

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

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In re:	: Chapter 11
	:
AVIANCA HOLDINGS S.A., <i>et al.</i> , ¹	: Case No. 20-11133 (MG)
	:
Debtors.	: (Jointly Administered)
	:
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**ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND PAY
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “Motion”)² of Avianca Holdings S.A. and its above-captioned affiliates, as debtors and debtors in possession (the “Debtors”), pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), for an order authorizing, but not directing, the Debtors to (a) establish certain procedures for the Debtors to retain and compensate professionals that the Debtors employ in the ordinary course of business identified on **Exhibit 1** and **Exhibit 2** annexed hereto (the “Ordinary Course Professionals”), effective as of the Petition Date, without (i) the submission of separate employment applications

¹ The Debtors in these chapter 11 cases (the “Chapter 11 Cases”), and each Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); AeroInversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.



or (ii) the issuance of separate retention orders for each individual Ordinary Course Professional; and (b) compensate and reimburse such professionals without individual fee applications, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the Case Management Order, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals listed on **Exhibit 1** and **Exhibit 2** annexed hereto in the ordinary course of its business in accordance with the following procedures (the “OCP Procedures”):

- (i) The Debtors will be authorized to employ the Ordinary Course Professionals listed on the OCP List in accordance with the OCP Procedures, effective as of the Petition Date.

- (ii) Each Ordinary Course Professional will provide the Debtors' attorneys, within 30 days after the later of the date (a) of entry of this Order or (b) on which the Ordinary Course Professional commences services for the Debtors, (i) a declaration substantially in the form annexed as **Exhibit 3** to this Order (the "OCP Declaration"), certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed, and (ii) a completed retention questionnaire (the "Retention Questionnaire"), substantially in the form annexed to this Order as **Exhibit 4**.
- (iii) Upon receipt of the OCP Declaration and the Retention Questionnaire, the Debtors' attorneys will file the same with the Court and serve a copy of each upon: (a) the Office of the United States Trustee (Attn: Brian S. Masumoto, Esq. and Greg M. Zipes, Esq.) (the "U.S. Trustee"); and (b) the attorneys for the Committee (Attn: Brett H. Miller, Esq.; Todd M. Goren, Esq.; Erica J. Richards, Esq.) (the "Notice Parties").
- (iv) The Notice Parties will have seven (7) days after service of the OCP Declaration and Retention Questionnaire (the "Objection Deadline") to file with the Court and serve by email on (a) counsel for the Debtors and (b) the relevant Ordinary Course Professional (or its counsel if known) (together, the "Objection Recipients") a written objection stating, with specificity, the legal and/or factual bases for such objection.
- (v) If no objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional will be deemed approved without the need for a hearing and without further Order of the Court; *provided*, that if an objection is filed by the Objection Deadline and such objection cannot be resolved within fourteen (14) days after the Objection Deadline, the Debtors will schedule the matter for a hearing before the Court.
- (vi) The Debtors will be authorized to add or remove Ordinary Course Professionals from the OCP List throughout these Chapter 11 Cases; *provided*, that the Debtors file with the Court and serve on the Notice Parties a notice listing those Ordinary Course Professionals to be added to or removed from the OCP List, along with the attendant OCP Declarations and Retention Questionnaires (the "Supplemental OCP Notice"); and *provided further* that each additional Ordinary Course Professional shall be subject to these OCP Procedures.
- (vii) If no objection to the Supplemental OCP Notice is filed with the Court and served upon the Debtors' counsel so as to be actually received within seven (7) calendar days after the filing of the applicable Supplemental OCP Notice, the amended OCP List will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to a Supplemental OCP Notice will be paid

in accordance with the terms and conditions as set forth in these OCP Procedures.

- (viii) Subject to the foregoing and the below caps (the “OCP Caps”), the Debtors will be authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained in the same manner as such Ordinary Course Professional was compensated and reimbursed before the Petition Date, without prior application to the Court by such Ordinary Course Professional, in the full undisputed amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and expenses incurred, in each case calculated in accordance with such Ordinary Course Professional’s standard billing practices, *provided* that the Debtors shall have the right to dispute any such invoices.
- (ix) For each Ordinary Course Professional set forth on **Exhibit 1** to this Order (each, a “Tier 1 OCP”), total compensation and reimbursements shall not exceed \$150,000 per month (on average over a rolling three-month basis), for each month starting from the first full month following the Petition Date, for services rendered to one or more of the Debtors (the “Tier 1 Monthly Cap”), and \$750,000 for the duration of these Chapter 11 Cases (the “Tier 1 Case Cap”).
- (x) For each Ordinary Course Professional set forth on **Exhibit 2** to this Order (each, a “Tier 2 OCP”), total compensation and reimbursements shall not exceed \$25,000 per month (on average over a rolling three-month basis), for each month starting from the first full month following the Petition Date, for services rendered to one or more of the Debtors (the “Tier 2 Monthly Cap,” and together with the Tier 1 Monthly Cap, the “OCP Monthly Caps”), and \$200,000 for the duration of these Chapter 11 Cases (the “Tier 2 Case Cap,” and together with the Tier 1 Case Cap, the “OCP Case Caps”).
- (xi) To the extent an Ordinary Course Professional’s monthly compensation and reimbursements are less than the applicable OCP Monthly Cap, the amount by which such compensation and reimbursements are below the applicable OCP Monthly Cap may be carried over to successive periods, subject at all times to the applicable OCP Case Cap, subject to further order of the Court.
- (xii) To the extent an Ordinary Course Professional seeks compensation in excess of the applicable OCP Cap (“Excess Fees”), (a) the Debtors may pay the Ordinary Course Professional’s fees and expenses up to the applicable OCP Cap, and (b) such Ordinary Course Professional shall, with respect to the Excess Fees, file with the Court a notice of fees in excess of the applicable cap (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. The Notice Parties shall then have 14 days to file an objection to the Notice of Excess Fees with the Court. If after 14 days no objection is filed, the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses on account of the Excess Fees without the need to file a fee application and such Excess Fees will be deemed approved. If an objection is

