses to various items re same (.4).	1.1
10/18/21	Ball, Jasmine	Review comments from aircraft party on disclosure statement and respond on same to D. Rosenzweig [NRF] and E. Worenklein.	0.3
10/18/21	Kaluk, Nick S. III	Review UST comments to plan and disclosure statement (.4); email re same with E. Worenklein (.3).	0.7
10/18/21	Carlson, Mitchell	Incorporate comments from UST and other parties in interest into plan and related documents (4.9); emails with E. Worenklein and N. Kaluk re the same (.4).	5.3
10/18/21	Worenklein, Elie J.	Review and incorporate comments to plan and DS.	3.9
10/19/21	Worenklein, Elie J.	Further update plan and disclosure statement (1.4); review draft annex to disclosure statement order (.1); emails with KCC re plan confirmation publication (.2); draft email to UST re comments to plan and disclosure statement (.4).	2.1
10/20/21	Carlson, Mitchell	Review plan currency provisions (.2); email E. Worenklein re same (.1).	0.3

Date	Timekeeper	Narrative	Hours
10/20/21	Worenklein, Elie J.	Edit plan to reflect UST comments (1.2); call with UST re comments to plan (.4); draft email to team re UST comments (.3).	1.9
10/21/21	Worenklein, Elie J.	Draft email to PAL management team re status of recent plan revisions.	0.6
10/22/21	Worenklein, Elie J.	Calls with KCC re solicitation questions (.9); emails with NRF re list of voting claims (.4); respond to email from PAL re schedule of assumed/rejected leases (.3).	1.6
10/25/21	Ball, Jasmine	Email to aviation creditor party on request for language update to plan and disclosure statement.	0.2
10/25/21	Kaluk, Nick S. III	Review plan and disclosure statement WIP.	0.1
10/25/21	Carlson, Mitchell	Correspond with R. Heller re confirmation brief (.4); review briefs and orders (.9); emails with E. Worenklein re same (.2).	1.5
10/25/21	Dizon, Tzerina	Review confirmation work streams list (.1); review precedent confirmation brief and orders (.8); review and circulate precedent (.2).	1.1
10/25/21	Worenklein, Elie J.	Draft email to team re upcoming plan work streams (.3); review precedent for confirmation pleadings (1.5); revise plan to include UST language and other edits (.9); update annex of voting class chart (.4); draft email to KCC re solicitation information (.2); draft email to W&C re revisions to plan and disclosure statement (.4); draft email to NRF re UST plan comments (.2).	3.9
10/26/21	Ball, Jasmine	Call with K. Hollingsworth, T. Dizon, M. Carlson, N. Kaluk and E. Worenklein on confirmation hearing work streams.	0.7
10/26/21	Kaluk, Nick S. III	Participate in internal call led by J. Ball and E. Worenklein re plan supplement and confirmation documents (.7); follow up call to E. Worenklein re same (.3).	1.0
10/26/21	Carlson, Mitchell	Review additional precedent re confirmation brief and related documents (1.1); begin draft of confirmation brief (.5).	1.6
10/26/21	Carlson, Mitchell	Attend team call re confirmation brief prep (.7); emails re same (.1).	0.8
10/26/21	Dizon, Tzerina	Attend internal call re confirmation work streams led by E. Worenklein (.7); emails with R. Heller re confirmation order (.4).	1.1
10/26/21	Heller, Rory	Internal team call re confirmation work streams (.7); call with E. Worenklein re plan supplement (.3); research plan supplement exhibit precedents (.8).	1.8
10/26/21	Worenklein, Elie J.	Update plan to reflect NRF comments (.8); attend internal team call re confirmation prep (.7); call with N. Kaluk re plan supplement documents (.3); call with R. Heller re plan supplement projects (.3); review plan supplement precedent (.8).	2.9
10/27/21	Ball, Jasmine	Review issues related to issuance of new PAL shares upon emergence.	0.9
10/27/21	Carlson, Mitchell	Email R. Heller re plan supplement exhibits (.1); email T. Dizon re confirmation order (.1); continue draft of confirmation brief (3.5).	3.7

Date	Timekeeper	Narrative	Hours
10/27/21	Dizon, Tzerina	Review precedent confirmation order (.5); email to M. Carlson and R. Heller re same (.1).	0.6
10/27/21	Worenklein, Elie J.	Emails with NRF re changes to plan structure (.3); call with KCC re plan ballots (.3); comment on draft schedule of class 3 ballots (.4); call with NRF re plan ballots, disclosure statement and NAC RSA (.4).	1.4
10/27/21	Worenklein, Elie J.	Review existing org documents for plan revisions.	0.4
10/28/21	Ball, Jasmine	Call with client and ACCRA team on steps for share issuance by PAL upon emergence.	0.8
10/28/21	Carlson, Mitchell	Draft confirmation brief.	6.6
10/28/21	Heller, Rory	Review plan supplement precedents (1.3); call with E. Worenklein re same (.6).	1.9
10/28/21	Worenklein, Elie J.	Call with R. Heller re plan supplement exhibits.	0.6
10/29/21	Ball, Jasmine	Further attention to UST comments on plan and disclosure statement.	0.7
10/29/21	Kaluk, Nick S. III	Review MNAT comments to plan (.1); email with J. Ball and E. Worenklein re UST comments to plan (.3); email with A. Zatz and W&C team re plan supplement documents (.3).	0.7
10/29/21	Carlson, Mitchell	Revise confirmation brief (2.0); begin drafting declaration supporting confirmation brief (2.1).	4.1
10/29/21	Heller, Rory	Draft assumed contracts and leases schedule (.8); call with T. Dizon re draft of confirmation order (.2); prepare list of retained causes of action re plan supplement (1.9).	2.9
10/29/21	Worenklein, Elie J.	Emails with team re UST plan comments (.3); review and incorporate CBC plan comments (1.3); review PAL comments to ballot list (.4); emails with KCC re ballot list (.3).	2.3
Total Hours			215.5

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	42.6	1,790.00	76,254.00
	Partner Total	42.6		\$76,254.00
Counsel	Kaluk, Nick S. III	25.4	1,290.00	32,766.00
	Counsel Total	25.4		\$32,766.00
Associate	Worenklein, Elie J.	74.7	1,185.00	88,519.50
	Carlson, Mitchell	55.5	810.00	44,955.00
	Dizon, Tzerina	9.0	810.00	7,290.00
	Heller, Rory	6.6	650.00	4,290.00
	Associate Total	145.8		\$145,054.50
Legal Assistant	Hollingsworth, Kimberly	1.7	410.00	697.00
	Legal Assistant Total	1.7		\$697.00
Matter Total		215.5		\$254,771.50

Date	Timekeeper	Narrative	Hours
10/04/21	Kaluk, Nick S. III	Call (.3) and email (.3) with T. Dizon re LC lift stay stipulations; review draft of same (1.7); email re same with J. Chua [PAL] (.2); email re same with S. Arbeit [UST] (.3); email re same with R. Spitzer [CACIB] (.2); email with E. Worenklein re second day press release revisions (.2).	3.2
10/04/21	Dizon, Tzerina	Call with N. Kaluk re automatic stay stipulation (.3); draft automatic stay stipulation (2.0); emails with N. Kaluk re same (.1).	2.4
10/05/21	Kaluk, Nick S. III	Email with J. Chua [PAL] re LC list stay stipulation (.2); email with S. Arbeit [UST] re LC lift stay stipulation (.2).	0.4
10/05/21	Carlson, Mitchell	Revise letter to PAL creditor re automatic stay (.5); emails with N. Kaluk re same (.2).	0.7
10/05/21	Dizon, Tzerina	Revise automatic stay stipulation (.5); send email to J. Ball re same (.1).	0.6
10/06/21	Kaluk, Nick S. III	Revise draft LC lift stay stipulation (.5); email with client re same (.2); email with T. Dizon re same (.3).	1.0
10/06/21	Dizon, Tzerina	Further revise automatic stay stipulation re PAL account information (.3); emails with N. Kaluk re same (.1).	0.4
10/07/21	Kaluk, Nick S. III	Email with J. Ball re LC lift stay stip.	0.1
10/11/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] and R. Spitzer [CACIB] re lift stay motion.	0.2
10/12/21	Kaluk, Nick S. III	Call with R. Spitzer [CACIB] re lift stay motion.	0.2
10/14/21	Kaluk, Nick S. III	Call and email with T. Dizon re CACIB stip.	0.3
10/14/21	Dizon, Tzerina	Call with N. Kaluk re automatic stay stipulation (.1); revise automatic stay stipulation (1.5); call with E. Worenklein re same (.1); emails with N. Kaluk re same (.1).	1.8
10/14/21	Worenklein, Elie J.	Call with T. Dizon re LC stipulation.	0.3
10/15/21	Kaluk, Nick S. III	Call with R. Spitzer [CACIB] re CACIB stip (.2); call (.2) and email (.3) with J. Ball and T. Dizon re same; revise same (.9).	1.6
10/19/21	Ball, Jasmine	Review notice of presentment of CACIB agreed stipulation for lift stay related to cash collateral (.5); email to Dizon on CACIB stipulation (.1).	0.6
10/19/21	Kaluk, Nick S. III	Email with R. Spitzer (.1) and with S. Arbeit [UST] (.2) re lift-stay stip; revise same (.2); email with T. Dizon re presentment notice for same (.3).	0.8
10/19/21	Dizon, Tzerina	Draft notice of presentment re automatic stay stipulation (1.1); emails with N. Kaluk re same (.1); revise notice of presentment re automatic stay stipulation (.2); emails with N. Kaluk and counterparty re same (.1).	1.5
10/20/21	Kaluk, Nick S. III	Email with T. Dizon re notice of presentment and revisions to CACIB stip (.5); review local rules re same (.2); email with R. Spitzer re same (.2).	0.9

Date	Timekeeper	Narrative	Hours
10/20/21	Dizon, Tzerina	Send email to J. Ball re automatic stay stipulation (.1); research re presentment notice requirements (.8); emails with N. Kaluk and K. Hollingsworth re same (.2); email to counterparty re same (.1); prepare filing version of automatic stay stipulation (.3).	1.5
10/21/21	Ball, Jasmine	Review CACIB consensual lift stay motion with respect to application of cash collateral and email to T. Dizon sign-off on same.	0.3
10/21/21	Kaluk, Nick S. III	Finalize CACIB stip.	0.3
10/21/21	Dizon, Tzerina	Revise notice of presentment re automatic stay stipulation (.3); research SDNY requirements re same (.3); emails with N. Kaluk and J. Ball re same (.1); emails with counterparty re same (.1).	0.8
Total Hours			19.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.9	1,790.00	1,611.00
	Partner Total	0.9		\$1,611.00
Counsel	Kaluk, Nick S. III	9.0	1,290.00	11,610.00
	Counsel Total	9.0		\$11,610.00
Associate	Worenklein, Elie J.	0.3	1,185.00	355.50
	Carlson, Mitchell	0.7	810.00	567.00
	Dizon, Tzerina	9.0	810.00	7,290.00
	Associate Total	10.0		\$8,212.50
Matter Total		19.9		\$21,433.50

26417.1114 – TAXES

Invoice Number: 2413711

Date	Timekeeper	Narrative	Hours
10/08/21	Friedman, Ben Lee	Emails with E. Cleary and M. Bolotin re flip-up (.8); call with E. Cleary re U.S. tax disclosure (.3); revise U.S. tax disclosure (1.2); revise withholding language in Plan (1.1).	3.4
10/09/21	Friedman, Ben Lee	Revise U.S. tax disclosure (1.5); correspond with E. Cleary and M. Bolotin re same (.3).	1.8
10/12/21	Friedman, Ben Lee	Email to E. Cleary re U.S. tax disclosure (.2); emails with E. Worenklein re flip-up mechanics (.3); revise U.S. tax disclosure (.6); call with E. Cleary and M. Bolotin re U.S. tax disclosure (.5); correspond with E. Worenklein re same (.2).	1.8
10/13/21	Friedman, Ben Lee	Review revised draft of disclosure statement (.6); correspond with E. Worenklein re U.S. tax disclosure (.9).	1.5
10/21/21	Friedman, Ben Lee	Correspond with N. Kaluk and E. Cleary re PAL's 2020 tax return.	0.4
Total Hours			8.9

26417.1114 – TAXES

Invoice Number: 2413711

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Associate	Friedman, Ben Lee	8.9	1,185.00	10,546.50
	Associate Total	8.9		\$10,546.50
Matter Total		8.9		\$10,546.50

Date	Timekeeper	Narrative	Hours
10/01/21	Ball, Jasmine	Review recognition proceedings emails from E. Worenklein and status update on preparation for such proceedings.	0.4
10/01/21	Dizon, Tzerina	Review chapter 11 plan summary in preparation for Philippine recognition hearing (.3); send email to E. Worenklein re same (.1).	0.4
10/01/21	Worenklein, Elie J.	Calls with K. Ortiz [Togut] re prep for recognition hearing (.7); draft summary of case and plan for sharing with the court in the recognition proceeding (.8); emails with client re recognition hearing on 10/4 (.2).	1.7
10/03/21	Kaluk, Nick S. III	Email with E. Worenklein re recognition proceeding.	0.1
10/03/21	Worenklein, Elie J.	Participate in recognition proceeding hearing re update on chapter 11 case.	2.4
10/05/21	Worenklein, Elie J.	Draft email to F. Lim [ACCRA] re questions for recognition hearing (.4); emails with M. Erosa re certified court orders (.2).	0.6
10/06/21	Dizon, Tzerina	Call with E. Worenklein re foreign proceeding (.1); call with M. Carlson re same (.2); draft foreign proceeding section re disclosure statement (.3); emails with E. Worenklein re same (.1).	0.7
10/07/21	Worenklein, Elie J.	Participate in recognition hearing.	2.9
10/07/21	Worenklein, Elie J.	Call with D. Rosenzweig (NRF) re prep for recognition hearing (.4); call with K. Ortiz [Togut] re same (.2); review memo for F. Lim [ACCRA] re US bankruptcy requirements (.3).	0.9
10/21/21	Worenklein, Elie J.	Correspond with team re apostille documents for recognition proceeding.	0.4
10/25/21	Ball, Jasmine	Review update from F. Lim [ACCRA] on Philippine Court bankruptcy recognition proceeding.	0.2
10/25/21	Worenklein, Elie J.	Review opinion granting recognition petition.	0.4
10/28/21	Worenklein, Elie J.	Draft email to PAL and local counsel re pending Japan litigation and the automatic stay.	0.3
Total Hours			11.4

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.6	1,790.00	1,074.00
	Partner Total	0.6		\$1,074.00
Counsel	Kaluk, Nick S. III	0.1	1,290.00	129.00
	Counsel Total	0.1		\$129.00
Associate	Worenklein, Elie J.	9.6	1,185.00	11,376.00
	Dizon, Tzerina	1.1	810.00	891.00
	Associate Total	10.7		\$12,267.00
Matter Total		11.4		\$13,470.00

Date	Timekeeper	Narrative	Hours
10/01/21	Kaluk, Nick S. III	Edit second day press release (.3); email re same with E. Worenklein (.1).	0.4
10/03/21	Kaluk, Nick S. III	Email with E. Worenklein re UST reporting deliverables.	0.2
10/05/21	Kaluk, Nick S. III	Email with D. Walker [Seabury] and C. de Castro [PAL] re September MOR (.2); review status of outstanding UST reporting deliverables (.3).	0.5
10/07/21	Kaluk, Nick S. III	Email with K. Hollingsworth and J. Huang re additional reporting deliverables (.2); initial review of same (.2).	0.4
10/08/21	Worenklein, Elie J.	Respond to list of client questions re MOR.	0.7
10/11/21	Kaluk, Nick S. III	Review supplemental account reporting materials from PAL (.6); email re same with M. Moroney [UST] (.3).	0.9
10/11/21	Worenklein, Elie J.	Review updated matrix of critical vendor payments.	0.1
10/12/21	Kaluk, Nick S. III	Email with E. Worenklein and M. Tagle [PAL] re UST reporting deliverables.	0.3
10/12/21	Worenklein, Elie J.	Comment on draft MOR.	0.4
10/12/21	Worenklein, Elie J.	Respond to questions from PAL re MOR (.4); draft schedule exhibit for MOR requirements (.5).	0.9
10/12/21	Hollingsworth, Kimberly	Draft MOR schedule.	1.2
10/13/21	Kaluk, Nick S. III	Email with E. Worenklein and K. Segundo [PAL] re UST reporting.	0.2
10/14/21	Kaluk, Nick S. III	Email with M. Tagle and K. Segundo [PAL] re UST reporting (.3); review (.3) and distribute (.2) September account statements to UST; email with E. Worenklein re MOR (.1).	0.9
10/15/21	Hollingsworth, Kimberly	Respond to emails re MOR (.4); prepare filing re same (.3); call with E. Worenklein re same (.2).	0.9
10/18/21	Worenklein, Elie J.	Emails with PAL re honoring certain checks (.3); correspond with N. Kaluk re same (.2); draft email to UST re updated critical vendor payment matrix (.2).	0.7
10/19/21	Hollingsworth, Kimberly	Prepare MOR template.	1.2
10/20/21	Kaluk, Nick S. III	Finalize UST reporting deliverables (.6); email with J. Ball and M. Moroney [UST] re same (.3).	0.9
10/27/21	Kaluk, Nick S. III	Email with E. Worenklein and re possible new bank accounts.	0.2
10/27/21	Carlson, Mitchell	Correspond with N. Kaluk re amendment to credit card processing agreement (.2); revised proposed amendment re comments (3.6); emails with N. Kaluk re same (.6).	4.4
10/29/21	Kaluk, Nick S. III	Email with N. Rodriguez and PAL team re UST reporting requirements acknowledgement.	0.4
Total Hours			15.8

26417.1117 – BUSINESS OPERATIONS

Invoice Number: 2413711

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Counsel	Kaluk, Nick S. III	5.3	1,290.00	6,837.00
	Counsel Total	5.3		\$6,837.00
Associate	Worenklein, Elie J.	2.8	1,185.00	3,318.00
	Carlson, Mitchell	4.4	810.00	3,564.00
	Associate Total	7.2		\$6,882.00
Legal Assistant	Hollingsworth, Kimberly	3.3	410.00	1,353.00
	Legal Assistant Total	3.3		\$1,353.00
Matter Total		15.8		\$15,072.00

26417.1115 - EXPENSES

Invoice Number: 2413711

CHARGE AND DISBURSEMENT DETAIL

Date	Description	Amount
10/03/21	Duplicating (207 x .10 – b/w copies)	20.70
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: T-BEEKEN-09/21; Date: 10/12/2021 - Tim Beeken #6319 - Courts/ USBC-NY (Stamped Documents for Foreign Proceeding)	44.00
10/15/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-541-81664; Date: 10/22/2021 - 10/15/2021 (Binder to Nick Kaluk)	44.83
10/15/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-541-81664; Date: 10/22/2021 - 10/15/2021 (Binder to Elie J Worenklein)	27.23
10/15/21	Federal Express, DHL & UPS deliveries – Vendor: FedEx (Federal Express) FEDEX-Fedex; Invoice#: 7-541-81664; Date: 10/22/2021 - 10/15/2021 (Binder to Jasmine Ball)	39.38
Matter Total		\$176.14

26417.1115 - EXPENSES

Invoice Number: 2413711

EXPENSE SUMMARY

Expense Category	Amount
Duplicating ¹	\$20.70
Filing Fees	\$44.00
Document Retrieval Service	\$111.44
Expense Total	\$176.14

¹ Rate for black and white photocopies is \$.10 per page; rate for color photocopies is \$.25 per page.



