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*Counsel for Debtors and
Debtors-In-Possession*

**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		

**SUMMARY SHEET FOR FIRST INTERIM APPLICATION OF
MILBANK LLP FOR ALLOWANCE OF INTERIM COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS FROM
MAY 10, 2020 THROUGH AND INCLUDING SEPTEMBER 30, 2020**

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); Nicaragüense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aéreo 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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



In accordance with the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), Milbank LLP (collectively, “Milbank”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this summary (this “Summary”) of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the “Application”) for the period from May 10, 2020 through September 30, 2020 (the “First Interim Application Period”). Milbank submits the Application as an interim fee application in accordance with the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on June 9, 2020 [Docket No. 256] (the “Interim Compensation Order”), which permits Milbank to file interim fee applications every four months.

Basic Information	
Name of Applicant:	Milbank LLP
Name of Client:	Avianca Holdings S.A. et al., as debtors and debtors in possession
Petition Date:	May 10, 2020
Date of Order Approving Employment and Retention:	June 9, 2020, <i>nunc pro tunc</i> to May 10, 2020
This Interim Application	
Time Period Covered:	May 10, 2020 through September 30, 2020
Total Hours Billed:	12,587.30
Total Fees Requested:	\$13,776,609.00
Total Expenses Requested:	\$365,669.73
Total Fees and Expenses Requested:	\$14,142,278.73
Blended Rate for Attorneys:	\$1,119.38
Blended Rate for All Timekeepers:	\$1,094.48
Rate Increases Not Previously Approved or Disclosed:	N/A
Total Professionals:	68
Total Professionals Billing Less than 15 Hours	16
Historical	
Fees Approved to Date:	N/A
Expenses Approved to Date:	N/A
Total Fees and Expenses Approved to Date:	N/A
Approved Amounts Paid to Date:	N/A

Outstanding Amounts Sought:	\$2,755,321.80
Fees Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$8,502,275.60
Expenses Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$195,038.68
Total Fees and Expenses Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$8,697,314.28
Related Information and Case Status	
This is a(n): <u> X </u> interim <u> </u> final application.	
The Debtors have filed the <i>Amended Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief</i> [Docket No. 73] and the <i>Order Directing Certain Orders in Chapter 11 Cases of Avianca Holdings S.A., et al Be Made Applicable to Subsequent Debtors</i> [Docket No. 1030].	
The Debtors are current on their payment of quarterly fees to the United States Trustee.	
The Debtors are current on all monthly operating report filings.	

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**UNITED STATES BANKRUPTCY COURT
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In re:	:	Chapter 11
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AVIANCA HOLDINGS S.A., <i>et al.</i> , ¹	:	Case No. 20-11133 (MG)
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Debtors.	:	(Jointly Administered)
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**FIRST INTERIM APPLICATION OF MILBANK LLP FOR ALLOWANCE OF
INTERIM COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS
FROM MAY 10, 2020 THROUGH AND INCLUDING SEPTEMBER 30, 2020**

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); Nicaragüense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aéreo 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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

Milbank LLP (“Milbank”), counsel to Avianca Holdings S.A. and its above-captioned affiliates, as debtors and debtors in possession (collectively, the “Debtors”), hereby submits this 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 Bankruptcy 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*, entered on June 9, 2020 [Docket No. 256] (the “Interim Compensation Order”), for interim allowance of compensation for professional services rendered by Milbank to the Debtors for the period from May 10, 2020 through and including September 30, 2020 (the “First Interim Application Period”) and reimbursement of actual and necessary expenses incurred by Milbank in connection with rendering such services during the First Interim Application Period.

Pursuant to the Guidelines, Milbank submits the declaration of Evan R. Fleck, a Milbank partner (the “Fleck Declaration”), regarding Milbank’s compliance with the Guidelines, which is attached hereto as **Exhibit A** and is incorporated herein by reference. In further support of this Application, Milbank respectfully represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

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

Background

3. On May 10, 2020 (the “Initial Petition Date”), certain of the Debtors (the “Initial Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Initial Chapter 11 Cases”). On September 21, 2020 (together with the Initial Petition Date, as applicable to each Debtor, the “Petition Date”), each of AV Loyalty Bermuda Ltd. and Aviacorp Enterprises S.A. (collectively, the “Subsequent Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Subsequent Chapter 11 Cases” and together with the Initial Chapter 11 Cases, the “Chapter 11 Cases”).

4. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Amended Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 73] and the *Order Directing Certain Orders in Chapter 11 Cases of Avianca Holdings S.A., et al Be Made Applicable to Subsequent Debtors* [Docket No. 1030].

5. On May 22, 2020, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the “Committee”). See Notice of

Appointment of Official Committee of Unsecured Creditors [Docket No. 154]. No trustee or examiner has been appointed in these cases.

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the filing of these cases is set forth in the *Declaration of Adrian Neuhauser in Support of the Debtors' Chapter 11 Petitions and First Day Orders* [Docket No. 20].

Case Status

7. Avianca is the second-largest airline group in Latin America and the most important carrier in the Republic of Colombia and in the Republic of El Salvador. It is the largest airline in the Republic of Colombia (the third largest Latin American economy), a code-share partner of United Airlines, and a member of the Star Alliance which, with 26 members, is the world's largest global airline alliance.

8. The Debtors commenced these chapter 11 cases for one principal reason: the COVID-19 pandemic, which has dramatically affected the Debtors' business. The Debtors commenced these chapter 11 cases to, among other things, preserve value, reduce costs and rationalize their fleet. As a result of the ongoing pandemic and its consequences, the Debtors are facing significantly reduced revenues from ticket sales and ancillary revenues, government restrictions on international flights, substantial ongoing contractual obligations to their lessors, and lenders and other creditors.

9. Since the Petition Date, with Milbank's advice and assistance, the Debtors have, among other achievements:

- a. secured approval of all their "first day" and "second day" motions, allowing for a smooth transition of the Debtors' operations into chapter 11;
- b. successfully retained a number of estate professionals;

- c. secured and obtained approval of \$2 billion in postpetition debtor-in-possession financing, which involved comprehensive negotiations with various key constituencies in these chapter 11 cases;
- d. negotiated a securities purchase agreement with an affiliate of Advent International for the purchase of its 30% minority equity stake in LifeMiles Ltd., Avianca's loyalty program. The purchase of the minority equity stake allowed the Debtors to provide additional collateral necessary to obtain their debtor-in-possession financing facility;
- e. negotiated nearly 100 adequate protection and "power by the hour" stipulations with various aircraft counterparties;
- f. commenced two adversary proceedings against various affiliates of G4S and USAVflow, respectively;
- g. prepared and filed the Debtors' schedules and statements of financial affairs;
- h. prepared for and successfully argued numerous motions and applications at multiple omnibus hearings; and addressed numerous diligence requests, questions, concerns, and issues raised by employees, vendors, customers, and other parties in interest; and
- i. supported transparent and regular communications with the Debtors' various constituents, including its various regulators and the Committee.

10. Notwithstanding these accomplishments and the substantial amount of work that was required to achieve them, Milbank has extended courtesy reductions of its fees by \$592,765.00 and its expenses by \$10,309.66—amounts that in each case would otherwise be due and owing to Milbank. In light of these extraordinary reductions and the substantial achievements that Milbank has assisted with thus far, Milbank respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Milbank provided to the Debtors during the First Interim Application Period is reasonable, appropriate, and commensurate with the scale, nature, and complexity of these chapter 11 cases and should be allowed.

Retention of Milbank

11. On June 9, 2020 the Court issued the *Order Authorizing Employment and Retention of Milbank LLP as Attorneys for Debtors and Debtors in Possession Nunc Pro Tunc to Petition Date* [Docket No. 259] (the “Retention Order”), authorizing the Debtors to employ and retain Milbank as their counsel effective as of the Petition Date. The Retention Order authorized Milbank to receive compensation pursuant to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, and the local rules and orders of this Court.

12. On June 9, 2020, the Court entered the Interim Compensation Order, which approved certain compensation procedures for these cases (the “Compensation Procedures”). Pursuant to the Compensation Procedures, retained professionals are authorized to serve monthly fee statements (each, a “Monthly Statement”) on or before the 30th day of each month following the month for which compensation is sought or as soon thereafter as practicable. Provided that no objection to a Monthly Statement is raised, the Debtors are authorized to pay such professionals an amount equal to eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in such Monthly Statement.