timely filed and such objection cannot be resolved within 20 days, the Debtors will schedule the matter for a hearing before the Court.

- (xiii) Payment to any one Ordinary Course Professional shall not exceed the applicable OCP Case Cap, subject to further order of the Court. In the event that an Ordinary Course Professional's fees and expenses exceed the applicable OCP Case Cap, such Ordinary Course Professional shall be required to file a separate retention application to be retained as a professional pursuant to section 327 of the Bankruptcy Code.
- (xiv) If (a) the Debtors, (b) the United States Trustee, and (c) the Committee agree to increase one or more of the OCP Caps, the increased cap amount, as applicable, shall be deemed approved without further action of the Court, *provided* that the Debtors shall file a notice with the Court of any such agreed increase. In the absence of an agreement, the OCP Caps described above will be enforced, subject to the right of the Debtors to file a motion, on notice to the Notice Parties, seeking an order to increase one or more of the OCP Caps.
- (xv) At three-month intervals during the pendency of these chapter 11 cases (each, a "Quarter"), with the first such period commencing on the Petition Date and ending on August 31, 2020, the Debtors will file with the Court and serve on the Notice Parties, no later than 31 days after the last day of such Quarter, a statement that will include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; and (b) for each Quarter, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional.

3. The OCP Procedures are approved.

4. Entry of this Order and approval of the OCP Procedures does not affect the Debtors' ability to (a) dispute any invoice submitted by an Ordinary Course Professional or (b) retain additional Ordinary Course Professionals from time to time as needed, and the Debtors reserve all of its rights with respect thereto.

5. The form of OCP Declaration and Retention Questionnaire are approved.

6. The Debtors are authorized to take all reasonable action necessary to effectuate the relief granted in this Order.

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

IT IS SO ORDERED.

Dated: June 9, 2020
New York, New York

Martin Glenn

MARTIN GLENN
United States Bankruptcy Judge

Exhibit 1

Tier 1 Ordinary Course Professionals

Tier 1 OCP List

<u>LEGAL PROFESSIONAL</u>	<u>ADDRESS</u>	<u>CONTACT</u>	<u>LEGAL SERVICES PERFORMED BY PROFESSIONAL</u>
AEROSERVICIOS ACM S.C	AV. PASEO DE LAS PALMAS N° 215, INT. PISO 5, DESP 503, COL. LOMAS DE CHAPULTEPEC V SECC, C.P. 11000, MIGEL HIDALDO, CIUDAD DE MÉXICO, MEXICO	MARTHA SANCHEZ	MEXICAN CORPORATE & AEROUNIÓN COUNSEL
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BUITRAGO Y BUITRAGO ABOGADOS ASOCIADOS SAS	BUITRAGO ASOCIADOS LTDA. - CARRERA 12A #77A - 52 OFICINA 204, BOGOTÁ D.C., COLOMBIA	OSCAR MAURICIO BUITRAGO	COLOMBIAN CORPORATE COUNSEL
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CARMEN MERLOS LICMERLOS	SENDA "U" 4 #2, RESIDENCIAL LAS NUBES, ANTIGUO CUSCATLAN, LA LIBERTAD. SALVADOR	CARMEN MERLOS	EL SALVADORIAN TAX COUNSEL
DAUGHERTY, FOWLER, PEREGRIN, HAUGHT & JENSON, P.C.	100 NORTH BROADWAY, SUITE 2000 OKLAHOMA CITY, OK 73102	MARK PEREGRIN	USA FAA COUNSEL
DI CIERO ADVOGADOS	RUA DO MERCADO 11.10 ANDAR CENTRO RIO DE JANEIRO RJ BRASIL CEP 20010-120 T	LUISA MEDINA	BRAZILIAN CORPORATE COUNSEL
DLA PIPER	CRA 7 # 71-21 TORRE B OF. 602, BOGOTÁ, COLOMBIA	CESAR CERMEÑO	COLOMBIAN TAX COUNSEL