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

November 29, 2021

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2413711

Client 26417

REMITTANCE SUMMARY
(Payment Due Upon Receipt)

Fees	\$518,519.00
Charges and Disbursements	\$176.14
TOTAL	\$518,695.14

Check

Debevoise & Plimpton LLP
Accounting Department, 28th Floor
919 Third Avenue
New York, N.Y. 10022

Wire Transfer

Citibank, N.A., New York, N.Y.
ABA # [REDACTED]
SWIFT: [REDACTED] Account # [REDACTED]
Invoice No.: 2413711



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

December 14, 2021

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2415764

Client 26417

FOR PROFESSIONAL SERVICES rendered through November 30, 2021 in connection with the following matters:

CASE ADMINISTRATION	\$36,063.00
CLAIMS ADMINISTRATION, OBJECTIONS & SETTLEMENTS	\$6,254.00
AIRCRAFT FINANCING	\$10,901.50
COURT HEARINGS	\$7,499.50
RETENTION & FEE APPLICATIONS	\$37,143.00
CORPORATE GOVERNANCE	\$27,239.50
MEETINGS & COMMUNICATIONS WITH CLIENT	\$22,938.00
MEETINGS & COMMUNICATIONS WITH CREDITORS	\$10,094.00
FINANCING & CASH COLLATERAL	\$13,398.00
PLAN & DISCLOSURE STATEMENT	\$201,639.00
RELIEF FROM STAY & ADEQUATE PROTECTION	\$516.00
NON-BANKRUPTCY LITIGATION	\$948.00
BUSINESS OPERATIONS	\$11,802.00
 Total Fees	 \$386,435.50
Charges and Disbursements	\$4,656.60
TOTAL AMOUNT DUE	\$391,092.10

Payment Due Upon Receipt

Payment may Be Made By Wire Transfer to:

Account # [REDACTED] at Citibank, N. A., New York, N. Y.

ABA # [REDACTED] SWIFT: [REDACTED]

Tax Identification Number [REDACTED]

Date	Timekeeper	Narrative	Hours
11/01/21	Ball, Jasmine	Review and comment on 2015.3 report and exhibits in preparation for filing.	0.9
11/01/21	Carlson, Mitchell	Review 2015.3 report and discuss suggested revisions with T. Dizon.	0.9
11/01/21	Dizon, Tzerina	Review 2015.3 reports re financial statements (.7); emails to E. Worenklein and J. Ball re same (.4); review PAL comments to 2015.3 report (.7); further revise 2015.3 general notes and exhibits (.9); emails to E. Worenklein re same (.1); draft email to client re same (.3); prepare 2015.3 report for filing (.1).	3.2
11/01/21	Worenklein, Elie J.	Emails with T. Dizon re 2015 report (.3); review PAL comments to report (.2); update report prior to filing (.5); emails with KCC re service of 2015 report (.2).	1.2
11/01/21	Hollingsworth, Kimberly	Respond to team emails re case administration (.5); update case files re same (.1); file periodic report re 2015.3 (.2); emails re same (.1).	0.9
11/03/21	Ball, Jasmine	Update call with K. Hollingsworth, T. Dizon, M. Carlson, N. Kaluk and E. Worenklein on upcoming filings and related issues.	0.4
11/03/21	Kaluk, Nick S. III	Participate in standing internal WIP call.	0.4
11/03/21	Carlson, Mitchell	Attend team call re updates and new workstreams.	0.4
11/03/21	Dizon, Tzerina	Attend weekly internal update call led by E. Worenklein.	0.4
11/03/21	Heller, Rory	Draft notice of rescheduled omnibus hearing (.6); weekly internal Debevoise update call (.4).	1.0
11/03/21	Worenklein, Elie J.	Join in weekly internal team call.	0.4
11/04/21	Kaluk, Nick S. III	Email with Chambers re hearing re-scheduling.	0.1
11/05/21	Dizon, Tzerina	Revise amended SOFA exhibit (.7); emails with E. Worenklein re same (.1).	0.8
11/05/21	Heller, Rory	Edit chart of creditor information.	0.5
11/07/21	Heller, Rory	Review omnibus hearing notice (.1); email with E. Worenklein re same (.1); revise creditor list (.3).	0.5
11/08/21	Carlson, Mitchell	Update CDL calendar events and emails with K. Hollingsworth re same.	0.1
11/08/21	Heller, Rory	Make further revisions to creditor list (.6); correspond with E. Worenklein re same (.1); draft notice of revised plan (.7); draft notice of disclosure statement (.6); draft notice of disclosure statement order (.5).	2.5
11/08/21	Worenklein, Elie J.	Phone call with K. Hollingsworth re case status and upcoming filings (.5); revise draft notice of hearing rescheduling (.2); draft email to team re upcoming workstreams (.2).	0.9
11/08/21	Hollingsworth, Kimberly	Call with E. Worenklein re today's planned filings (.5); edit notice of hearing (.3); prepare 11/8 filings (.4); file same (.2); register clients for disclosure statement hearing (.3); emails to E. Worenklein re same (.4).	2.1

Date	Timekeeper	Narrative	Hours
11/09/21	Dizon, Tzerina	Review PAL dockets for entries of orders (.4); emails with N. Kaluk re same (.1); draft email to Chambers re same (.2); email with N. Kaluk re audit letter response (.2).	0.9
11/09/21	Worenklein, Elie J.	Markup draft agenda for 11/12 hearing.	0.4
11/09/21	Hollingsworth, Kimberly	Register additional names for 11/12 hearing (.7); prepare individual, instructional emails re same (.9); call with E. Worenklein re 11/12 hearing (.2); file amended schedules and SOFA (.2); make payment re same (.1); emails w/ KCC re service (.2); update case folders re same (.5); begin preparations of courtesy copy binders for Judge Chapman (1.4); revise 11/12 hearing agenda (.2).	4.4
11/10/21	Kaluk, Nick S. III	Participate in standing WIP call with J. Ball and Debevoise team (.4); email with K. Hollingsworth re Chambers binders for Friday's hearing (.1).	0.5
11/10/21	Carlson, Mitchell	Attend internal PAL call re updates and 11/12 hearing (.4); emails with J. Ball, K. Hollingsworth, N. Kaluk and E. Worenklein re DS hearing logistics (.2).	0.6
11/10/21	Dizon, Tzerina	Attend weekly internal call led by E. Worenklein.	0.4
11/10/21	Heller, Rory	Attend internal team update call.	0.4
11/10/21	Worenklein, Elie J.	Attend weekly internal call with team re open matters.	0.4
11/10/21	Hollingsworth, Kimberly	Finalize binders to Judge Chapman re revised plan, DS, and schedules (2.1); coordinate delivery re same (.4); finalize 11/12 hearing agenda re filing (.3); respond to team emails re case management (1.8); respond to emails from M. Carlson re preparation for filing (.3); review court dockets re same (.9); prepare OCPs affidavits for filing (.3); emails w/ KCC re service (.2); update case folders re filings (.4); prepare E-binders for 11/12 hearing (.9); coordinate delivery of binders to J. Ball, M. Carlson, and E. Worenklein (.3); attend team meeting w/ J. Ball, N. Kaluk, E. Worenklein, T. Dizon, M. Carlson, and R. Heller re updates (.4); correspond w/ N. Kaluk and E. Worenklein re DS hearing (.5); emails w/ team re logistics for hearing (.4).	9.2
11/11/21	Carlson, Mitchell	Emails E. Worenklein, N. Kaluk, and K. Hollingsworth re hearing logistics (.3); calls with K. Hollingsworth re same (.4); discussion with T. Dizon re same (.1); emails with client re listen-in only line re disclosure statement hearing (.2).	1.0
11/11/21	Hollingsworth, Kimberly	Respond to team emails re orders to Chambers (.2); respond to emails from M. Carlson re logistics for 11/12 hearing (.2).	0.4
11/12/21	Carlson, Mitchell	Review the docket for certain stipulation orders (.2); emails with J. Ball, N. Kaluk, and K. Hollingsworth re same (.2).	0.4
11/12/21	Heller, Rory	Review court docket re OCP declarations (.3); circulate same to E. Worenklein (.2).	0.5
11/15/21	Carlson, Mitchell	Discuss MOR with T. Dizon.	0.1
11/15/21	Dizon, Tzerina	Revise second monthly operating report (2.2); discuss MOR with M. Carlson re same (.1); emails with K. Hollingsworth and E. Worenklein re filing same (.2); review filing copy of same (.2).	2.7

26417.1100 – CASE ADMINISTRATION

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/15/21	Hollingsworth, Kimberly	Finalize October MOR with exhibits for filing (.8); respond to team emails re filings (.3); update case folders re filings (.4); circulate 11/12/21 hearing transcript (.1).	1.6
11/16/21	Carlson, Mitchell	Review audit response letter and comment on the same, answer audit questionnaire, and emails with T. Dizon re same (.3); review emails with KCC re publication (.1); call with K. Hollingsworth re case updates (.5).	0.9
11/16/21	Hollingsworth, Kimberly	Call with M. Carlson re case management (.5); emails re same (.1).	0.6
11/17/21	Kaluk, Nick S. III	Participate in weekly standing internal WIP call.	0.5
11/17/21	Carlson, Mitchell	Attend team call re updates.	0.5
11/17/21	Dizon, Tzerina	Attend weekly internal update call.	0.5
11/17/21	Heller, Rory	Attend internal team update call.	0.5
11/17/21	Worenklein, Elie J.	Participate in weekly internal team call re open items and next steps.	0.5
11/17/21	Hollingsworth, Kimberly	Attend weekly team meeting with E. Worenklein, N. Kaluk, R. Heller, and T. Dizon (.5); call with E. Worenklein re draft stipulation (.1); prepare RRFIP stipulation for filing (.4); review court docket re substantive filings (.2); update case folders re same (.1).	1.3
11/19/21	Hollingsworth, Kimberly	Call with E. Worenklein re case management (.4); emails re same (.3); send email to Chambers re ECF 268 (.2); emails w/ J. Ball and E. Worenklein re same (.2).	1.1
11/22/21	Ball, Jasmine	Emails with A. McDermott [KCC] on noticing of creditor.	0.1
11/24/21	Heller, Rory	Create confirmation order redlines (.2); draft Debevoise fee applications (4.8).	5.0
Total Hours			53.0

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	1.4	1,790.00	2,506.00
	Partner Total	1.4		\$2,506.00
Counsel	Kaluk, Nick S. III	1.5	1,290.00	1,935.00
	Counsel Total	1.5		\$1,935.00
Associate	Worenklein, Elie J.	3.8	1,185.00	4,503.00
	Carlson, Mitchell	4.9	810.00	3,969.00
	Dizon, Tzerina	8.9	810.00	7,209.00
	Heller, Rory	10.9	650.00	7,085.00
	Associate Total	28.5		\$22,766.00
Legal Assistant	Hollingsworth, Kimberly	21.6	410.00	8,856.00
	Legal Assistant Total	21.6		\$8,856.00
Matter Total		53.0		\$36,063.00

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/04/21	Worenklein, Elie J.	Review and markup local claim agreement with bank counterparty.	0.6
11/05/21	Dizon, Tzerina	Emails with SDNY chambers re notice of presentment (.3); emails with CACIB re same (.1).	0.4
11/07/21	Worenklein, Elie J.	Review revised schedules and respond to KCC with comments.	0.5
11/08/21	Dizon, Tzerina	Emails with N. Kaluk and CACIB re stipulation.	0.2
11/08/21	Worenklein, Elie J.	Emails with KCC re amended schedules (.3); review revised schedules (1.1).	1.4
11/10/21	Dizon, Tzerina	Emails with N. Kaluk and K. Hollingsworth re CACIB and AUB stipulations (.4); emails with Chambers re same (.1); email to CACIB re same (.1).	0.6
11/11/21	Ball, Jasmine	Review AUB stipulation (.2); review and respond to question from Claim 4 creditor (.4).	0.6
11/12/21	Ball, Jasmine	Emails with E. Worenklein on creditor transferring class 4 claim.	0.1
11/12/21	Worenklein, Elie J.	Review and markup draft claim stipulation for aircraft party.	0.4
11/16/21	Worenklein, Elie J.	Emails with F. Vasquez [NRF] re aircraft party claim stipulation.	0.3
11/19/21	Worenklein, Elie J.	Draft email to Chambers re aircraft party claims allowance stipulation.	0.2
Total Hours			5.3

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2415764

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.7	1,790.00	1,253.00
	Partner Total	0.7		\$1,253.00
Associate	Worenklein, Elie J.	3.4	1,185.00	4,029.00
	Dizon, Tzerina	1.2	810.00	972.00
	Associate Total	4.6		\$5,001.00
Matter Total		5.3		\$6,254.00

Date	Timekeeper	Narrative	Hours
11/01/21	Ball, Jasmine	Emails with D. Rosenzweig [NRF] on indenture trustee questions with respect assumption of aircraft financing agreements.	0.2
11/02/21	Worenklein, Elie J.	Phone call (partial) with NRF and J. Ball re negotiations with RSA party.	0.8
11/03/21	Ball, Jasmine	Call with counsel to aircraft party indenture trustee and D. Rosenzweig [NRF] (.4); call with D. Rosenzweig [NRF] on request from aircraft party indenture trustee (.3).	0.7
11/08/21	Dizon, Tzerina	Review aircraft party stipulation (.3); email to N. Kaluk re same (.1).	0.4
11/10/21	Ball, Jasmine	Call with D. Rosenzweig [NRF] on request from aircraft creditor counterparty with respect to contract terms.	0.2
11/10/21	Kaluk, Nick S. III	Email with T. Dizon re yet-to-be-entered aircraft stips.	0.5
11/11/21	Ball, Jasmine	Review draft exit facility term sheet.	0.7
11/16/21	Ball, Jasmine	Revise draft deed of assignment (1.1); email to D. Rosenzweig [NRF] on proposed revisions to draft deed of assignment (.4); email to D Rosenzweig [NRF] on deed of assignment for aircraft parties to enter into (.2).	1.7
11/19/21	Ball, Jasmine	Review and respond to E. Worenklein on Court question on aviation party stipulation adjusting claim allocation reflected in restructuring support agreement.	0.3
11/29/21	Carlson, Mitchell	Review materials to be sent to potential exit facility lenders (.3); emails with R. Heller re same (.2).	0.5
11/29/21	Worenklein, Elie J.	Review and comment on draft aircraft lease amendment agreements.	0.4
11/30/21	Worenklein, Elie J.	Multiple calls with F. Vazquez [NRF] re RSA lease assumptions (.7); draft email to PAL re assumed leases (.3); respond to email from Vedder Price re aircraft lease agreement amendments (.1).	1.1
Total Hours			7.5

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	3.8	1,790.00	6,802.00
	Partner Total	3.8		\$6,802.00
Counsel	Kaluk, Nick S. III	0.5	1,290.00	645.00
	Counsel Total	0.5		\$645.00
Associate	Worenklein, Elie J.	2.3	1,185.00	2,725.50
	Carlson, Mitchell	0.5	810.00	405.00
	Dizon, Tzerina	0.4	810.00	324.00
	Associate Total	3.2		\$3,454.50
Matter Total		7.5		\$10,901.50

26417.1104 – COURT HEARINGS

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/09/21	Carlson, Mitchell	Emails with E. Worenklein and K. Hollingsworth re disclosure statement hearing (.2); begin draft outline of same (.2).	0.4
11/10/21	Carlson, Mitchell	Draft script for disclosure statement hearing (6.4); emails with E. Worenklein re the same (.3); discussions with T. Dizon and E. Worenklein re confirmation documents and work streams (.2).	6.9
11/10/21	Worenklein, Elie J.	Review and revise draft for DS hearing outline.	0.9
11/12/21	Ball, Jasmine	Attend and present at disclosure statement approval hearing.	0.2
11/12/21	Carlson, Mitchell	Prepare for hearing re disclosure statement.	0.2
Total Hours			8.6

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.2	1,790.00	358.00
	Partner Total	0.2		\$358.00
Associate	Worenklein, Elie J.	0.9	1,185.00	1,066.50
	Carlson, Mitchell	7.5	810.00	6,075.00
	Associate Total	8.4		\$7,141.50
Matter Total		8.6		\$7,499.50