13. In addition, the Compensation Procedures provide that, beginning with the period ending on September 30, 2020, and at four-month intervals thereafter, retained professionals are authorized to file interim applications with the Court for the allowance of compensation and reimbursement of expenses sought in the monthly fee statements submitted during the applicable Interim Fee Period (as defined in the Interim Compensation Order). Upon allowance by the Court of a professional’s interim fee application, the Debtors are authorized to promptly pay such professional all unpaid fees and expenses (including the 20% holdback) for the applicable Interim Fee Period.

Compensation Paid and Its Sources

14. All services during the First Interim Application Period for which compensation is requested by Milbank were performed for or on behalf of the Debtors. Additionally, Milbank has not received any payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with matters covered by this Application. A certification confirming Milbank's compliance with the Guidelines is annexed hereto as **Exhibit A**.

15. To the extent that billable time or disbursement charges for services rendered or expenses incurred relate to the First Interim Application Period, but were not processed prior to the preparation of this Application, Milbank reserves the right to request compensation for such services and reimbursement of such expenses in a future fee application.

16. These professional services were rendered by Milbank's partners, counsel, associates and paraprofessionals from its various practice groups, including financial restructuring, litigation, corporate, executive compensation and benefits, and tax.

17. Prior to the Petition Date, the Debtors paid Milbank a retainer for professional services to be performed and expenses to be incurred in connection with its representation of the Debtors and in preparation of the Debtors seeking relief under chapter 11 (the "Retainer"). Based on a reconciliation of all charges and expenses through the date of this Application, the balance of the Retainer as of the date of this Application is \$106,329.30, which amount Milbank will draw down to reduce the amount payable pursuant to Milbank's Monthly Statement for September.²

² Pursuant to the Retention Order, "Milbank shall apply any remaining amounts of its prepetition Retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to Milbank."

Billing History

18. Pursuant to the terms of the Compensation Procedures, Milbank served five Monthly Statements for the services rendered and expenses incurred during the First Interim Application Period as follows:

Docket No.	Period Covered by Monthly Statement	Total Fees Requested	Total Expenses Requested	Objection Deadline	Total Amounts Received	Total Amounts Outstanding
Docket No. 332	May 10, 2020 – May 31, 2020	\$2,093,354.80 (80% of \$2,616,693.50)	\$50,984.28	July 9, 2020	\$2,144,339.08	\$523,338.70
Docket No. 648	June 1, 2020 – June 30, 2020	\$1,763,237.20 (80% of \$2,204,046.50)	\$41,115.94	August 14, 2020	\$1,804,353.14	\$440,809.30
Docket No. 772	July 1, 2020 – July 31, 2020	\$1,678,854.00 (80% of \$2,098,567.50)	\$38,924.95	September 13, 2020	\$1,717,778.95	\$419,713.50
Docket No. 1012	August 1, 2020 – August 31, 2020	\$2,966,829.60 (80% of \$3,708,537.00)	\$64,013.51	October 17, 2020	\$3,030,843.11	\$741,707.40
Docket No. 1129	September 1, 2020 – September 30, 2020	\$2,519,011.60 (80% of \$3,148,764.50)	\$170,631.05	November 12, 2020	\$0.00	\$3,319,395.55 ³
Total		\$13,776,609.00	\$365,669.73	N/A	\$8,697,314.28	\$5,444,964.45

19. These Monthly Statements reflect, in the aggregate, courtesy reductions of \$592,765.00 on account of fees and \$10,309.66 on account of expenses that would otherwise be due and owing to Milbank. Milbank maintains detailed time records of services rendered by its professionals and paraprofessionals. Copies of these time records have been filed on the docket with Milbank's Monthly Statements.

Relief Requested

20. In this Application, Milbank is requesting entry of an order, (a) granting the interim allowance of (i) compensation for the actual, reasonable and necessary professional services that

³ The Debtors anticipate that 80% of September fees and 100% of September expenses will be paid pursuant to the Interim Compensation Order prior to the hearing on this Application.

Milbank has rendered to the Debtors in the amount of \$13,776,609.00 and (ii) the actual, reasonable and necessary out-of-pocket expenses incurred in representing the Debtors in the amount of \$365,669.73; and (b) authorizing the Debtors to pay Milbank the outstanding amount of \$2,755,321.80 (representing 20% of the aggregate fees for May, June, July, August, and September) (the “Holdback Amount”).