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GÁLVEZ, RISSO, ZEGARRA & ASOCIADOS	AV. VÍCTOR ANDRÉS BELAÚNDE 332, OF.101. SAN ISIDRO, LIMA 27 - PERÚ	CARLOS ZEGARRA	PERUVIAN TAX COUNSEL
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ROMERO ZAPIOLA CLUSELLAS & SLUGA ABOGADOS	AV. CORRIENTES 345 - PISO 3º - (C1043AAD) CAPITAL FEDERAL ARGENTINA	MONICA CAMINOS	ARGENTINIAN CORPORATE COUNSEL
SOLANGE NEVES ADVOGADOS ASSOCIADOS	CENTRO EXECUTIVO TORRE PRATA R. JÚLIO DE CASTILHOS, 679 SALA 132 CENTRO CEP:93510-130 BRASIL	NILTE DA ROSA	BRAZILIAN CORPORATE COUNSEL

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URDANETA, VÉLEZ, PEARL & ABDALLAH ABOGADOS	CLL 67 NO 4A 71 BOGOTA D.C.; BOGOTA D.C.; POSTAL CODE: 0206	LUIS GUILLERMO VÉLEZ CABRERA	COLOMBIAN INSOLVENCY COUNSEL
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WJP LEGAL	WJP LEGAL C/GUADALQUIVIR 22 28002 MADRID SPAIN	SVEN WASSMER	SPANISH CORPORATE & AVIATION COUNSEL

Exhibit 2

Tier 2 Ordinary Course Professionals

Tier 2 OCP List

<u>LEGAL PROFESSIONAL</u>	<u>ADDRESS</u>	<u>CONTACT</u>	<u>LEGAL SERVICES PERFORMED BY PROFESSIONAL</u>
ACT MANAGEMENT SERVICES B.V.	WESTERDOKSDIJK 423, 1013 BX AMSTERDAM, PAÍSES BAJOS, NETHERLANDS	LOES DE BOT	DUTCH CORPORATE COUNSEL
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ALEMÁN, CORDERO, GALINDO & LEE - ALCOGAL	2DO PISO, HUMBOLDT TOWER, CALLE 53 ESTE, URB. MARBELLA, PANAMÁ, REP. DE PANAMÁ	CARLOS ALBERTO; SAMANIEGO PAREDES	PANAMANIAN CORPORATE COUNSEL
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ALVAREZ LIÉVANO LASERNA	CRA 14 # 94-44 TORRE B 201 COLOMBIA	JENNY PEREZ	COLOMBIAN LABOR COUNSEL
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ARIAS, FABREGA & FABREGA-ARIFA	PH ARIFA, 9TH AND 10TH FLOORS, WEST BOULEVARD, SANTA MARIA BUSINESS DISTRICT, PANAMA, REPUBLIC OF PANAMA	JAVIER YAP ENDARA	PANAMANIAN CORPORATE COUNSEL
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BLP ABOGADOS - COSTA RICA	BLP BUILDING VIE LINDORA BUSSINES CENTER RADIAL SANTA ANA SAN JOSE, COSTA RICA	JOSE PÉREZ	COSTA RICAN CORPORATE COUNSEL
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BUFETE DR. F.A. ARIAS	CALLE LA MASCOTA 533 COL. SAN BENITO	INES CUBIAS	EL SALVADORIAN CORPORATE COUNSEL

	SAN SALVADOR, EL SALVADOR		
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Exhibit 3

OCP Declaration

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

-----X	:	
	:	
In re:	:	Chapter 11
	:	
AVIANCA HOLDINGS S.A., <i>et al.</i> , ¹	:	Case No. 20-11133 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____**

STATE OF _____)
) s.s.:
COUNTY OF _____)

_____, declares, pursuant to 28. U.S.C. § 1746, as follows:

1. I am a _____ of _____, located at _____ (the "Firm").

2. Avianca Holdings S.A. and certain of its above-captioned affiliates, as debtors and debtors in possession (collectively, the "Debtors") have requested that the Firm provide

¹ The Debtors in these Chapter 11 Cases, and each Debtor's federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int'l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

_____ services to the Debtors, and the Firm
has consented to provide such services (the “Services”).

3. The Services include, but are not limited to, the following:

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these cases, for persons that are parties in interest in the Debtors’ cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Firm does not perform services for any such person in connection with these cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these cases, the Debtors owed the Firm \$ _____
in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its

employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration and Disclosure Statement was executed on _____, 2020, at _____.

Declarant Name

Exhibit 4

Retention Questionnaire

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

-----X
: In re: : Chapter 11
: :
: AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 (MG)
: :
: Debtors. : (Jointly Administered)
: :
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Avianca Holdings S.A. and certain of its above-captioned affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in these cases.

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of firm:

2. Date of retention: _____

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3. Type of services to be provided:

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable): _____

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

9. Name and title of individual completing this form:

Dated: _____, 2020