Date	Timekeeper	Narrative	Hours
11/01/21	Worenklein, Elie J.	Phone call with PAL and local counsel re OCP declaration (.4); revise draft OCP affidavit for Baker Mackenzie (.3).	0.7
11/08/21	Kaluk, Nick S. III	Email with E. Worenklein re fee app structure and timing.	0.3
11/08/21	Carlson, Mitchell	Call with K. Hollingsworth re September fee statement (.1) emails with N. Kaluk and K. Hollingsworth re same (.1); draft Debevoise's first monthly fee application (2.4).	2.6
11/08/21	Worenklein, Elie J.	Emails with N. Kaluk re status of fee application (.2); respond to email from NRF re fee application question (.1).	0.3
11/09/21	Carlson, Mitchell	Review interim compensation order alongside first monthly fee statement to confirm all requirements met (.4); emails with J. Ball and N. Kaluk re same (.1); make revisions to first monthly fee statement (.2); draft second monthly fee statement (.5).	1.2
11/10/21	Kaluk, Nick S. III	Email with J. Ball and K. Hollingsworth re status of September and October monthly fee apps.	0.2
11/11/21	Ball, Jasmine	Respond to questions from NRF on monthly fee applications (.3); review fee application process and email to C. De Castro and N. Rodriguez [both PAL] on fee application process (.4); emails with K. Hollingsworth and N. Kaluk on monthly fee application (.4).	1.1
11/11/21	Kaluk, Nick S. III	Email with J. Ball, M. Carlson and K. Hollingsworth re timing and process for debtor professional monthly fee statements.	0.2
11/12/21	Kaluk, Nick S. III	Call with K. Hollingsworth re pending monthly fee apps (.2); email with J. Ball, E. Worenklein and M. Carlson re fee apps for debtor professionals (.1).	0.3
11/12/21	Carlson, Mitchell	Draft shell for Seabury's first monthly fee statement.	0.4
11/15/21	Kaluk, Nick S. III	Revise form of Seabury fee statement (.6); email re same with M. Carlson (.3); email with K. Hollingsworth and others internally re Debevoise fee statement status and timing (.2).	1.1
11/15/21	Carlson, Mitchell	Review W&C fee statement and emails with N. Kaluk re same (.3); email the client re the same (.1); revise September fee application for Seabury (.8); emails with J. Ball and N. Kaluk re same (.1); review N. Kaluk comments to the same and make additional revisions (.5); email D. Walker [Seabury] re same (.2).	2.0
11/16/21	Kaluk, Nick S. III	Call with K. Hollingsworth re September and October fee apps.	0.5
11/16/21	Carlson, Mitchell	Revise first and second monthly fee statements to incorporate N. Kaluk comments.	0.5
11/17/21	Carlson, Mitchell	Emails with K. Hollingsworth re Debevoise fee application.	0.2
11/18/21	Carlson, Mitchell	Call with K. Hollingsworth re Debevoise fee application (.2); prepare fee details exhibit re fee application (1.9).	2.1
11/18/21	Worenklein, Elie J.	Review revisions and open items for September fee applications.	0.4
11/19/21	Ball, Jasmine	Review and comment on form monthly fee application.	0.6
11/19/21	Kaluk, Nick S. III	Review cover pleading for first monthly fee statement.	0.4

Date	Timekeeper	Narrative	Hours
11/19/21	Carlson, Mitchell	Review N. Kaluk comments to Debevoise Sept. fee app (.3); email J. Ball re same (.1); revise fee app to incorporate J. Ball comments (.3).	0.7
11/19/21	Worenklein, Elie J.	Phone call with K. Hollingsworth re status of fee applications and other open items.	0.4
11/22/21	Carlson, Mitchell	Review and revise KCC fee applications for September and October (.6); emails with J. Ball, N. Kaluk, and E. Worenklein re same (.2).	0.8
11/22/21	Worenklein, Elie J.	Phone call with D. Walker [Seabury] re fee application questions.	0.4
11/23/21	Ball, Jasmine	Review and comment on draft fee applications in preparation for filing (2.3); review and sign-off on KCC fee application for filing (.4).	2.7
11/23/21	Carlson, Mitchell	Email K. Hollingsworth re KCC fee applications (.1); make final revisions to KCC fee applications and make redactions to exhibits to the same (.7); emails with E. Worenklein re same (.1); call with K. Hollingsworth re fee applications (.3).	1.2
11/23/21	Heller, Rory	Create tracking chart of retained parties' monthly fee applications (1.2); emails with A. McDermott [KCC] same (.3).	1.5
11/23/21	Worenklein, Elie J.	Emails with R. Heller re fee application tracker (.3); comment on draft KCC fee applications (.4); phone calls with A. McDermott (KCC) re fee application comments (.7); further edit draft KCC fee applications (.4).	1.8
11/24/21	Kaluk, Nick S. III	Call with K. Hollingsworth re preparing fee apps for filing.	0.2
11/24/21	Carlson, Mitchell	Further redact KCC fee applications (.1); finalize the same for filing (.2); emails with E. Worenklein and K. Hollingsworth re same (.1); call with K. Hollingsworth re Debevoise fee application (.1); call with R. Heller and K. Hollingsworth re same (.1); update Debevoise October fee application (.4); review fee details for September and October monthly fee statements (1.6); emails with R. Heller and K. Hollingsworth re same (.1); prepare exhibits for October monthly fee app (1.1); review September monthly fee app re same (.5); emails with K. Hollingsworth and R. Heller re same (.2).	4.5
11/24/21	Worenklein, Elie J.	Phone calls with K. Hollingsworth re fee application questions (.4); review final draft KCC fee applications (.2).	0.6
11/29/21	Ball, Jasmine	Review Debevoise September fee application in preparation for filing (1.4); review Debevoise October fee application in preparation for filing (.7); emails to K. Hollingsworth on filing of September and October fee applications (.4).	2.5

26417.1105 – RETENTION & FEE APPLICATIONS

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/29/21	Kaluk, Nick S. III	Email with J. Ball and K. Hollingsworth re finalizing and filing September and October fee statements.	0.3
11/29/21	Carlson, Mitchell	Email N. Rodriguez and C. De Castro [PAL] re White & Case fee invoice (.1); pre-filing review of Debevoise fee applications (.5); emails with K. Hollingsworth and R. Heller re edits to same (.3).	0.9
Total Hours			33.6

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.9	1,790.00	12,351.00
	Partner Total	6.9		\$12,351.00
Counsel	Kaluk, Nick S. III	3.5	1,290.00	4,515.00
	Counsel Total	3.5		\$4,515.00
Associate	Worenklein, Elie J.	4.6	1,185.00	5,451.00
	Carlson, Mitchell	17.1	810.00	13,851.00
	Heller, Rory	1.5	650.00	975.00
	Associate Total	23.2		\$20,277.00
Matter Total		33.6		\$37,143.00

Date	Timekeeper	Narrative	Hours
11/09/21	Kaluk, Nick S. III	Email with auditors re interim 2021 review.	0.2
11/10/21	Kaluk, Nick S. III	Email with E. Worenklein and M. Carlson re post-reorg directors and officers for plan supplement (.3); email with R. Heller re stockholder agreement (.3); review precedent re same (.4).	1.0
11/10/21	Dizon, Tzerina	Review audit letter response precedent (.3); draft audit letter response (.9).	1.2
11/11/21	Kaluk, Nick S. III	Prepare for (.3) and lead (1.0) call with E. Worenklein and R. Heller re post-reorg org docs; follow up email re same (.4); call with T. Dizon re financial audit request letter (.1).	1.8
11/11/21	Dizon, Tzerina	Emails with accounting re audit response (.1); review accounting information and edit draft response letter (.3); call with N. Kaluk re audit response letter (.1); draft email to N. Kaluk re same (.3).	0.8
11/11/21	Worenklein, Elie J.	Phone call with N. Kaluk and R. Heller re draft of stockholder agreement.	1.0
11/15/21	Kaluk, Nick S. III	Review EY audit letter response (.3); email with T. Dizon re same (.2).	0.5
11/15/21	Dizon, Tzerina	Revise audit letter response (.2); emails with N. Kaluk and J. Ball re same (.1).	0.3
11/16/21	Dizon, Tzerina	Draft and circulate audit response questionnaire to timekeepers.	0.3
11/17/21	Kaluk, Nick S. III	Review articles of incorporation and bylaws re plan impediments and 1123 requirements (.8); review R. Heller memo re same (.2); email with E. Worenklein and R. Heller re same (.1).	1.1
11/18/21	Ball, Jasmine	Review and comment on draft stockholders's agreement (.9); review and comment on share exchange mechanics for existing and new shareholders (.9); emails with F. Lim [ACCRA] on share issuance upon emergence (.3); review and comment on issues related to potential amendments to articles of incorporation (.4); review questions and respond to emails with M. Velarde [ACCRA] on articles of incorporation (.4).	2.9
11/18/21	Kaluk, Nick S. III	Prepare email for N. Rodriguez and C. De Castro [PAL] and J. Ball re post-reorg charter documents (1.9); being review of draft shareholder agreement (.3).	2.2
11/19/21	Kaluk, Nick S. III	Revise initial draft stockholders agreement.	5.0
11/19/21	Dizon, Tzerina	Emails to timekeepers re survey responses (.1); review audit response timekeeper responses (.2); email to J. Ball re same (.1); prepare final copy of audit response letter (.2).	0.6
11/21/21	Worenklein, Elie J.	Comment on draft shareholders agreement.	1.1

26417.1107 – CORPORATE GOVERNANCE

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/22/21	Kaluk, Nick S. III	Video conference with R. Heller re shareholders agreement (.5); email with J. Ball re same (.1).	0.6
11/29/21	Carlson, Mitchell	Review PAL comments to stockholders agreement (.4); correspond with E. Worenklein re board of directors exhibit (.3); emails with C. De Castro and N. Rodriguez [PAL] re same (.3); revise and update the same (.2).	1.2
Total Hours			21.8

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	2.9	1,790.00	5,191.00
	Partner Total	2.9		\$5,191.00
Counsel	Kaluk, Nick S. III	12.4	1,290.00	15,996.00
	Counsel Total	12.4		\$15,996.00
Associate	Worenklein, Elie J.	2.1	1,185.00	2,488.50
	Carlson, Mitchell	1.2	810.00	972.00
	Dizon, Tzerina	3.2	810.00	2,592.00
	Associate Total	6.5		\$6,052.50
Matter Total		21.8		\$27,239.50

Date	Timekeeper	Narrative	Hours
11/02/21	Ball, Jasmine	Call with client on upcoming deadlines and next steps toward confirmation and emergence.	1.1
11/02/21	Kaluk, Nick S. III	Participate in weekly standing working call with N. Rodriguez and C. De Castro [PAL], D. Rosenzweig and K. Sandilands [NRF] and others.	1.1
11/02/21	Worenklein, Elie J.	Participate in weekly client legal call.	1.1
11/09/21	Ball, Jasmine	Legal update call with client team on upcoming disclosure statement hearing and additional impending filings.	0.9
11/09/21	Kaluk, Nick S. III	Attend partial standing call with N. Rodriguez, C. De Castro, F. Lim [PAL], ACCRA, J. Ball and E. Worenklein.	0.7
11/09/21	Worenklein, Elie J.	Participate in weekly client update call.	0.9
11/10/21	Kaluk, Nick S. III	Email with N. Rodriguez, C. De Castro and J. Tan [PAL] re credit card processor contract amendment/assumption (.2); email with C. De Castro re airport authority inquiry (.2).	0.4
11/11/21	Kaluk, Nick S. III	Email with J. Tan [PAL] re California bank accounts and LC facility (.3); email with C. De Castro [PAL] and J. Ball re airport authority inquiry (.2).	0.5
11/15/21	Ball, Jasmine	Call with PAL internal business team on open business negotiations.	0.2
11/15/21	Kaluk, Nick S. III	Email with J. Tan [PAL] re credit card processor amendment.	0.2
11/16/21	Ball, Jasmine	Weekly call with client internal team on legal and documentation issues to resolve in the near term with N. Kaluk and E. Worenklein.	1.1
11/16/21	Kaluk, Nick S. III	Standing call with C. De Castro and others at PAL, F. Lim and M. Velarde at ACCRA and J. Ball and others at Debevoise.	1.0
11/16/21	Carlson, Mitchell	Email PAL team re conditions precedent to emergence.	0.3
11/16/21	Worenklein, Elie J.	Participate in weekly legal team update call with PAL.	1.0
11/17/21	Kaluk, Nick S. III	Email with N. Rodriguez and C. De Castro [PAL] and advisor team re plan supplement.	0.2
11/18/21	Carlson, Mitchell	Review emails with client re post-confirmation documents.	0.1
11/22/21	Ball, Jasmine	Weekly business team update call with Seabury, NRF and client business team on near term negotiation issues.	1.1
11/23/21	Ball, Jasmine	Weekly update call with E. Worenklein, N. Kaluk, NRF and PAL legal team on open legal points for near term resolution.	1.0
11/23/21	Kaluk, Nick S. III	Participate in weekly standing legal working group call with client, Debevoise, NRF and ACCRA teams.	1.1
11/29/21	Ball, Jasmine	Weekly call with D. Walker [Seabury], D. Rosenzweig [NRF] and PAL business team on open business issues in process.	1.5
Total Hours			15.5

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.9	1,790.00	12,351.00
	Partner Total	6.9		\$12,351.00
Counsel	Kaluk, Nick S. III	5.2	1,290.00	6,708.00
	Counsel Total	5.2		\$6,708.00
Associate	Worenklein, Elie J.	3.0	1,185.00	3,555.00
	Carlson, Mitchell	0.4	810.00	324.00
	Associate Total	3.4		\$3,879.00
Matter Total		15.5		\$22,938.00

Date	Timekeeper	Narrative	Hours
11/05/21	Ball, Jasmine	Review and follow-up on question from creditor service provider on class allocation and treatment of contracts.	0.4
11/08/21	Worenklein, Elie J.	Phone call with creditor re payment on claims and status of case.	0.4
11/11/21	Kaluk, Nick S. III	Email with counsel to California bank re account closures (.1); email with airport authority counsel re proof of claim inquiry (.1).	0.2
11/12/21	Kaluk, Nick S. III	Email with insurance party re query on insurance policies.	0.2
11/15/21	Kaluk, Nick S. III	Email with J. Wright [K&L Gates] re California bank LC facility and checking account (.2); email with D. Miloski [Bader & Yakaitis, LLP] re personal injury plaintiff (.1).	0.3
11/16/21	Ball, Jasmine	Review and comment on airport authority payment confirmation letter.	0.6
11/16/21	Kaluk, Nick S. III	Finalize response letter to airport authority.	0.7
11/16/21	Carlson, Mitchell	Revise letter to airport authority to incorporate N. Kaluk comments (.4); emails with N. Kaluk and J. Ball re the same (.2).	0.6
11/17/21	Kaluk, Nick S. III	Email with counsel for certain investment groups re inquiries (.1); email with R. Heller re same (.1).	0.2
11/17/21	Heller, Rory	Review emails from creditors (.8); draft responses re same (.3).	1.1
11/18/21	Ball, Jasmine	Consider questions with respect to notices to customers (1.2); email to C. De. Castro [PAL] on question on letter to customers (.1).	1.3
11/23/21	Kaluk, Nick S. III	Email with landlord counsel re rent questions (.3); email with in-house counsel to foreign utility re security deposit and claim amount (.5); call with personal injury attorney re pending litigation (.2).	1.0
11/26/21	Worenklein, Elie J.	Respond to email from creditor re outstanding invoices and status of case (.3); draft email to client re same (.2).	0.5
11/29/21	Worenklein, Elie J.	Phone call with unsecured creditor re status of chapter 11 case and confirmation.	0.3
Total Hours			7.8

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	2.3	1,790.00	4,117.00
	Partner Total	2.3		\$4,117.00
Counsel	Kaluk, Nick S. III	2.6	1,290.00	3,354.00
	Counsel Total	2.6		\$3,354.00
Associate	Worenklein, Elie J.	1.2	1,185.00	1,422.00
	Carlson, Mitchell	0.6	810.00	486.00
	Heller, Rory	1.1	650.00	715.00
	Associate Total	2.9		\$2,623.00
Matter Total		7.8		\$10,094.00

Date	Timekeeper	Narrative	Hours
11/01/21	Kaluk, Nick S. III	Email with A. Wee [PAL] re final DIP borrowing notice.	0.2
11/02/21	Kaluk, Nick S. III	Email with E. Goldberg [W&C] and A. Wee [PAL] re DIP borrowing notice (.2); email with D. Walker [Seabury] re exit term sheet (.1).	0.3
11/03/21	Kaluk, Nick S. III	Email with M. Velarde [ACCRA] re stamp tax documents.	0.2
11/05/21	Kaluk, Nick S. III	Email with N. Rodriguez and C. De Castro [PAL] re DIP lender counsel fees.	0.1
11/08/21	Ball, Jasmine	Call with client team, D. Walker [Seabury] and NRF on exit facility term sheet (2.3); review draft exit facility term sheet (1.0).	3.3
11/09/21	Kaluk, Nick S. III	Email with bank counterparty re possible new accounts (.2); email with C. De Castro [PAL] and M. Velarde [ACCRA] re documentary stamp tax documentation (.1).	0.3
11/11/21	Kaluk, Nick S. III	Review latest exit financing term sheet.	0.2
11/15/21	Kaluk, Nick S. III	Email with M. Carlson re W&C invoice submitted per DIP order.	0.2
11/15/21	Carlson, Mitchell	Review draft of PAL exit facility term sheet.	0.2
11/23/21	Ball, Jasmine	Call with K. Sandiland and D. Rosenzweig [NRF], D. Walker and A. Issenman [Seabury], I. Reid and N. Rodriguez [PAL] on potential post-emergence exit facility term sheet open points (.8); call with K. Sandiland and D. Rosenzweig [NRF], D. Walker and A. Issenman [Seabury] and potential post-emergence exit facility lenders on proposed term sheet (1.3).	2.1
11/24/21	Kaluk, Nick S. III	Email with T. Wolynski and J. Godly [W&C] re DIP collateral documentation.	0.4
11/28/21	Kaluk, Nick S. III	Email with A. Zatz [W&C] re DIP order invoicing process.	0.2
11/30/21	Kaluk, Nick S. III	Review PIK interest notice requirements (.2); email with C. De Castro [PAL] re collateral documentation (.1).	0.3
11/30/21	Worenklein, Elie J.	Review Milbank markup of exit facility term sheet.	0.4
Total Hours			8.4

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	5.4	1,790.00	9,666.00
	Partner Total	5.4		\$9,666.00
Counsel	Kaluk, Nick S. III	2.4	1,290.00	3,096.00
	Counsel Total	2.4		\$3,096.00
Associate	Worenklein, Elie J.	0.4	1,185.00	474.00
	Carlson, Mitchell	0.2	810.00	162.00
	Associate Total	0.6		\$636.00
Matter Total		8.4		\$13,398.00