21. In accordance with the Guidelines, the following exhibits are attached to this Application:

- a. **Exhibit B** is a schedule of the number of hours billed by partners, counsel, senior attorneys, associates, and paraprofessionals during the First Interim Application Period with respect to each of the subject matter categories Milbank has established in accordance with its internal billing procedures. Milbank attorneys and paraprofessionals have billed a total of 12,587.30 hours in connection with these cases during the First Interim Application Period.
- b. **Exhibit C** is a schedule providing certain information regarding Milbank attorneys and paraprofessionals for whose work compensation is sought in this Application, including position, level of experience, hourly rate, total hours spent working in these cases during the First Interim Application Period, and amount of compensation sought on account thereof.
- c. **Exhibit D** contains a summary schedule of the actual and necessary out-of-pocket expenses incurred by Milbank during the First Interim Application Period.
- d. **Exhibit E** contains a disclosure of “customary and comparable compensation” charged by Milbank’s professionals and paraprofessionals, including a summary of the blended hourly rates of the applicable timekeepers (segregated by rank) as compared to the blended hourly rates for similar non-bankruptcy timekeepers in Milbank’s U.S. Offices.
- e. **Exhibit F** contains Milbank’s budget and staffing plans for these cases during the First Interim Application Period.

Summary of Legal Services Rendered

22. During the First Interim Application Period, Milbank provided extensive, reasonable, and appropriate professional services to the Debtors that were necessary to the

administration of these cases. These services were often performed under severe time constraints, which required Milbank attorneys to devote substantial time during the evenings and on weekends, and were necessary to address a multitude of critical issues both unique to these cases and those typically faced by large corporate debtors in similar cases of this magnitude and complexity.

23. To provide a meaningful summary of Milbank's services rendered on behalf of the Debtors and their estates, Milbank has established, in accordance with its internal billing procedures, certain subject matter categories tailored to these cases. The following is a summary of professional services rendered for the most significant subject matter categories during the First Interim Application Period:⁴

A. Asset Sales / Other

Total Fees: \$606,963.00
Total Hours: 597.10

24. During the First Interim Application Period, Milbank attorneys negotiated a securities purchase agreement with an affiliate of Advent International for the purchase of its 30% minority equity stake in LifeMiles Ltd. (the "Advent Sale"), Avianca's loyalty program. The purchase of the minority equity stake allowed the Debtors to provide additional collateral necessary to obtain their debtor-in-possession financing facility (the "DIP Facility"). Milbank attorneys also engaged in numerous conference calls with the Debtors, Advent, and Bermuda counsel, among others, regarding potential sale structures and possible outcomes, as well as in connection with the drafting of the securities purchase agreement, the motion to approve the securities purchase agreement, and related documentation. The Debtors' motion to approve their entry into the securities purchase agreement was approved by the Court alongside the Debtors'

⁴ The following summary includes solely descriptions of billing categories as to which Milbank billed more than fifty (50) hours and, thus, does not include all of the services rendered by Milbank to the Debtors in connection with these cases.

motion to approve their DIP Facility on October 5, 2020, and, in thus securing approval of the Advent Sale, was instrumental in the Debtors obtaining the \$2 billion in financing made available to them under the DIP Facility.

B. Assumption and Rejection of Leases and Contracts

Total Fees: \$308,891.00
Total Hours: 298.00

25. During the First Interim Application Period, Milbank attorneys drafted, sought, and obtained Court approval of various lease rejections and formulated and obtained approval of comprehensive executory contract and unexpired lease rejection and assumption procedures. Milbank attorneys also conducted research regarding legal issues in connection with engine leases and credit card processing agreements. Additionally, Milbank attorneys analyzed, with the assistance of the Debtors and the Debtors' other professionals, the rejection of executory contracts and unexpired leases and prepared and filed multiple pleadings to reject certain executory contracts and unexpired leases.

C. Automatic Stay Enforcement

Total Fees: \$339,517.50
Total Hours: 318.40

26. Under this project category, Milbank attorneys spent substantial time researching and preparing response strategies and engaging in discussions with parties seeking relief from the stay. Milbank attorneys also drafted pleadings to enforce the automatic stay and/or engaged in discussions with various creditors or parties in interest who were in violation of the automatic stay, and spent substantial time discussing response strategies with the Debtors regarding the same. Most notably, Milbank attorneys researched issues arising in conjunction with activities related to a temporary restraining order and preliminary injunction against various affiliates of G4S for violations of the automatic stay.