Date	Timekeeper	Narrative	Hours
11/01/21	Carlson, Mitchell	Email R. Heller re plan supplement exhibits (.1); draft exhibit of directors and officers of reorganized PAL for the plan supplement (.8); draft PAL CFO's declaration in support of plan confirmation (2.6); emails with E. Worenklein re confirmation brief and related declarations (.2); continue drafting confirmation brief (.7).	4.4
11/01/21	Dizon, Tzerina	Emails to E. Worenklein re confirmation order workstream.	0.1
11/01/21	Heller, Rory	Revise schedule of assumed contracts and leases (.4); revise list of retained causes of action (1.7); draft email to E. Worenklein re same (.8). draft confirmation order outline (.2).	3.1
11/01/21	Worenklein, Elie J.	Phone call with NRF re aircraft auditor comments to plan (.6); revise plan supplement for D&O list (.6); review confirmation brief and order (2.4); emails with team re confirmation workstreams (.3).	3.9
11/02/21	Carlson, Mitchell	Continue drafting PAL confirmation brief.	3.5
11/02/21	Dizon, Tzerina	Review precedent SDNY confirmation orders (.8); review Seabury declaration precedent (.1); call with E. Worenklein re confirmation order and Seabury declaration (.9).	1.8
11/02/21	Heller, Rory	Correspond w/E. Worenklein re plan supplement draft (.2); call w/E. Worenklein re same (.6); gather assumption dispute precedent (.3); draft confirmation order (2.4); review disclosure statement annex assignment (.3).	3.8
11/02/21	Worenklein, Elie J.	Email exchange with D. Walker re status of exit facility (.2); call with T. Dizon re confirmation order and supporting declarations (.9); revise plan supplement documents (2.2); call with R. Heller re schedule of assumed contracts and retained causes of action (.5); revise DWS order and voting annex (1.1).	4.9
11/03/21	Ball, Jasmine	Review and comment on UST comments on plan and disclosure statement.	0.4
11/03/21	Kaluk, Nick S. III	Email with parties re new time for 11/12 hearing.	0.3
11/03/21	Kaluk, Nick S. III	Email with J. Ball and E. Worenklein re UST comments to plan.	0.2
11/03/21	Carlson, Mitchell	Review revisions of proposed order to approve the disclosure statement and email A. McDermott and L. Scott [both KCC] re same.	0.3
11/03/21	Carlson, Mitchell	Revise disclosure statement to incorporate UST comments and latest revisions to the plan (1.1); email E. Worenklein re same (.2); revise exhibits to proposed order approving the disclosure statement to correct certain errors (.9); emails with E. Worenklein re same (.2); revise confirmation brief to reflect updates to the plan and disclosure statement (.2).	2.6
11/03/21	Dizon, Tzerina	Review confirmation workstreams checklist (.1); review confirmation order (.3).	0.4
11/03/21	Heller, Rory	Email T. Dizon re confirmation order (.1); further draft same (1.8); call with E. Worenklein re disclosure statement annex (.4); draft same (2.2); email E. Worenklein re same (.3).	4.8

Date	Timekeeper	Narrative	Hours
11/03/21	Worenklein, Elie J.	Phone call with R. Heller re DS order exhibits (.4); call with L. Scott (KCC) re solicitation questions (1.1); further update draft plan to reflect recent comments (1.8); emails with team re edits to DS exhibits (.8); emails with W&C re revisions to plan (.4); draft email to UST re final comments to plan (.2); review and edit draft DS annex for voting creditors (.9).	5.6
11/04/21	Ball, Jasmine	Email with KCC on solicitation package comments.	0.2
11/04/21	Carlson, Mitchell	Call with White & Case re plan revisions (.4); email recap of call to Debevoise team (.2).	0.6
11/04/21	Carlson, Mitchell	Revise confirmation brief related declaration (1.7); review proposed ballots and non-voting notice in order to accommodate UST comments to the same (.2).	1.9
11/04/21	Heller, Rory	Revise confirmation order (3.3); draft email to T. Dizon re same (.3); revise disclosure statement annex and add it to order (.3).	3.9
11/04/21	Worenklein, Elie J.	Emails with A&O re revised plan (.2); call with K. Ortiz re plan confirmation process (.3); call with W&C re comments to revised plan (.4); further review updated plan and DS order (.6); call with KCC re solicitation timeline (.3); emails with UST re comments to DS order and annex (.4).	2.2
11/05/21	Kaluk, Nick S. III	Email with E. Worenklein re balloting.	0.1
11/05/21	Carlson, Mitchell	Continue drafting and revising confirmation brief (3.8); finish drafting declaration in support of confirmation (1.8).	5.6
11/05/21	Worenklein, Elie J.	Finalizes plan revisions (.3); draft update email to client re same (.1); emails with NRF re class 3 ballot questions (.3).	0.7
11/06/21	Worenklein, Elie J.	Emails with KCC re ballot and solicitation questions.	0.4
11/07/21	Worenklein, Elie J.	Multiple emails with KCC and PAL re solicitation questions (.4); markup draft DS hearing notice (.2).	0.6
11/08/21	Kaluk, Nick S. III	Email with Chambers re courtesy copies of revised DS pleadings.	0.2
11/08/21	Carlson, Mitchell	Review and revise first draft of the confirmation order (2.6); emails with K. Hollingsworth re requesting precedent transcript (.2); review precedent transcript and add quotes and citations to confirmation brief (.4).	3.2
11/08/21	Heller, Rory	Review (.6) and comment on (.8) disclosure statement; draft email to E. Worenklein re same (.4); update disclosure statement (.2).	2.0
11/08/21	Worenklein, Elie J.	Phone call with K. Hollingsworth re amended plan filing (.2); further update and revise plan and DS (1.1); draft email to client re amended plan (.3); emails with R. Heller re edits to DS (.4); review and comment on draft cover notices (.4); call with KCC re solicitation questions (.5).	2.9
11/09/21	Ball, Jasmine	Review final redlines of plan and disclosure statement and related issues for filing of updates in advance of disclosure statement hearing.	0.9
11/09/21	Kaluk, Nick S. III	Email with T. Wolynski [W&C] re post-reorg corporate documents.	0.2

Date	Timekeeper	Narrative	Hours
11/09/21	Carlson, Mitchell	Revise confirmation order and confirmation notice (4.6); discuss citations with T. Dizon and E. Worenklein re same (.2); create redline of confirmation brief and confirmation notice and emails with R. Heller re the same (.3).	5.1
11/09/21	Carlson, Mitchell	Review revised DS, Plan, and order approving the DS before filing.	0.3
11/09/21	Heller, Rory	Prepare final documents for filing (2.1); organize orders for judge's signature (.4); review confirmation order redline (.1); draft hearing agenda (1).	3.6
11/09/21	Worenklein, Elie J.	Draft responses to aircraft party questions on the plan (.7); call with F. Vasquez [NRF] re aircraft party plan questions (.4).	1.1
11/09/21	Worenklein, Elie J.	Phone call with K Hollingsworth re amended plan and DS filing (.4); revise cover notices for amended plan and DS (.3); final proofread of plan and DS (2.7); emails with PAL re edits to DS (.3).	3.7
11/09/21	Hollingsworth, Kimberly	Revise notices and exhibits re revised plan and DS (2.2); prepare same for filing (.8); calls w/ E. Worenklein re same (.4).	3.4
11/10/21	Worenklein, Elie J.	Phone call with counsel for credit card processor re comments to plan (.4); revise draft exhibit of new D&Os for the plan supplement (.5); emails with J. Ball re aircraft party plan questions (.2); review draft confirmation declaration (.5).	1.6
11/11/21	Ball, Jasmine	Detailed review of disclosure statement motion and exhibits in preparation for disclosure statement hearing (2.7); emails with D. Walker on plan approval process (.2); emails with N. Rodriguez [PAL] on share exchange program contemplated by proposed plan (.4).	3.3
11/11/21	Kaluk, Nick S. III	Email with E. Worenklein re confirmation declarations.	0.2
11/11/21	Carlson, Mitchell	Revise declaration in support of confirmation (.7); emails with E. Worenklein re same (.1); email J. Ball re DS hearing script (.2); call with R. Heller to discuss revisions to confirmation brief (.5); pull additional precedent of declarations in support of confirmation of a plan (.6); emails with E. Worenklein re same (.1).	2.2
11/11/21	Carlson, Mitchell	Compile voting and solicitation materials re solicitation (.9); email E. Worenklein re same (.1).	1.0
11/11/21	Dizon, Tzerina	Draft Seabury declaration (2.1); draft confirmation order (1.1).	3.2
11/11/21	Worenklein, Elie J.	Phone call with NRF re DS hearing prep and DS order annex (.4); further edit and update DS hearing script (.7); emails with KCC re solicitation questions (.3); markup draft confirmation declaration (3.1).	4.5
11/12/21	Ball, Jasmine	Prepare for disclosure statement approval and solicitation procedures approval hearing (2.8); review and respond to email from bank counsel on draft plan questions (.3); review emails on solicitation package preparation in anticipation of entry of order approving motion (.5).	3.6
11/12/21	Kaluk, Nick S. III	Email with J. Ball and Debevoise team re distributions of signed stips and disclosures statement/solicitation materials to client.	0.3

Date	Timekeeper	Narrative	Hours
11/12/21	Kaluk, Nick S. III	Email with J. Ball and E. Worenklein re plan supplement documents.	0.2
11/12/21	Carlson, Mitchell	Email PAL copy of the disclosure statement order and describe next steps of coordinating with KCC to begin solicitation (.2); finalize all solicitation materials (1.2); calls with E. Worenklein re same (.2); emails with KCC team re solicitation materials (.2); finalize confirmation hearing notice and emails with K. Hollingsworth re filing the same (.2); email PAL team filed versions of solicitation versions of plan and disclosure statement, as well as confirmation hearing notice (.3).	2.3
11/12/21	Carlson, Mitchell	Finalize solicitation versions of the plan and disclosure statement (.3); emails with K. Hollingsworth re same (.1).	0.4
11/12/21	Dizon, Tzerina	Revise confirmation order.	1.8
11/12/21	Heller, Rory	Draft shareholder agreement.	2.8
11/12/21	Worenklein, Elie J.	Phone call with NRF re debt conversion (.5); call with K. Hollingsworth re proposed order (.1); calls with K. Hollingsworth re solicitation version (.4); call with M. Carlson re finalizing DS exhibits (.3); call with KCC re plan solicitation (.6); review markup of draft debt conversion stipulation from ACCRA (.4).	2.3
11/12/21	Hollingsworth, Kimberly	Prepare for DS hearing (.5); respond to emails re same (.6); review solicitation materials (.8); update same (.4); prepare filing re same (.3).	2.6
11/14/21	Heller, Rory	Further draft new stockholder's agreement.	2.1
11/14/21	Worenklein, Elie J.	Emails with KCC re comments to solicitation materials.	0.4
11/15/21	Carlson, Mitchell	Further revise declaration in support of the chapter 11 plan (.8); discuss confirmation brief and related declarations with E. Worenklein (.2); review additional SDNY precedent of confirmation briefs and supporting declarations (.9).	1.9
11/15/21	Heller, Rory	Revise shareholder agreement.	3.6
11/15/21	Worenklein, Elie J.	Emails with KCC re solicitation questions (.2); draft email to PAL re solicitation status (.2); emails with NRF re draft confirmation order (.1).	0.5
11/16/21	Ball, Jasmine	Review plan voting and email to D. Rosenzweig [NRF] on same (.3); review client request for details on emergence requirements and email to M. Carlson on preparing summary of closing conditions for client review (.3).	0.6
11/16/21	Kaluk, Nick S. III	Email with E. Worenklein and R. Heller re plan supplement docs.	0.2
11/16/21	Carlson, Mitchell	Update confirmation brief citations.	1.1
11/16/21	Dizon, Tzerina	Revise Seabury declaration (.8); emails with E. Worenklein re same (.1); draft email to J. Ball and N. Kaluk re same (.1); revise confirmation order (.3); emails with E. Worenklein re same (.1).	1.4
11/16/21	Heller, Rory	Further edit shareholder agreement.	2.7

Date	Timekeeper	Narrative	Hours
11/16/21	Worenklein, Elie J.	Email exchange with PAL and KCC re status of voting ballots (.4); draft email to PAL re publication notice (.1); review revised deed of assignment for debt conversion (.3); revise Seabury confirmation declaration (2.2); begin reviewing draft confirmation order (.7); draft email to J. Ball re plan rejection schedule (.2).	3.9
11/17/21	Ball, Jasmine	Review and consider plan conditions precedent timing and requirements.	1.2
11/17/21	Kaluk, Nick S. III	Conduct initial review of Seabury confirmation declaration.	0.2
11/17/21	Heller, Rory	Finalize draft of shareholders agreement (3.7); draft emails with N. Kaluk and E. Worenklein re same (.2).	3.9
11/17/21	Worenklein, Elie J.	Draft email to KCC re updates on solicitation questions (.2); email exchange with KCC re voting declaration status (.1); draft email to F. Lim [ACCRA] re recognizing confirmation order in the Philippines (.1); review draft confirmation order (2.5).	2.9
11/18/21	Kaluk, Nick S. III	Review Seabury confirmation declaration draft (1.0); call with T. Dizon re same (.4).	1.4
11/18/21	Heller, Rory	Edit shareholder agreement.	0.4
11/18/21	Worenklein, Elie J.	Emails with KCC re tabulation declaration (.2); review updated comments to Seabury confirmation declaration (.4).	0.6
11/19/21	Ball, Jasmine	Review conversion issues related to conversion of existing shares to new shares and further exchange offer contemplated by plan (.6); emails with M. Velarde [ACCRA] on share conversion questions (.1).	0.7
11/19/21	Kaluk, Nick S. III	Email with D. Rosenzweig [NRF] and D. Walker [Seabury] re plan mechanics for equity issuances.	0.4
11/19/21	Carlson, Mitchell	Further revise declaration in support of confirmation (1.6); correspond with E. Worenklein re same (.6).	2.2
11/19/21	Dizon, Tzerina	Call with N. Kaluk re Seabury declaration (.3); email to J. Ball re same (.1).	0.4
11/19/21	Heller, Rory	Review KCC voting declaration.	2.1
11/19/21	Worenklein, Elie J.	Phone call with R. Heller re draft tabulation declaration (.3); further update draft confirmation order (2.9); phone call with F. Vasquez [NRF] re plan equity conversion questions (.4); draft email to team re creditor questions on plan equity conversion (.2).	3.8
11/21/21	Worenklein, Elie J.	Further revise draft declaration in support of confirmation.	0.8
11/22/21	Kaluk, Nick S. III	Email with E. Worenklein re plan supplement.	0.1
11/22/21	Carlson, Mitchell	Review E. Worenklein revisions to PAL declaration in support of confirmation (.2); make revisions to the same (.1); emails with E. Worenklein re same (.1); emails with E. Worenklein re confirmation brief (.1).	0.5
11/22/21	Dizon, Tzerina	Call with E. Worenklein re confirmation order comments (.6); revise confirmation order (3.3).	3.9
11/22/21	Heller, Rory	Further draft voting certification (.8); draft email re same (.6).	1.4

Date	Timekeeper	Narrative	Hours
11/22/21	Worenklein, Elie J.	Phone call with T. Dizon re confirmation order edits (.6); review plan declaration precedent (.7); revise CFO declaration in support of confirmation (2.6).	3.9
11/23/21	Ball, Jasmine	Review status of plan voting (.4); review Philippine legal requirement of dilution of existing minority shareholders (.4).	0.8
11/23/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL], C. De Castro [PAL] and debtor advisor team re draft documents for plan supplement.	0.6
11/23/21	Carlson, Mitchell	Revise confirmation brief (4.6); correspond with E. Worenklein re same (.2).	4.8
11/23/21	Heller, Rory	Review comparisons (.1); emails with N. Kaluk re client requests (.1).	0.2
11/23/21	Worenklein, Elie J.	Edit draft KCC voting declaration (1.2); review additional confirmation order precedent (.6); emails with M. Edelman [Vedder] re plan comments (.2); draft modified chapter 11 plan to reflect comments (.4); emails with R. Heller re draft plan supplement (.5); review plan supplement drafts prior to sharing with client (.4).	3.3
11/24/21	Kaluk, Nick S. III	Analyze outstanding plan supplement WIP.	0.4
11/24/21	Carlson, Mitchell	Make additional revisions to confirmation brief (.6); emails re same with E. Worenklein (.2).	0.8
11/24/21	Dizon, Tzerina	Email with D. Walker [Seabury] re declaration (.1); review precedent confirmation orders (1.8); review material plan provisions re confirmation order (2.3); further revise confirmation order (3.6).	7.8
11/24/21	Worenklein, Elie J.	Revise draft confirmation brief (4.8); emails with KCC re requested plan ballots (.2); review email from ACCRA re plan equity treatment (.1).	5.1
11/26/21	Ball, Jasmine	Review question from contract counterparty on plan supplement and respond to same.	0.3
11/27/21	Worenklein, Elie J.	Review and comment on updated plan voting summary.	0.4
11/28/21	Ball, Jasmine	Review and provide comments to Worenklein on ballot summary.	0.3
11/28/21	Kaluk, Nick S. III	Email with C. De Castro [PAL] and debtor advisors re plan supplement drafts.	0.2
11/28/21	Heller, Rory	Draft notice of plan supplement.	1.3
11/28/21	Worenklein, Elie J.	Draft email to NRF re plan voting summary (.2); review assumed contracts list from PAL (1.3); revise draft confirmation order (2.3); draft email to team re D&O plan supplement exhibit (.1).	3.9
11/29/21	Kaluk, Nick S. III	Revise draft stockholders agreement per comments from PAL and ACCRA (.9); email re questions on same with C. De Castro [PAL] and M. Velarde [ACCRA] (.5); email with T. Wolynski [W&C] re DIP lender review of draft stockholders agreement (.3).	1.7

Date	Timekeeper	Narrative	Hours
11/29/21	Carlson, Mitchell	Update N. Rodriguez [PAL] declaration in support of confirmation (.2); emails with E. Worenklein and J. Ball re same (.2).	0.4
11/29/21	Dizon, Tzerina	Call with E. Worenklein re confirmation order draft (1.0); revise same (.3).	1.3
11/29/21	Heller, Rory	Further draft plan supplement notice (.8); email with N. Kaluk and E. Worenklein re plan supplement (.2); pull documents for NRF (.5).	1.5
11/29/21	Worenklein, Elie J.	Review client comments to plan supplement documents (.9); phone call with NRF re plan modifications (.5); phone call with T. Dizon re confirmation order edits (1.0); comment draft plan supplement cover notice (.3); draft email to NRF re plan supplement (.2); further review draft assumption list from PAL (1.4); review precedent for confirmation brief (.8).	5.1
11/30/21	Kaluk, Nick S. III	Email with J. Ball and E. Worenklein re status of various plan supplement documents.	0.7
11/30/21	Worenklein, Elie J.	Emails with J. Ball re plan supplement documents (.4); update draft chapter 11 plan (1.3); revise draft plan supplement notice (.3); emails with F. Vasquez [NRF] re plan supplement and assumption schedule (.4); update assumption schedule notice (.2).	2.6
Total Hours			207.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	12.3	1,790.00	22,017.00
	Partner Total	12.3		\$22,017.00
Counsel	Kaluk, Nick S. III	7.6	1,290.00	9,804.00
	Counsel Total	7.6		\$9,804.00
Associate	Worenklein, Elie J.	71.6	1,185.00	84,846.00
	Carlson, Mitchell	45.1	810.00	36,531.00
	Dizon, Tzerina	22.1	810.00	17,901.00
	Heller, Rory	43.2	650.00	28,080.00
	Associate Total	182.0		\$167,358.00
Legal Assistant	Hollingsworth, Kimberly	6.0	410.00	2,460.00
	Legal Assistant Total	6.0		\$2,460.00
Matter Total		207.9		\$201,639.00

Date	Timekeeper	Narrative	Hours
11/05/21	Kaluk, Nick S. III	Email with T. Dizon re lift-stay stip presentment.	0.2
11/08/21	Kaluk, Nick S. III	Respond to email from T. Dizon re lift-stay stip presentment.	0.2
Total Hours			0.4

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Counsel	Kaluk, Nick S. III	0.4	1,290.00	516.00
	Counsel Total	0.4		\$516.00
Matter Total		0.4		\$516.00

26417.1116 – NON-BANKRUPTCY LITIGATION

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/02/21	Worenklein, Elie J.	Phone call with local counsel re litigation in Japan (.5); draft email to local counsel re Japan litigation and automatic stay (.3).	0.8
Total Hours			0.8

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Associate	Worenklein, Elie J.	0.8	1,185.00	948.00
	Associate Total	0.8		\$948.00
Matter Total		0.8		\$948.00

26417.1117 – BUSINESS OPERATIONS

Invoice Number: 2415764

Date	Timekeeper	Narrative	Hours
11/01/21	Kaluk, Nick S. III	Review draft markup of credit card processor services agreement (.7); email re same with M. Carlson and B. Novick (.2).	0.9
11/01/21	Carlson, Mitchell	Emails with N. Kaluk re PAL amendment agreement with a contract counterparty (.4); review N. Kaluk updates to the same (.3); email B. Novick re bail-in language question (.4).	1.1
11/02/21	Kaluk, Nick S. III	Review revised draft of credit card processor amendment (.3); email re same with M. Carlson (.3); email re same with N. Rodriguez and C. De Castro [PAL] (.1).	0.7
11/02/21	Carlson, Mitchell	Review latest precedent from B. Novick re bail-in issue to proposed amendment (.2); research bail-in provisions generally (.2); further revise proposed amendment to PAL credit card processing agreement (2.1); run various redlines of the same and emails re the same with N. Kaluk (.4).	2.9
11/02/21	Worenklein, Elie J.	Comment on draft critical vendor payment chart.	0.2
11/08/21	Worenklein, Elie J.	Email exchange with PAL re CV payments (.2); multiple emails with PAL vendor payment questions and the CRG transfer notice (.5).	0.7
11/14/21	Worenklein, Elie J.	Comment on draft October MOR.	0.3
11/15/21	Ball, Jasmine	Review questions and comments on MOR for filing.	0.5
11/15/21	Worenklein, Elie J.	Review and comment on revised MOR for October (.4); emails with PAL re vendor questions (.2); draft email to client re status of critical vendor payments (.2).	0.8
11/16/21	Ball, Jasmine	Review audit response letter (.5); email with T. Dizon on audit response letter (.1).	0.6
11/16/21	Kaluk, Nick S. III	Email with J. Ball and T. Dizon re response to audit request letter.	0.2
11/16/21	Worenklein, Elie J.	Draft email to PAL re utility provider questions (.3); draft email to PAL re final MOR (.1); review revised letter to Malaysia Air (.2).	0.6
11/19/21	Ball, Jasmine	Review and execute audit response letter.	0.4
11/24/21	Worenklein, Elie J.	Email exchange with PAL re opening new bank accounts.	0.2
11/29/21	Worenklein, Elie J.	Draft email to US Trustee re opening new account.	0.2
Total Hours			10.3

26417.1117 – BUSINESS OPERATIONS

Invoice Number: 2415764

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	1.5	1,790.00	2,685.00
	Partner Total	1.5		\$2,685.00
Counsel	Kaluk, Nick S. III	1.8	1,290.00	2,322.00
	Counsel Total	1.8		\$2,322.00
Associate	Worenklein, Elie J.	3.0	1,185.00	3,555.00
	Carlson, Mitchell	4.0	810.00	3,240.00
	Associate Total	7.0		\$6,795.00
Matter Total		10.3		\$11,802.00

CHARGE AND DISBURSEMENT DETAIL

Date	Description	Amount
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for M. Carlson]	70.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for T. Dizon]	70.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Courts USBC NY [9/30/21 Telephonic Hearing Fee for Witness, Nilo Rodriguez (PAL)]	1,738.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for Clara de Castro (PAL)]	70.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for Witness, Doug Walker (Seabury)]	70.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for Elie Worenklein]	70.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for Jasmine Ball]	70.00
10/12/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-09/21; Date: 10/12/2021 - K Hollingsworth #0185 - Court Solutions New York [9/30/21 Telephonic Hearing Fee for Nick Kaluk]	70.00
10/28/21	Outside Professional Services – Vendor: Legal Retrieval Services, Inc.; Invoice#: 12089; Date: 10/28/2021 - 2 APOSTILE - 2 TRIPS REQUIRED - CERTIFIED DOCUMENTS [Required Documents for Foreign Proceeding]	525.00
10/28/21	Outside Professional Services – Vendor: Legal Retrieval Services, Inc.; Invoice#: 12090; Date: 10/28/2021 - 2 RUSH APOSTILLE CERTIFIED COPIES OF 4 COURT ORDERS [Required Documents for Foreign Proceeding]	430.00
10/28/21	Outside Professional Services – Vendor: Legal Retrieval Services, Inc.; Invoice#: 12091; Date: 10/28/2021 - 2 APOSTILE 2 TRIPS REQUIRED - 9 VARIOUS ORDERS [Required Documents for Foreign Proceeding]	863.75
11/10/21	Outside Copying - Other services & Supplies – Vendor: eScribers, LLC; Invoice#: 455909; Date: 11/10/2021 - 116 Copies x 0.10c Per Page [Binder for 11/12/2021 Hearing / Courtesy Copy for Judge Chapman]	11.60

26417.1115 – EXPENSES

Invoice Number: 2415764

Date	Description	Amount
11/10/21	Duplicating - 4,462 Copies x 0.10c Per Page [Team Binders for 11/12/2021 Hearing]	446.20
11/10/21	D&P Messenger Charge [11/12 Hearing Binder Delivery Fee to Judge Chapman]	25.00
11/15/21	Transcript Charges – Vendor: David Feldman, A Veritext Corp.; Invoice#: 5394094; Date: 11/15/2021 - ORIGINAL TRANSCRIPT [11/12/21 Hearing Transcript]	127.05
Matter Total		\$4,656.60

26417.1115 – EXPENSES

Invoice Number: 2415764

CHARGES AND DISBURSEMENTS SUMMARY

Description	Amount
D&P Messenger Charge	25.00
Duplicating - 4,462 Copies x 0.10c Per Page	446.20
Filing Fee	2,228.00
Outside Copying - Other services & Supplies	11.60
Outside Professional Services	1,818.75
Transcript Charges	127.05
Matter Total	\$4,656.60



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

December 14, 2021

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2415764

Client 26417

REMITTANCE SUMMARY
(Payment Due Upon Receipt)

Fees	\$386,435.50
Charges and Disbursements	\$4,656.60
TOTAL	\$391,092.10

Check

Debevoise & Plimpton LLP
Accounting Department, 28th Floor
919 Third Avenue
New York, N.Y. 10022

Wire Transfer

Citibank, N.A., New York, N.Y.
ABA # [REDACTED]
SWIFT: CITIUS33 Account # [REDACTED]
Invoice No.: 2415764



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

January 20, 2022

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2417511

Client 26417

FOR PROFESSIONAL SERVICES rendered through December 31, 2021 in connection with the following matters:

CASE ADMINISTRATION	\$10,880.00
CLAIMS ADMINISTRATION, OBJECTIONS & SETTLEMENTS	\$1,369.00
AIRCRAFT FINANCING	\$1,611.00
ASSUMPTION & REJECTION OF LEASES; ASSET DISPOSITIONS	\$2,327.00
COURT HEARINGS	\$22,225.50
RETENTION & FEE APPLICATIONS	\$21,857.00
CORPORATE GOVERNANCE	\$642.00
MEETINGS & COMMUNICATIONS WITH CLIENT	\$20,959.50
MEETINGS & COMMUNICATIONS WITH CREDITORS	\$11,075.00
FINANCING & CASH COLLATERAL	\$17,767.50
PLAN & DISCLOSURE STATEMENT	\$321,657.00
BUSINESS OPERATIONS	\$8,229.00
 Total Fees	 \$440,599.50
Charges and Disbursements	\$1,665.84
TOTAL AMOUNT DUE	\$442,265.34

Payment Due Upon Receipt

Payment may Be Made By Wire Transfer to:
Account # [REDACTED] at Citibank, N. A., New York, N. Y.
ABA # [REDACTED] SWIFT: [REDACTED]
Tax Identification Number [REDACTED]

Date	Timekeeper	Narrative	Hours
12/01/21	Kaluk, Nick S. III	Participate in standing Debevoise WIP call.	0.6
12/01/21	Carlson, Mitchell	Attend Debevoise team call re updates and upcoming workstreams.	0.6
12/01/21	Dizon, Tzerina	Attend weekly team update call led by E. Worenklein (.6); emails re same (.1).	0.7
12/01/21	Heller, Rory	Update call with PAL team.	0.6
12/01/21	Worenklein, Elie J.	Participate in weekly internal team call re pending matters.	0.6
12/01/21	Hollingsworth, Kimberly	Attend weekly team meeting with J. Ball, N. Kaluk, E. Worenklein, M. Carlson, T. Dizon, and R. Heller re updates.	0.6
12/08/21	Ball, Jasmine	Internal team call on open status items for upcoming week with K. Hollingsworth, R. Heller, T. Dizon, M. Carlson, E. Worenklein and N. Kaluk.	0.5
12/08/21	Kaluk, Nick S. III	Participate in standing weekly WIP call with Debevoise team.	0.5
12/08/21	Carlson, Mitchell	Attend Debevoise team call re updates and upcoming filings lead by E. Worenklein.	0.5
12/08/21	Heller, Rory	Attend team update call.	0.5
12/08/21	Worenklein, Elie J.	Participate in weekly internal team call re pending tasks.	0.5
12/08/21	Hollingsworth, Kimberly	Call with E. Worenklein re upcoming filings (.3); attend weekly team meeting with N. Kaluk, J. Ball, R. Heller, T. Dizon, and M. Carlson led by E. Worenklein (.5); review court docket re deadlines (.4).	1.2
12/09/21	Worenklein, Elie J.	Review updated critical dates list and share with PAL.	0.3
12/14/21	Hollingsworth, Kimberly	Begin preparations for filings on 12/15 (.6); correspond with team re same (.2).	0.8
12/15/21	Kaluk, Nick S. III	Participate in standing weekly WIP call with Debevoise team.	0.3
12/15/21	Carlson, Mitchell	Join Debevoise team call re updates and confirmation hearing preparations (.3); emails with J. Ball and K. Hollingsworth re updating KCC website (.1).	0.4
12/15/21	Dizon, Tzerina	Attend weekly update meeting.	0.3
12/15/21	Worenklein, Elie J.	Participate in weekly internal team call.	0.3
12/16/21	Worenklein, Elie J.	Email to team re UST reporting requirements.	0.3
12/20/21	Heller, Rory	Research post-confirmation reporting guidelines.	0.6
12/21/21	Carlson, Mitchell	Review plan supplement and retention exhibits re creditor inquiry re (.4); emails with R. Heller re receipt of notice (.1).	0.5
12/21/21	Heller, Rory	Send notice questions to KCC.	0.4
12/27/21	Worenklein, Elie J.	Review UST instructions for post confirmation (.5); draft email to PAL re same (.3).	0.8
Total Hours			12.4

26417.1100 – CASE ADMINISTRATION

Invoice Number: 2417511

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.5	1,790.00	895.00
	Partner Total	0.5		\$895.00
Counsel	Kaluk, Nick S. III	1.4	1,290.00	1,806.00
	Counsel Total	1.4		\$1,806.00
Associate	Worenklein, Elie J.	2.8	1,185.00	3,318.00
	Carlson, Mitchell	2.0	810.00	1,620.00
	Dizon, Tzerina	1.0	810.00	810.00
	Heller, Rory	2.1	650.00	1,365.00
	Associate Total	7.9		\$7,113.00
Legal Assistant	Hollingsworth, Kimberly	2.6	410.00	1,066.00
	Legal Assistant Total	2.6		\$1,066.00
Matter Total		12.4		\$10,880.00

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2417511

Date	Timekeeper	Narrative	Hours
12/13/21	Ball, Jasmine	Review and respond to question on claims trading from D. Walker [Seabury].	0.5
12/14/21	Worenklein, Elie J.	Phone call with CRG re questions on claims transfers and plan distributions.	0.4
Total Hours			0.9

26417.1101 – CLAIMS ADMINISTRATION, OBJECTIONS &
SETTLEMENTS

Invoice Number: 2417511

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.5	1,790.00	895.00
	Partner Total	0.5		\$895.00
Associate	Worenklein, Elie J.	0.4	1,185.00	474.00
	Associate Total	0.4		\$474.00
Matter Total		0.9		\$1,369.00

26417.1102 – AIRCRAFT FINANCING

Invoice Number: 2417511

Date	Timekeeper	Narrative	Hours
12/05/21	Ball, Jasmine	Email with D. Rosenzweig [NRF] on question from party related to aircraft financing and potential assumption of related contract.	0.1
12/16/21	Ball, Jasmine	Review query from K. Fleming [NRF] on authorization to execute RSAs and respond to same.	0.3
12/24/21	Ball, Jasmine	Email to A. Wee [PAL] on question on payment timing for aircraft party payments under RSA.	0.3
12/26/21	Ball, Jasmine	Email response to A. Wee [PAL] on aircraft party payment requirements.	0.2
Total Hours			0.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	0.9	1,790.00	1,611.00
	Partner Total	0.9		\$1,611.00
Matter Total		0.9		\$1,611.00

26417.1103 – ASSUMPTION & REJECTION OF LEASES; ASSET
DISPOSITIONS

Invoice Number: 2417511

Date	Timekeeper	Narrative	Hours
12/09/21	Ball, Jasmine	Review potential cure resolution raised by trade vendor (.8); review and comment on requests for extension for reservation of rights with respect to cure objection raised by two trade vendors (.5).	1.3
Total Hours			1.3

26417.1103 – ASSUMPTION & REJECTION OF LEASES; ASSET
DISPOSITIONS

Invoice Number: 2417511

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	1.3	1,790.00	2,327.00
	Partner Total	1.3		\$2,327.00
Matter Total		1.3		\$2,327.00

Date	Timekeeper	Narrative	Hours
12/02/21	Carlson, Mitchell	Pull confirmation hearing transcript precedents (.6); begin reviewing the same (.3); email E. Worenklein re same (.2).	1.1
12/15/21	Hollingsworth, Kimberly	Review court docket re plan documents (.4); revise agenda for 12/17 re related documents (.8); calls with E. Worenklein re same (.3); finalize agenda for filings re updates (.2); prepare confirmation hearing binders for Judge Chapman re courtesy copy (3.4); coordinate delivery re same (.3); emails with J. Eisen [Court] re same (.1); correspond with J. Ball re confirmation hearing documents (.2); coordinate delivery of 12/17 hearing binders to J. Ball (.3); prepare E-binders for team re 12/17 hearing (.4).	6.3
12/16/21	Carlson, Mitchell	Review E. Worenklein revisions to confirmation hearing script (.4); provide comments to the same (.4); emails with E. Worenklein and J. Ball re same (.3); make final updates and revisions to confirmation hearing script re cure objection resolutions and third cash management order (1.4).	2.5
12/16/21	Hollingsworth, Kimberly	Prepare hearing binder re 12/16 filings (.7); coordinate delivery of same to Judge Chapman (.1); emails with J. Eisen [Court] re same (.1); emails with team re same (.3); coordinate delivery of hearing materials to J. Ball (.2).	1.4
12/17/21	Ball, Jasmine	Prepare for confirmation hearing (6.0); attend and present at confirmation hearing (.5).	6.5
12/17/21	Kaluk, Nick S. III	Prepare for (.3) and participate in confirmation hearing (.5).	0.8
12/17/21	Carlson, Mitchell	Prepare for (.2) and attend confirmation hearing (.5).	0.7
12/17/21	Dizon, Tzerina	Prepare for (.2) and attend confirmation hearing (.5).	0.7
12/17/21	Worenklein, Elie J.	Prepare for (.4) and attend confirmation hearing (.5); prepare final confirmation order and plan for submission to chambers (.6).	1.5
12/17/21	Hollingsworth, Kimberly	Prepare for confirmation hearing re teleconference lines (.9); listen-only to hearing re plan confirmation (.5).	1.4
Total Hours			22.9

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.5	1,790.00	11,635.00
	Partner Total	6.5		\$11,635.00
Counsel	Kaluk, Nick S. III	0.8	1,290.00	1,032.00
	Counsel Total	0.8		\$1,032.00
Associate	Worenklein, Elie J.	1.5	1,185.00	1,777.50
	Carlson, Mitchell	4.3	810.00	3,483.00
	Dizon, Tzerina	0.7	810.00	567.00
	Associate Total	6.5		\$5,827.50
Legal Assistant	Hollingsworth, Kimberly	9.1	410.00	3,731.00
	Legal Assistant Total	9.1		\$3,731.00
Matter Total		22.9		\$22,225.50

Date	Timekeeper	Narrative	Hours
12/01/21	Kaluk, Nick S. III	Email with E. Worenklein and K. Hollingsworth re Seabury monthly fee apps.	0.4
12/01/21	Worenklein, Elie J.	Phone call with D. Walker [Seabury] re fee application questions and amendments to the plan.	0.5
12/01/21	Worenklein, Elie J.	Phone call with K. Hollingsworth re Seabury fee application (.3); markup draft Seabury fee application (.7); draft email to Seabury re fee application revisions (.2).	1.2
12/01/21	Hollingsworth, Kimberly	Provide comments to Seabury's first monthly statement (.3); review exhibits re same (.7); emails with E. Worenklein re same (.2).	1.2
12/02/21	Carlson, Mitchell	Draft shell for Debevoise third monthly fee statement (.4); email Debevoise team re same (.1); emails with N. Kaluk re redline of the same (.1).	0.6
12/06/21	Kaluk, Nick S. III	Review shell of Debevoise third monthly fee app.	0.2
12/06/21	Carlson, Mitchell	Review E. Worenklein revisions to Seabury first monthly fee statement (.4); further revise the same (.5); emails with E. Worenklein and K. Hollingsworth re same (.2); call with K. Hollingsworth re filing the same (.1); email D. Walker re filing of the same (.1).	1.3
12/06/21	Worenklein, Elie J.	Phone call with D. Walker [Seabury] re first monthly fee application (.3); phone call with KCC re pending fee applications (.4); review and comment on revisions to Seabury fee application (.4); draft email to KCC re service of fee application (.1).	1.2
12/06/21	Hollingsworth, Kimberly	Prepare Seabury's first monthly fee statement for filing (.2); email A. Duarte [KCC] re service of same (.1); update case folders re same (.1).	0.4
12/07/21	Worenklein, Elie J.	Review and markup draft October fee application.	0.9
12/07/21	Hollingsworth, Kimberly	Revise Seabury's second monthly fee statement with exhibits.	3.0
12/08/21	Carlson, Mitchell	Review Seabury fee application (.2); emails with E. Worenklein and K. Hollingsworth re the same (.1).	0.3
12/08/21	Worenklein, Elie J.	Internal emails with J. Ball re possible additional FA retention (.2); emails with D. Walker [Seabury] and K. Hollingsworth re October fee application (.4); update draft fee application tracker for client (.2); draft email to J. Ball re KCC invoice questions (.3).	1.1
12/08/21	Hollingsworth, Kimberly	Finalize Seabury's second monthly fee statement re filing (.1); send email to A. Duarte re service of same (.1); call with T. Moss re November fee details for Debevoise (.2); email J. Ball re same (.1).	0.5
12/09/21	Worenklein, Elie J.	Phone call with PAL and FA re possible new engagement (.6); draft email to J. Ball re recap of call with PAL (.2).	0.8
12/13/21	Ball, Jasmine	Emails with K. Hollingsworth, N. Kaluk and E. Worenklein on Debevoise November fee application.	0.5

Date	Timekeeper	Narrative	Hours
12/13/21	Carlson, Mitchell	Review Debevoise November time descriptions and provide comments to the same (.7); emails with K. Hollingsworth re same (.2); call with K. Hollingsworth re same (.1); emails with E. Worenklein and K. Hollingsworth re third Seabury fee app (.1); review and comment on the same (.4).	1.5
12/13/21	Worenklein, Elie J.	Review and markup draft November fee application.	0.4
12/14/21	Ball, Jasmine	Review and comment on Debevoise November fee application in preparation for filing (.7); email final filed November fee application to N. Rodriguez [PAL] (.1).	0.8
12/14/21	Kaluk, Nick S. III	Review November fee app.	0.2
12/14/21	Carlson, Mitchell	Draft Debevoise third monthly fee statement (.9); correspond with K. Hollingsworth re same (.2); final review of Debevoise fee statement before filing (.2).	1.3
12/14/21	Hollingsworth, Kimberly	Finalize Seabury's third monthly fee statement re filing.	0.4
12/17/21	Ball, Jasmine	Email R. Heller on updates to retained advisor fee application chart for client.	0.2
12/17/21	Heller, Rory	Update and send fee tracker to PAL client team.	0.3
12/20/21	Kaluk, Nick S. III	Email with D. Rosenzweig and F. Vazquez [NRF] re connections disclosures (.1); call with F. Vazquez [NRF] re same (.1).	0.2
12/27/21	Carlson, Mitchell	Emails with E. Worenklein re OCP report.	0.1
12/27/21	Worenklein, Elie J.	Draft email to PAL re OCP order requirements and reports (.4); emails with M. Carlson re draft notice (.3).	0.7
12/28/21	Carlson, Mitchell	Draft PAL OCP report notice and exhibit (.9); emails with E. Worenklein re same (.2).	1.1
12/28/21	Worenklein, Elie J.	Review and comment on draft OCP notice of payments.	0.3
12/29/21	Ball, Jasmine	Review draft OCP payment notice (.3); emails with M. Carlson and E. Worenklein on OCP payment information (.3).	0.6
12/29/21	Carlson, Mitchell	Finish drafting exhibit to OCP report (.3); final review of the same (.2); emails with J. Ball, E. Worenklein and K. Hollingsworth re filing the same (.2).	0.7
12/29/21	Worenklein, Elie J.	Emails with team re OCP statement for filing.	0.3
Total Hours			23.2

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	2.1	1,790.00	3,759.00
	Partner Total	2.1		\$3,759.00
Counsel	Kaluk, Nick S. III	1.0	1,290.00	1,290.00
	Counsel Total	1.0		\$1,290.00
Associate	Worenklein, Elie J.	7.4	1,185.00	8,769.00
	Carlson, Mitchell	6.9	810.00	5,589.00
	Heller, Rory	0.3	650.00	195.00
	Associate Total	14.6		\$14,553.00
Legal Assistant	Hollingsworth, Kimberly	5.5	410.00	2,255.00
	Legal Assistant Total	5.5		\$2,255.00
Matter Total		23.2		\$21,857.00

26417.1107 – CORPORATE GOVERNANCE

Invoice Number: 2417511

Date	Timekeeper	Narrative	Hours
12/23/21	Worenklein, Elie J.	Email exchange with W&C re comments to stockholders agreement.	0.2
12/30/21	Carlson, Mitchell	Review stockholders agreement (.2); create final PDF of executed version of the same (.2); emails with E. Worenklein re same (.1).	0.5
Total Hours			0.7

26417.1107 – CORPORATE GOVERNANCE

Invoice Number: 2417511

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Associate	Worenklein, Elie J.	0.2	1,185.00	237.00
	Carlson, Mitchell	0.5	810.00	405.00
	Associate Total	0.7		\$642.00
Matter Total		0.7		\$642.00

Date	Timekeeper	Narrative	Hours
12/03/21	Carlson, Mitchell	Email PAL team re filing of plan supplement.	0.2
12/06/21	Ball, Jasmine	Attend weekly PAL business team update call for upcoming weekly matters with D. Rosenzweig and K. Sandilands [NRF], D. Walker [Seabury], and A. Velarde and F. Lim [ACCRA].	1.2
12/08/21	Worenklein, Elie J.	Phone call with J. Ball and PAL re potential FA retention.	0.4
12/10/21	Carlson, Mitchell	Email PAL re filing updates, cure objection updates, and next steps (.4); internal emails with J. Ball and R. Heller re same (.2).	0.6
12/13/21	Ball, Jasmine	Attend weekly business team working group call on open issues in negotiations with PAL internal team, D. Walker [Seabury] and D. Rosenzweig and K. Sandilands [NRF].	1.8
12/14/21	Ball, Jasmine	Attend weekly legal working group call on open issues to be resolved, with PAL legal and business team, D. Rosenzweig and K. Sandilands [NRF], A. Velarde and F. Lim [ACCRA], and N. Kaluk and E. Worenklein.	0.9
12/16/21	Worenklein, Elie J.	Phone call with J. Ball and N. Rodriguez (PAL) re prep for confirmation hearing.	0.7
12/20/21	Ball, Jasmine	Attend weekly business update call on open negotiation points with PAL internal finance and legal teams, D. Walker [Seabury]; D. Rosenzweig and K. Sandilands [NRF] and A. Velarde and F. Lim [ACCRA].	1.4
12/20/21	Kaluk, Nick S. III	Email with C. de Castro [PAL] re creditor assumption clarifications.	0.2
12/27/21	Ball, Jasmine	Attend weekly business team update call with PAL business and legal team and D. Walker [Seabury], D. Rosenzweig and K. Sandilands [NRF] and A. Velarde and F. Lim [ACCRA].	0.7
12/28/21	Ball, Jasmine	Legal update call with PAL internal business and legal team on open issues in preparation for emergence and effective date of plan with E. Worenklein and N. Kaluk, D. Rosenzweig and K. Sandilands [NRF], A. Velarde and F. Lim [ACCRA].	0.9
12/28/21	Kaluk, Nick S. III	Participate in standing PAL and advisor call.	0.9
12/28/21	Carlson, Mitchell	Emails with K. Segundo [PAL] re OCP report notice and filing of the same.	0.4
12/28/21	Worenklein, Elie J.	Participate in update call with PAL re emergence and plan CPs.	0.9
12/30/21	Kaluk, Nick S. III	Call with N. Rodriguez, C. de Castro and others on PAL, NRF and Debevoise teams re effective date open items.	1.3
12/30/21	Carlson, Mitchell	Emails with N. Rodriguez [PAL] re credit agreement limited waiver and execution of signature page re same.	0.3
12/30/21	Worenklein, Elie J.	Phone call with client re status of emergence and SEC approval.	1.3
12/31/21	Kaluk, Nick S. III	Email with J. Ball, N. Rodriguez [PAL] and NRF team re effective date CPs.	0.3
Total Hours			14.4

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	6.9	1,790.00	12,351.00
	Partner Total	6.9		\$12,351.00
Counsel	Kaluk, Nick S. III	2.7	1,290.00	3,483.00
	Counsel Total	2.7		\$3,483.00
Associate	Worenklein, Elie J.	3.3	1,185.00	3,910.50
	Carlson, Mitchell	1.5	810.00	1,215.00
	Associate Total	4.8		\$5,125.50
Matter Total		14.4		\$20,959.50

Date	Timekeeper	Narrative	Hours
12/02/21	Kaluk, Nick S. III	Email with counsel to creditor re plan treatment questions and review schedules re same.	0.2
12/03/21	Kaluk, Nick S. III	Call with counsel to creditor re plan treatment questions.	0.2
12/03/21	Heller, Rory	Review query from potential creditor on creditor status.	0.6
12/06/21	Worenklein, Elie J.	Phone call with unsecured creditor re customer claim treatment.	0.3
12/09/21	Worenklein, Elie J.	Phone call with counsel for counterparty re assumption dispute and cure amounts.	0.6
12/14/21	Kaluk, Nick S. III	Call with creditors re new stock mechanics.	0.6
12/16/21	Carlson, Mitchell	Draft talking points memo re claims trading and distribution for discussions with creditors (.7); emails with N. Kaluk, E. Worenklein and J. Ball re same (.2); correspond with E. Worenklein re creditor inquiry re assumed contracts (.2); correspond with E. Worenklein re amendments to confirmation order (.3).	1.4
12/17/21	Kaluk, Nick S. III	Email with KCC team re updating service lists per creditor request (.1); email with J. Wright [K&L Gates] re contract assumption (.1).	0.2
12/20/21	Kaluk, Nick S. III	Calls and email with creditors re assumption and notice questions.	0.3
12/21/21	Ball, Jasmine	Review request from vendor counterparty on amendment to agreement and email with vendor counterparty on same (0.4); review response from KCC on creditor queries and respond to such creditors on same (1.0).	1.4
12/21/21	Kaluk, Nick S. III	Call with M. Pessa [Clifford Chance] re claims trading.	0.3
12/21/21	Heller, Rory	Locating creditor on notice list.	0.7
12/22/21	Worenklein, Elie J.	Phone call with unsecured creditor re claim treatment and plan distributions.	0.5
12/28/21	Ball, Jasmine	Review question from potential party in interest with respect to status of their potential claim in case and email response to party in interest respect to same and related notice question.	0.4
12/29/21	Ball, Jasmine	Review email from contract counterparty on potential amendment to finance contract and respond to contract counterparty counsel on same.	0.3
12/29/21	Kaluk, Nick S. III	Email with creditors re notice inquiries.	0.4
12/30/21	Carlson, Mitchell	Emails with E. Goldberg [W&C] re credit agreement limited waiver.	0.4
12/31/21	Kaluk, Nick S. III	Draft email to RSA parties re effective date (.2); email J. Ball re same (.2).	0.4
Total Hours			9.2

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	2.1	1,790.00	3,759.00
	Partner Total	2.1		\$3,759.00
Counsel	Kaluk, Nick S. III	2.6	1,290.00	3,354.00
	Counsel Total	2.6		\$3,354.00
Associate	Worenklein, Elie J.	1.4	1,185.00	1,659.00
	Carlson, Mitchell	1.8	810.00	1,458.00
	Heller, Rory	1.3	650.00	845.00
	Associate Total	4.5		\$3,962.00
Matter Total		9.2		\$11,075.00

Date	Timekeeper	Narrative	Hours
12/02/21	Ball, Jasmine	Emails with D. Walker [Seabury] on potential optional exit facility and issues related to same.	0.5
12/03/21	Ball, Jasmine	Brief call on exit facility with K. Sandilands [NRF] (.1); emails with K. Sandilands and D. Rosenzweig [NRF] and D. Walker [Seabury] on proposed exit facility (.4); further emails with D. Rosenzweig and K. Sandilands [NRF] and D. Walker [Seabury] on proposed exit facility (.4).	0.9
12/07/21	Ball, Jasmine	Review potential issues with potential exit financing term sheet.	0.9
12/09/21	Ball, Jasmine	Review and comment on draft potential post-emergence financing facility term sheet.	0.9
12/10/21	Kaluk, Nick S. III	Calls and email with A. Zatz [W&C] re DIP lender plan ballot.	0.3
12/13/21	Ball, Jasmine	Review and respond to questions with respect to corporate structure and disclosure statement disclosures from potential exit facility providers.	0.7
12/15/21	Ball, Jasmine	Call with counsel to potential exit facility lenders on exit facility negotiation status (.2); emails with K. Sandilands and D. Rosenzweig [NRF] on exit facility lender request with respect to negotiations (.4); call with D. Rosenzweig [NRF] on exit facility lender request (.4); email to I. Reid and N. Rodriguez [PAL] on request from exit facility lenders with respect to ongoing negotiations (.5).	1.5
12/16/21	Kaluk, Nick S. III	Email with R. Heller re PIK interest notice (.3); review DIP credit agreement re same (.2); call with A. Zatz [W&C] re creditor questions on stockholders agreement (.3).	0.8
12/16/21	Heller, Rory	Draft PIK Notice.	0.9
12/16/21	Worenklein, Elie J.	Further revise cash management order.	0.6
12/16/21	Worenklein, Elie J.	Email exchange with the UST re amended cash management order.	0.2
12/17/21	Worenklein, Elie J.	Emails with K. Hollingsworth re final cash management order.	0.3
12/19/21	Ball, Jasmine	Review email from N. Kaluk on DIP financing interest and email N. Kaluk on same.	0.2
12/19/21	Kaluk, Nick S. III	Review draft PIK notice (.2); email re same with N. Rodriguez and C. de Castro [PAL] re same (.3).	0.5
12/20/21	Ball, Jasmine	Further email to N. Kaluk on DIP loan interest.	0.1
12/20/21	Kaluk, Nick S. III	Email with N. Rodriguez [PAL] and J. Ball re DIP interest notice (.2); revise same (.1).	0.3
12/29/21	Kaluk, Nick S. III	Review draft DIP and effective date waiver (1.1); email re same with T. Wolynski [W&C], E. Worenklein and M. Carlson (.6).	1.7
12/30/21	Kaluk, Nick S. III	Finalize DIP waiver (.2); email re same with M. Carlson, T. Wolynski and E. Goldberg [both W&C] (.5).	0.8
Total Hours			12.1

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	5.7	1,790.00	10,203.00
	Partner Total	5.7		\$10,203.00
Counsel	Kaluk, Nick S. III	4.4	1,290.00	5,676.00
	Counsel Total	4.4		\$5,676.00
Associate	Worenklein, Elie J.	1.1	1,185.00	1,303.50
	Heller, Rory	0.9	650.00	585.00
	Associate Total	2.0		\$1,888.50
Matter Total		12.1		\$17,767.50

Date	Timekeeper	Narrative	Hours
12/01/21	Ball, Jasmine	Call with internal team on open issues in preparation for confirmation hearing (.7); emails with internal team on preparation issues on plan supplement (.4).	1.1
12/01/21	Kaluk, Nick S. III	Email with J. Ball and E. Worenklein re status of plan supp documents (.3); email with T. Wolynski re post-reorg charter to be included in plan supp (.2).	0.5
12/01/21	Carlson, Mitchell	Email J. Ball re N. Rodriguez [PAL] declaration (.1); review revisions to chapter 11 plan re exit financing (.2); revise confirmation brief (2.4); emails with E. Worenklein re same (.2).	2.9
12/01/21	Worenklein, Elie J.	Draft email to PAL re notice of effective date (.2); revise notice of plan supplement (.2); further edit and update draft chapter 11 plan (1.1); respond to email from creditor re assumed contract schedule (.3); review updated confirmation brief (1.0).	2.8
12/02/21	Ball, Jasmine	Call with E. Worenklein and N. Kaluk on proposed technical amendments to plan (.3); review proposed technical amendments to plan (1.9); email to E. Worenklein on comments on revised plan (.4); review and comment on plan supplement draft (1.0); further emails with E. Worenklein on proposed technical amendments to plan (.5); emails with M. Carlson on proposed changes to plan (.3); emails with R. Heller on plan supplement revisions (.4).	4.8
12/02/21	Kaluk, Nick S. III	Distribute plan supp documents to PAL and W&C teams (.3); email re same with A. Zatz [W&C] (.3); call with E. Worenklein and A. Zatz [W&C] re comments to revised plan and plan supplement (.3); pre-call with E. Worenklein re same (.1); debrief call re same with J. Ball and E. Worenklein (.6); review technical revisions to plan (.6); review updates to plan supp documentation (.3); review W&C comments to same (.2); email with J. Ball and team re technical revisions to plan (.6).	3.3
12/02/21	Carlson, Mitchell	Update PAL chapter 11 plan (.2); emails with E. Worenklein and N. Kaluk re same (.2); review disclosure statement regarding exit financing provisions (.4); correspond with E. Worenklein re same (.2). email Debevoise team regarding exit financing (.2); follow up review of various filings re same (.7); emails with J. Ball re same (.2); review E. Worenklein revisions to confirmation brief (.4); make additional revisions to the same (.3); emails with E. Worenklein re same (.1).	2.9
12/02/21	Dizon, Tzerina	Revise confirmation order re plan modifications (.9); emails with E. Worenklein and M. Carlson re same (.1).	1.0
12/02/21	Dizon, Tzerina	Review Seabury declaration re technical modifications to plan.	0.3
12/02/21	Heller, Rory	Implement W&C comments to plan supplement.	0.5
12/02/21	Worenklein, Elie J.	Markup draft confirmation brief (2.2); review updated confirmation brief (1.1); emails with M. Carlson re exit facility questions (.3); review W&C comments to plan supplement (.4); phone call with N. Kaluk to prep for call with W&C (.1); phone call with N. Kaluk and A. Zatz (W&C) re plan revisions (.3); phone call with N. Kaluk and J. Ball re revisions to the plan (.6); further revise plan to reflect W&C comments (1.2).	6.2

Date	Timekeeper	Narrative	Hours
12/03/21	Ball, Jasmine	Multiple calls with N. Kaluk on technical modifications to plan (.4); review and comment on proposed technical modifications to plan (1.3); further review and revise technical amendments to plan (.9); review and comment on notice of filing in preparation for filing of technical modifications to plan (.5); further review and comment on notice of filing (.4); review W&C comments to proposed technical modifications to plan (.3); emails with E. Worenklein on W&C comments to plan (.2); emails with N. Kaluk on draft form stockholders agreement for plan supplement (.3); emails with D. Rosenzweig and NRF team on draft schedules of aircraft related contracts for plan supplement (.5); emails with E. Worenklein on comments to plan supplement (.3); further review and comment on draft plan supplement in preparation for filing (1.6).	6.7
12/03/21	Kaluk, Nick S. III	Revise technical changes to plan (1.1); email re same with J. Ball and E. Worenklein re same (.5); coordinate filing plan supp with K. Hollingsworth (.4); call with E. Worenklein re same (.3); revise notice of technical change to plan (.4); email re same with J. Ball, M. Carlson and K. Hollingsworth (.6); email with J. Ball and NRF team re creditor feedback on draft stockholder agreement (.4); review same (.7).	4.4
12/03/21	Carlson, Mitchell	Draft notice of filing plan with technical modifications (1.1); emails with E. Worenklein and J. Ball re same (.2); further revise the same (.2); exhibits for plan supplement re assumed contracts (4.4); emails with E. Worenklein re same and filing of the same (.4); emails with F. Vazquez [NRF] re same (.3); revise the same (.6); multiple calls with K. Hollingsworth re filings and service of the same (.6); call with N. Kaluk re service of the same (.2); emails with K. Hollingsworth re same (.2).	8.2
12/03/21	Dizon, Tzerina	Further revise confirmation order re E. Worenklein comments (.5); draft email to J. Ball re confirmation order and brief (.1).	0.6
12/03/21	Heller, Rory	Finalize plan supplement (.9); emails re same (.7).	1.6
12/03/21	Worenklein, Elie J.	Multiple calls with M. Carlson re service and upcoming plan filings (.4); multiple calls with NRF re plan supplement and assumption notices (.9); revise draft plan supplement notice (.4); further revise draft chapter 11 plan modifications (3.1); draft email to client re updated chapter 11 plan (.2); phone call with N. Kaluk re status of plan supplement (.3); final review of plan supplement (.6); emails with J. Ball re assumption global notes (.3).	6.2
12/03/21	Hollingsworth, Kimberly	Call with E. Worenklein re modified plan and plan supplement (.2); emails with team re same (.7); multiple in-office conferences with N. Kaluk re modified plan filing (.4); calls with M. Carlson re filings and service (.6); revise exhibits to technical modifications to plan (.3); prepare filings re plan (.4); revise exhibits to plan supplement (1.3); prepare filings re same (.7); calls with N. Kaluk and M. Carlson re filings (.2); emails with L. Scott [KCC] re service of plan documents (.1); circulate recently filed documents to team (.1); update case folders re same (.1).	5.1

Date	Timekeeper	Narrative	Hours
12/04/21	Ball, Jasmine	Review and comment on corrected version of plan supplement and related filing logistics to reflect missing column on assumed contract schedule.	1.0
12/04/21	Carlson, Mitchell	Emails With F. Vazquez and D. Rosenzweig [NRF] re plan supplement filing (.2); emails with Debevoise team re game plan to amend the same (.2); draft amended plan supplement exhibit (1.3); correspond with K. Hollingsworth re filing of the same (.3); emails with PAL team re same (.1).	2.1
12/04/21	Worenklein, Elie J.	Multiple internal emails re service of plan supplement and assumption notice (.5); review revised plan supplement (.4).	0.9
12/05/21	Worenklein, Elie J.	Further edit confirmation order and brief (1.2); emails with team re plan supplement corrections (.5); phone call with L. Scott [KCC] re service questions (.4).	2.1
12/06/21	Ball, Jasmine	Call with D. Rosenzweig [NRF] on status of discussions with creditor on potential cure objection.	0.5
12/06/21	Carlson, Mitchell	Review E. Worenklein edits to confirmation brief (.4); emails with E. Worenklein and T. Dizon re same (.2); draft additional section for confirmation brief (1.3); correspond with T. Dizon re same (.2); review updates to PAL confirmation brief (.2); make additional revisions to the same (.3); emails with E. Worenklein re same (.2).	2.8
12/06/21	Dizon, Tzerina	Incorporate E. Worenklein comments re confirmation order (.3); further revise same (2.9); emails to E. Worenklein and M. Carlson re same (.2); draft emails to J. Ball and NRF team re same (.2).	3.6
12/06/21	Worenklein, Elie J.	Review updated drafts of confirmation brief and order (1.4); emails with M. Carlson re confirmation declarations (.2); review client's chart of post reorg equity table (.6); email exchange with K. Hollingsworth re assumption notices (.3); draft email to PAL re contact information for assumption notices (.3).	2.8
12/06/21	Hollingsworth, Kimberly	Review email from L. Scott [KCC] missing addresses (.1); review charts re 363 assumptions (.7); prepare chart of addresses re same (.3); email L. Scott [KCC] and E. Worenklein re same (.1).	1.2
12/07/21	Ball, Jasmine	Emails with E. Worenklein on potential amendments or revisions to plan supplement schedules.	0.4
12/07/21	Kaluk, Nick S. III	Email with F. Vazquez [NRF] and E. Worenklein re creditor comments to stockholders agreement (.2); call with creditor counsel re same (.5).	0.7
12/07/21	Carlson, Mitchell	Revise PAL declaration in support of confirmation.	0.2
12/07/21	Carlson, Mitchell	Internal emails with J. Ball and E. Worenklein re PAL declaration (.2); and emails with N. Rodriguez [PAL] re same (.2).	0.4
12/07/21	Dizon, Tzerina	Email to Seabury re supporting declaration (.1); revise confirmation brief (.7).	0.8
12/07/21	Dizon, Tzerina	Review Seabury declaration filing and KCC certificate of service.	0.1

Date	Timekeeper	Narrative	Hours
12/07/21	Heller, Rory	Analyze share subscription breakdown (.6); email with E. Worenklein re same (.2); create supplemental assumption list (.2); call with E. Worenklein re same (.1); take notes re same (.1).	1.2
12/07/21	Worenklein, Elie J.	Revise responses to PAL's questions on draft declaration (.4); respond to KCC's email about draft certification (.2); phone call with L. Scott [KCC] re voting certification (.2); phone call with N. Kaluk and E. Schwartz [MNAT] re stockholders agreement (.4); phone call with F. Vasquez [NRF] re plan equity allocation table (.4); respond to email from creditor re cure amount questions (.2); phone call with R. Heller re amended plan supplement (.2); further edit draft confirmation declarations (1.3); emails with team re plan equity allocation table (.3).	3.6
12/08/21	Ball, Jasmine	Review question on potential cure amount settlement proposal (.5); review potential updates to plan supplement (.6); review question raised by contract counterparty on potential plan supplement objection (1.0); begin preparing for confirmation hearing (2.0).	4.1
12/08/21	Kaluk, Nick S. III	Email with E. Worenklein re stockholders agreement schedule.	0.2
12/08/21	Dizon, Tzerina	Revise confirmation brief re NRF comments (.8); emails with E. Worenklein re same (.2).	1.0
12/08/21	Heller, Rory	Email with J. Ball re update to plan supplement (.3); draft cover notice for updated plan supplement (.8); email with E. Worenklein and K. Hollingsworth re same (.2).	1.3
12/08/21	Worenklein, Elie J.	Review KCC revised certification (.5); emails with KCC re voting results (.4); draft email to PAL re questions on assumption schedule (.4); respond to email from creditor re contracts and plan treatment (.2); phone call with K. Hollingsworth re copies of RSAs and amended plan supplement (.3); Phone call with F. Vasquez re ballot questions (.3); review NRF comments to confirmation order (.4); respond to creditor question about confirmation order language (.2); draft email to PAL re equity allocation breakdown (.4); review updated claims allocation analysis from PAL (.3); comment on draft notice of amended assumption schedule (.6); review additional precedent for confirmation order (1.1).	5.1
12/09/21	Ball, Jasmine	Email with team on vendor voting status for plan (.4); review draft voting certification (.7); review and comment on issues related to potential revisions for supplemental schedule for plan supplement (1.7).	2.8
12/09/21	Kaluk, Nick S. III	Email with K. Sandilands [NRF] and E. Worenklein re plan supp documents/comments.	0.2
12/09/21	Carlson, Mitchell	Call with E. Worenklein re supplemental assumed contract list.	0.2
12/09/21	Dizon, Tzerina	Revise confirmation brief re NRF comments (.4); emails with client re draft confirmation brief and order (.1); email with Seabury re supporting declaration (.1).	0.6
12/09/21	Heller, Rory	Revise notice of plan supplement.	1.4

Date	Timekeeper	Narrative	Hours
12/09/21	Worenklein, Elie J.	Numerous emails with PAL re assumption schedule questions (.7); Emails with PAL re publication notice (.2); review and comment on updated voting summary (.3); comment on updated KCC voting certification (.5); markup draft notice of plan supplement (.4); emails with counsel for LTH re assumption schedule and plan supplement (.4); respond to email from PAL re status of ballots (.1); review NRF comments to confirmation brief (.4); review plan provisions re resolution of cure disputes (.7).	3.7
12/10/21	Ball, Jasmine	Review and respond to settlement proposal with respect to potential cure objection by creditor party (.6); review and comment on contract counter-party email on additional documents for possible assumption on plan supplement schedule (.5); review question on voting certification and respond to N. Kaluk on same (.4); emails with client on potential expected disclosure on voting certification (.6); review release opt-outs and consideration of same (.3); review and comment on supplemental plan schedule and email to Carlson on same (.5); review filed cure objection and related reservation of rights of creditors (.9).	3.8
12/10/21	Kaluk, Nick S. III	Call with E. Worenklein re ballot certification (.2); call with K. Hollingsworth re ballot certification (.2); email with J. Ball, M. Carlson and L. Scott [KCC] re ballot certification schedules (.9); call with M. Carlson re same (.1); review same (.5).	1.9
12/10/21	Carlson, Mitchell	Draft supplemental schedule of assumed contracts (.3); emails with E. Worenklein re same (.2); emails with J. Ball re same (.1); corresponds with K. Hollingsworth re filing the same (.2); review cure objection and reservation of rights filings by creditors in response to plan supplement schedules (.4).	1.2
12/10/21	Carlson, Mitchell	Call with N. Kaluk re late received ballot (.2); correspond with L. Scott [KCC] re late received ballot (.3); review schedules and client materials in order to respond to KCC inquiry re late ballot (.3); review KCC voting certification and provide comments to the same (.3); emails with J. Ball and J. Morrow [KCC] re same (.2).	1.3
12/10/21	Dizon, Tzerina	Revise confirmation order re assumption provisions (.9); emails with E. Worenklein re same (.1); email with J. Ball and W&C re same (.1).	1.1
12/10/21	Heller, Rory	Draft email to client re voting results.	1.2
12/10/21	Worenklein, Elie J.	Draft email to chambers re assumption dispute objection deadline (.2); phone call with N. Kaluk re KCC voting certification (.2); draft email to PAL re updates on plan voting (.3); various emails with creditors re cure related questions (.6); markup draft plan supplement and supplemental assumption scheduled (.7); phone call with R. Heller re update email for PAL (.3); review pleadings filed by creditors (.8); phone call with KCC re voting certification (.3); further markup draft confirmation order (.4).	3.8

Date	Timekeeper	Narrative	Hours
12/10/21	Hollingsworth, Kimberly	Call with E. Worenklein re filing of plan related documents (.3); prepare amendment for plan supplement re filing (.3); email A. Duarte [KCC] re same (.1); respond to emails re KCC certification of votes (2.2); prepare voting certification for filing (.2).	3.1
12/12/21	Kaluk, Nick S. III	Email with F. Vazquez [NRF] and E. Worenklein re creditor questions on stockholder agreement.	0.2
12/12/21	Worenklein, Elie J.	Review precedent for confirmation orders and oral rulings (1.2); draft email to creditor re cure amount questions (.3); update confirmation brief (.9).	2.4
12/13/21	Ball, Jasmine	Review and comment on draft voting certificate from KCC (.7); further comments on draft voting certificate from KCC (.2); review questions from IATA on plan supplement and respond to same (.5); review and respond to question from aircraft MRO on cures provided under plan and plan supplement (1.1); review deed of assignment in preparation for possible plan confirmation (.8).	3.3
12/13/21	Kaluk, Nick S. III	Email with J. Ball, E. Worenklein and NRF team re emergence stock allocations.	0.6
12/13/21	Carlson, Mitchell	Draft confirmation hearing script (3.8); emails with E. Worenklein re same (.2).	4.0
12/13/21	Carlson, Mitchell	Compare versions of KCC voting certification (.1); and emails with J. Ball and N. Kaluk re potentially amending the same (.2).	0.3
12/13/21	Dizon, Tzerina	Final review of confirmation order (1.3); call with E. Worenklein re voting summary (.2); draft client email summary re same (.6); final review re confirmation brief (1.1).	3.2
12/13/21	Heller, Rory	Draft notice of confirmation order (1.6); email with E. Worenklein re same (.4); draft agenda for confirmation hearing (1.7); email with K. Hollingsworth re same (.2).	4.1
12/13/21	Worenklein, Elie J.	Emails with team re updates to voting certification (.3); draft emails to cure objectors re possible resolution (.6); comment on updated equity allocation chart (.6); emails with T. Dizon and J. Ball re current draft confirmation brief (.3); revise notice of confirmation order (.3); phone call with T. Dizon re client email on plan releases (.2); further update confirmation brief (.8); phone call with F. Vasquez [NRF] re equity allocation chart (.3); draft email to PAL re status of open cure objections (.6); revise email to client re plan release questions (.5).	4.5
12/13/21	Worenklein, Elie J.	Revise updated equity allocation chart from PAL (.8); phone call with F. Vasquez (NRF) re equity allocation chart for RSA creditors (.5); draft email to PAL re questions on equity allocation cart (.2); draft email to ACCRA re recognition of confirmation order (.1).	1.6
12/13/21	Hollingsworth, Kimberly	Call with A. McDermott [KCC] re corrected voting certification (.2); call with E. Worenklein re same (.1); respond to emails re service of same (.2); prepare same for filing (.2); emails with Court re same (.2).	0.9

Date	Timekeeper	Narrative	Hours
12/14/21	Ball, Jasmine	Call with D. Rosenzweig [NRF] on deeds of assignment with respect to plan distributions (.2); call with D. Walker [Seabury] on declaration for confirmation (.5); review D. Walker [Seabury] declaration in support of confirmation (1.0); emails with K. Hollingsworth on confirmation hearing witness preparation (.3); review draft communication with respect to deeds of assignment with respect to plan distributions and email F. Vazquez [NRF] on same (.4); review N. Rodriguez declaration in support of confirmation (1.6); review brief in support of confirmation (2.6); review proposed confirmation order (.9); email A. Velarde [ACCRA] on plan distributions (.3); review plan effective date conditions (.5); email Fleming [NRF] on plan effective date conditions (.4); further review and comment on draft proposed confirmation order (.5); review plan cure objections filed in preparation for potential hearing (1.4).	10.6
12/14/21	Kaluk, Nick S. III	Email with E. Worenklein and T. Dizon re confirmation order.	0.4
12/14/21	Carlson, Mitchell	Emails with N. Rodriguez [PAL] re PAL declaration in support of confirmation (.3); emails with E. Worenklein re same (.1).	0.4
12/14/21	Carlson, Mitchell	Review TOA to confirmation brief and further revise the same and brief citations (1.3); emails with E. Worenklein re confirmation brief (.2); revise confirmation brief to incorporate updates re cure objections (.8); further revise PAL declaration in support of confirmation re final voting results and other updates (1.1); emails with E. Worenklein re same (.2); multiple calls with E. Worenklein re confirmation brief and PAL declaration (.2).	3.8
12/14/21	Dizon, Tzerina	Further revise confirmation order re new stockholders agreement and W&C comments (.9); emails with N. Kaluk and E. Worenklein re same (.1); email with K. Sutherland [W&C] re same (.1); revise confirmation order exhibit (.5).	1.6
12/14/21	Heller, Rory	Further draft confirmation hearing agenda.	1.3
12/14/21	Worenklein, Elie J.	Phone call with creditor re cure and plan payment questions (.4); emails with parties re cure objections (.7); further update confirmation brief (3.2); review W&C comments to confirmation order and brief (.7); emails with ACCRA re draft confirmation order (.2); Update draft confirmation order and draft exhibits (2.4).	7.6
12/15/21	Ball, Jasmine	Call with D. Walker on declaration in support of confirmation (.5); review and comment on confirmation brief and filings in support of confirmation in preparation for filing of same (3.3); review comments from RSA parties on deeds of assignment and plan distributions (1.3); review and comment on comments from RSA party on draft shareholders agreement (1.1); emails with N. Kaluk and E. Worenklein on cure objections (.5); review filed versions of confirmation brief, plan and supporting documents publicly available (.4); email N. Rodriguez [PAL] on proposed emergence timeline (.5); review disclosure statement related to supplemental declaration of D. Walker [Seabury] in support of confirmation (1.9).	9.5
12/15/21	Kaluk, Nick S. III	Email with J. Ball and F. Vazquez re stockholder agreement questions from RSA party.	0.2

Date	Timekeeper	Narrative	Hours
12/15/21	Kaluk, Nick S. III	Review confirmation pleadings for filing (1.3); email with J. Ball, M. Carlson and T. Dizon re possible supplemental pleadings regarding same (.3).	1.6
12/15/21	Carlson, Mitchell	Review, update, and finalize proposed confirmation order (1.6); emails with K. Hollingsworth re notice of filing proposed confirmation order (.2); correspond with N. Kaluk, J. Ball and T. Dizon re typo in filings (.4); review relevant filings re total enterprise value typo (.7).	2.9
12/15/21	Carlson, Mitchell	Review E. Worenklein revisions to confirmation hearing script (.2); further revise the same (.5); emails with E. Worenklein re same (.1).	0.8
12/15/21	Dizon, Tzerina	Revise confirmation order in preparation for final filing (2.2); emails with J. Ball and E. Worenklein re same (.3); revise Seabury supporting declaration in preparation for filing (.7); emails with E. Worenklein and R. Heller re same (.2); discuss confirmation order and notice filing with M. Carlson (.1); emails with E. Worenklein re Lufthansa cure amount (.3); emails with E. Worenklein, N. Kaluk, J. Ball and M. Carlson re supplemental Seabury declaration (.9); draft same (.7).	5.4
12/15/21	Heller, Rory	Prepare confirmation declarations for filing.	1.6
12/15/21	Worenklein, Elie J.	Phone call with F. Vasquez [NRF] and creditor re stockholders agreement (.4); final edits to confirmation order and confirmation brief prior to filing (3.3); revise draft confirmation agenda (.4); emails with PAL re status of cure objections (.3); revise draft script for confirmation hearing (1.9); emails with creditors re comments to confirmation order (.2); review NRF comments to confirmation order (.2); internal emails re creditor comments to plan deed of assignment (.4); response to cure objectors re updates on positions (.5); phone calls with K. Hollingsworth re agenda and chambers copy (.4); review emails from J. Ball re status of exit facility (.2).	8.2
12/16/21	Ball, Jasmine	Call with N. Rodriguez [PAL] on witness preparation for confirmation hearing (.8); email to counsel to vendor response on query with respect to status of confirmation of plan (.2); review and comment on supplemental D. Walker [Seabury] declaration in support of confirmation (1.1); review and comment on revised proposed confirmation order (.6); further review and comment on supplemental D. Walker [Seabury] declaration in support of confirmation (.4); respond to parties in interests requests for language in proposed confirmation order or on the record at the confirmation hearing (.9); emails with N. Kaluk on supplemental declaration (.3); email counsel to vendor in response to question on cure objection for confirmation hearing (.4); review informal cure objection from claims trader and emails with E. Worenklein on informal cure objection from claims trader (.4).	5.1
12/16/21	Kaluk, Nick S. III	Email with F. Vasquez [NRF] and E. Worenklein re creditor questions on stockholders agreement (.2); call with E. Worenklein re same (.2); email with E. Worenklein re credit cure questions (.1).	0.5
12/16/21	Kaluk, Nick S. III	Review cure issues list before distribution to PAL.	0.3

Date	Timekeeper	Narrative	Hours
12/16/21	Kaluk, Nick S. III	Review draft supplemental Walker declaration (1.1); email with D. Walker [Seabury] J. Ball and T. Dizon re same (.4); review DS and prior declarations regarding same (.5); email with K. Hollingsworth and T. Dizon re filing same (.2); review new share issuance talking points requested by D. Walker [Seabury] (.3).	2.5
12/16/21	Carlson, Mitchell	Review supplemental declaration of D. Walker [Seabury] and provide comments to the same (.3); correspond with T. Dizon re same (.1); review and provide comments to updated confirmation order (.2).	0.6
12/16/21	Dizon, Tzerina	Review docket re Seabury supplemental declaration (.5); phone call with E. Worenklein re modified confirmation order and notice filing (.2).	0.7
12/16/21	Dizon, Tzerina	Draft modified confirmation order (.4); emails to E. Worenklein and K. Hollingsworth re same (.2); draft notice of filing and exhibits re same modified order (.3); review revised confirmation hearing agenda (.1); email with N. Kaluk re DS exhibits (.4); draft final cash management order (.9); emails with E. Worenklein and K. Hollingsworth re same (.2); prepare filing versions of Seabury supplemental declaration, modified confirmation order and notice of filing modified confirmation order (.7); emails with E. Worenklein and K. Hollingsworth re same (.2).	3.4
12/16/21	Worenklein, Elie J.	Further revise draft confirmation order for possible updates (2.1); updated notice of filing confirmation order (.2); phone call with K. Hollingsworth re plan related filings (.3); review supplemental Seabury declaration (.3); draft email to KCC re upcoming filings (.1); respond to question from creditor re confirmation order language (.2); phone call with N. Kaluk re comments to stockholders agreement (.4); markup press release re plan confirmation (.6); further update talking points for confirmation hearing (1.2); draft status email to PAL re open cure and assumption questions (.5); emails with NRF and N. Kaluk re creditor comments to stockholders agreement (.6); emails with N. Carlson re updates to confirmation script (.4).	6.9
12/16/21	Hollingsworth, Kimberly	Respond to emails re revised filings (1.3); calls with E. Worenklein re same (.4); revise documents re plan filings (1.4); prepare documents for filing re plan (.4); prepare amended agenda re confirmation hearing (.4); respond to emails re same (.2).	4.1
12/17/21	Ball, Jasmine	Review and comment on orders to be submitted to Chambers (.4); emails with F. Vazquez [NRF] and N. Rodriguez [PAL] on comments from aircraft RSA party on deed of assignment related to distribution of plan consideration (.4).	0.8
12/19/21	Ball, Jasmine	Review email from F. Lim [ACCRA] on status of emergence condition and email to F. Lim on same.	0.2
12/20/21	Kaluk, Nick S. III	Email with E. Worenklein and F. Vazquez [NRF] re creditor questions on stockholders agreement.	0.2

Date	Timekeeper	Narrative	Hours
12/20/21	Worenklein, Elie J.	Phone call with F. Vazquez [NRF] re confirmation order and deeds of assignment (.4); review draft stockholders agreement re creditor comments (.4); draft email to creditor re comments to stockholders agreement (.1).	0.9
12/21/21	Ball, Jasmine	Review SEC approval process for share issuance in preparation for effective date (.5); review comments from RSA party on deed of assignment (.4); review closing items in preparation for emergence (1.3).	2.2
12/21/21	Worenklein, Elie J.	Draft email to W&C re comments to stockholders agreement (.3); email exchange with F. Vazquez [NRF] re comments to deed of assignment of new equity (.3).	0.6
12/22/21	Ball, Jasmine	Review deeds of assignment for confirmation of conversion of claims to shares as required by plan (1.0); follow-up with F. Vazquez [NRF] re same (.1).	1.1
12/22/21	Kaluk, Nick S. III	Email to E. Worenklein re stockholders agreement comments from RSA parties.	0.1
12/27/21	Ball, Jasmine	Review open items in preparation for emergence (2.0); emails with N. Kaluk and E. Worenklein on open items in preparation for emergence (.4).	2.4
12/27/21	Kaluk, Nick S. III	Email with A. Wee [PAL] and T. Wolynski [W&C] re effective date DIP conversion mechanics and related questions.	0.5
12/27/21	Worenklein, Elie J.	Draft email to PAL re status of plan CPs (.6); emails with J. Ball re same (.2); draft notice of effective date (.3).	1.1
12/28/21	Ball, Jasmine	Review, consider and comment on open items in preparation for emergence/effective date (1.4); emails with E. Worenklein and N. Kaluk on open items in preparation for emergence/effective date (.5); follow-up on DIP Lender sign-off on open issues in preparation for emergence/effective date (.4); further review open issues with respect to share distributions in preparation for emergence/effective date (2.0).	4.3
12/28/21	Kaluk, Nick S. III	Review effective date closing condition punch list.	0.2
12/28/21	Worenklein, Elie J.	Draft email to PAL re status of plan CPs (.4); draft email to PAL re notice of effective date (.2).	0.6
12/29/21	Ball, Jasmine	Emails with N. Kaluk on DIP lender fee payment requirements as part of plan effectiveness (.3); emails with Henderson [NRF] on open payments required to be made on or prior to effective date of plan (.3); email to counsel to DIP Lender update on closing conditions in preparation for emergence and plan effectiveness (.4); further review and consider open issues in preparation for emergence and potential waivers of same (2.0); review and comment on draft waiver of effective date conditions (.8).	3.8
12/29/21	Kaluk, Nick S. III	Finalize stockholders agreement for emergence (.6); email re same with J. Ball, E. Worenklein, N. Rodriguez [PAL] and T. Wolynski [W&C] (.6); review open effective date CPs (.4).	1.6
12/29/21	Carlson, Mitchell	Review W&C draft of limited waiver and provide comments and revisions to the same (1.6); emails with N. Kaluk, J. Ball and E. Worenklein re same (.4); emails with D. Rosenzweig and F. Vazquez [NRF] re same (.2).	2.2

Date	Timekeeper	Narrative	Hours
12/29/21	Worenklein, Elie J.	Internal emails re open items for emergence, including finalizing stockholders agreement.	0.4
12/30/21	Ball, Jasmine	Call with PAL internal business and legal team, D. Rosenzweig and K. Sandilands [NRF], A. Velarde and F. Lim [ACCRA] and N. Kaluk on status of closing conditions in preparation for plan effectiveness and emergence (1.2); numerous emails with N. Rodriquez [PAL] and C. de Castro [PAL] on status of closing conditions (.5); emails with counsel to DIP lender on open closing conditions and status of DIP lender deliverables (.5); review status of regulatory authorizations required for emergence (.7); further emails with N. Kaluk on preparation for emergence and plan effectiveness (.5); prepare communications with creditor parties in interest for potential emergence (2.2).	5.6
12/30/21	Carlson, Mitchell	Further revise credit agreement limited waiver (.4); emails with N. Kaluk and J. Ball re same (.3); emails with J. Ball, N. Kaluk, E. Worenklein and T. Dizon team re final emergence items (.2).	0.9
12/30/21	Worenklein, Elie J.	Comment on draft plan CP limited waiver (.5); emails with N. Kaluk re same (.3).	0.8
12/31/21	Ball, Jasmine	Prepare for plan effectiveness and emergence (2.4); call with PAL internal business and legal team, D. Rosenzweig and K. Sandilands [NRF] and A. Velarde and F. Lim [ACCRA] on announcement of plan effectiveness and emergence from chapter 11 (.5); prepare draft email to RSA counterparties on plan effectiveness (1.0); email RSA counterparties on plan effectiveness (.2); review notice of plan effective date and confirm filing of same to K. Hollingsworth (.5); email F. Lim [ACCRA] filed notice of effective date (.2).	4.8
12/31/21	Kaluk, Nick S. III	Email with K. Hollingsworth and team re filing of effective date notice.	0.1
12/31/21	Carlson, Mitchell	Final review of notice of effective date.	0.2
12/31/21	Dizon, Tzerina	Call with K. Hollingsworth re effective date (.3); prepare effective date notice (.1); emails to K. Hollingsworth and E. Worenklein re same (.1).	0.5
12/31/21	Worenklein, Elie J.	Phone call with PAL and advisors re closing conditions (.5); emails with team re edits to notice of effective date (.4); prepare and circulate final version of stockholders agreement (.4); emails with KCC re service and publication of notice of effective date (.5).	1.8
12/31/21	Hollingsworth, Kimberly	Respond to emails from team re effective date (.4); call with T. Dizon re same (.3); prepare notice for filing (.2); circulate confirmation of filing to team and KCC (.1); update case folders re same (.1).	1.1
Total Hours			265.6

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	78.9	1,790.00	141,231.00
	Partner Total	78.9		\$141,231.00
Counsel	Kaluk, Nick S. III	20.2	1,290.00	26,058.00
	Counsel Total	20.2		\$26,058.00
Associate	Worenklein, Elie J.	74.6	1,185.00	88,401.00
	Carlson, Mitchell	38.3	810.00	31,023.00
	Dizon, Tzerina	23.9	810.00	19,359.00
	Heller, Rory	14.2	650.00	9,230.00
	Associate Total	151.0		\$148,013.00
Legal Assistant	Hollingsworth, Kimberly	15.5	410.00	6,355.00
	Legal Assistant Total	15.5		\$6,355.00
Matter Total		265.6		\$321,657.00

26417.1117 – BUSINESS OPERATIONS

Invoice Number: 2417511

Date	Timekeeper	Narrative	Hours
12/06/21	Ball, Jasmine	Review draft communication from CEO to existing shareholders and email C. de Castro [PAL] thoughts on same.	0.4
12/09/21	Ball, Jasmine	Review share summary for Philippine SEC and prepare to respond to questions on same.	1.2
12/10/21	Ball, Jasmine	Review requested documentation on confirmation of share distribution amounts for Philippine SEC review (.9); emails with D. Rosenzweig [NRF] on same (.2).	1.1
12/15/21	Worenklein, Elie J.	Review and update monthly operating report.	0.6
12/16/21	Ball, Jasmine	Review and comment on draft company press release related to plan confirmation.	0.9
12/20/21	Ball, Jasmine	Review draft communications updates to employees and other parties (.5); email to C. de Castro [PAL] on same (.1).	0.6
Total Hours			4.8

26417.1117 – BUSINESS OPERATIONS

Invoice Number: 2417511

TIMEKEEPER SUMMARY

Title	Timekeeper	Hours	Rate	Amount
Partner	Ball, Jasmine	4.2	1,790.00	7,518.00
	Partner Total	4.2		\$7,518.00
Associate	Worenklein, Elie J.	0.6	1,185.00	711.00
	Associate Total	0.6		\$711.00
Matter Total		4.8		\$8,229.00

CHARGE AND DISBURSEMENT DETAIL

Date	Description	Amount
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for D. Walker (Seabury)]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for I. Reid (PAL)]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for N. Rodriguez (PAL)]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for C. de Castro (PAL)]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for K. Hollingsworth]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for E. Worenklein]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for N. Kaluk]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for R. Heller]	70.00
11/08/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-10/21; Date: 11/8/2021 - K Hollingsworth #0185 - Court Solutions [11/12/21 Telephonic Hearing Fee for J. Ball]	70.00
11/19/21	Postage – Postage [Audit Response Letter]	3.62
11/19/21	Postage – Postage [Audit Response Letter]	3.62
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for D. Walker (Seabury)]	32.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for I. Reid (PAL)]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for N. Rodriguez (PAL)]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for C. de Castro (PAL)]	70.00

26417.1115 – EXPENSES

Invoice Number: 2417511

Date	Description	Amount
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for K. Hollingsworth]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for T. Dizon]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for R. Heller]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for E. Worenklein]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for N. Kaluk]	70.00
12/13/21	Filing Fee – Vendor: Citi Business Card / CitiBusiness Card; Invoice#: K-HOLLINGSWORTH-11/21; Date: 12/13/2021 - K Hollingsworth #0185 - Court Solutions [12/17/21 Telephonic Hearing Fee for J. Ball]	70.00
12/15/21	Duplicating – 1,491 Copies x 0.10c Per Page	149.10
12/16/21	Duplicating – 118 Copies x 0.10c Per Page	11.80
12/21/21	Transcript Charges – Vendor: David Feldman, A Veritext Corp.; Invoice#: 5469764; Date: 12/21/2021 - AUDIO - TRANSCRIPTION [ORIGINAL - 12/17/21 Hearing Transcript]	205.70
Matter Total		\$1,665.84

26417.1115 – EXPENSES

Invoice Number: 2417511

CHARGES AND DISBURSEMENTS SUMMARY

Description	Amount
Duplicating – 1,609 Copies x 0.10c Per Page	160.90
Filing Fee	1,292.00
Postage	7.24
Transcript Charges	205.70
Matter Total	\$1,665.84



Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
+1 212 909 6000

January 20, 2022

8F PNB Financial Center
Diosdado Macapagal Avenue
CCP Complex
Pasay City, 1307
Philippines

Invoice #: 2417511

Client 26417

REMITTANCE SUMMARY
(Payment Due Upon Receipt)

Fees	\$440,599.50
Charges and Disbursements	\$1,665.84
TOTAL	\$442,265.34

Check

Debevoise & Plimpton LLP
Accounting Department, 28th Floor
919 Third Avenue
New York, N.Y. 10022

Wire Transfer

Citibank, N.A., New York, N.Y.
ABA # [REDACTED]
SWIFT: [REDACTED] Account # [REDACTED]
Invoice No.: 2417511