D. Business Operations

Total Fees: \$55,821.00
Total Hours: 51.80

27. Under this project category, Milbank attorneys advised the Debtors on various business and operational issues and their interaction with U.S. bankruptcy law, including but not limited to labor issues, flight operations, executory contracts strategy, and negotiations with key business counterparties. Milbank attorneys also participated in discussions with other professionals regarding various operational issues and coordinated with the Debtors' senior management regarding these issues.

E. Case Administration

Total Fees: \$428,809.00
Total Hours: 533.90

28. Under this project category, Milbank attorneys assisted the Debtors with general matters related to case administration, including case coordination, case calendaring, and the filing of court papers. Specifically, Milbank attorneys maintained a critical dates calendar and reviewed and distributed filings on the Court's docket with summaries of the same to the Debtors' advisors and internal teams, prepared and revised various first day pleadings, and drafted and filed numerous court papers related to case administration, including the case management order, the motion to extend the removal deadline, notices of hearing dates and adjournments, and hearing agendas. Milbank attorneys coordinated with KCC LLC ("KCC"), the Debtors' noticing and claims agent, to maintain and update the master service list; coordinated and supervised service of notice of commencement of cases and first day pleadings; assisted KCC in establishing and maintaining a website containing information regarding the Debtors, their professionals, meetings of creditors, and copies of relevant documents. Milbank attorneys also assisted the Debtors' management and other advisors with the preparation and review of schedules and SOFAs.

F. General Case Strategy (Including team calls)

Total Fees: \$431,456.00
Total Hours: 338.70

29. During the Application Period, Milbank attorneys participated in numerous team calls and videoconferences—both internally with other Milbank teams as well as with the Debtors’ other advisors, including Seabury, FTI, SGR, and KCC—to formulate strategies regarding the chapter 11 cases and various business issues. Given the advisors’ inability to meet in person in light of COVID-19 safety concerns, and given the complexity of the Debtors’ chapter 11 cases, these coordination calls and videoconferences were especially critical to ensure coordination among the Debtors’ advisors and to ensure there were no overlapping work streams.

G. Cash Collateral / Adequate Protection / DIP

Total Fees: \$4,254,303.00
Total Hours: 3,668.40

30. During the First Interim Application Period, Milbank attorneys assisted the Debtors with securing and obtaining a nearly \$2 billion debtor-in-possession financing facility, which was approved by the Court on October 5. The DIP Facility is extraordinarily complex, and as noted by the Court, one of the most complicated DIP transactions ever, in that, among other things, it is a multi-tranche lending facility (with a senior Tranche A and a subordinated Tranche B) that permits the issuance of both loans and notes to the DIP lenders; effectuates the roll-up of two of the Debtors’ prepetition debt facilities (in whole or in part, as applicable); incorporates a companion purchase transaction by the Debtors of a 30% minority stake in LifeMiles, which serves as part of the DIP collateral; and includes an option to equitize a portion of the DIP Facility. Due to the immense complexity of the DIP Facility, the negotiation and documentation thereof required a tremendous allocation of resources by the Debtors and their advisors, including Milbank.

31. Milbank attorneys, in coordination with the Debtors' other advisors, drafted and reviewed numerous documents that were necessary for the closing and funding of the DIP Facility, including but not limited to (i) the DIP credit agreement and a related indenture for the issuance of notes to certain of the DIP lenders, (ii) engagement and fee letters for the arrangers and agents/trustees to the DIP Facility, (iii) the motion and order approving the DIP facility, (iv) various collateral and security agreements, and (v) various non-disclosure agreements, direction letters, budgets, supplemental pleadings, and other ancillary documents. Milbank also engaged in extensive negotiations and discussions among the Debtors, the various DIP lenders, the DIP arrangers, the Committee, certain Latin American governments, counsel and financial advisors to the same, and other parties in interest regarding the structuring and closing of the DIP facility.

H. Cash Management

Total Fees: \$88,457.50

Total Hours: 62.80

32. Under this project category, Milbank attorneys advised the Debtors on various cash management issues, including with respect to the Debtors' first day motion to maintain their existing cash management system. Milbank attorneys prepared and prosecuted this motion before the Court, and also engaged in extensive negotiations regarding their cash management system with the U.S. Trustee, the Committee, and the Debtors' cash management banks (including JP Morgan and Bank of America). Milbank attorneys, together with FTI, Seabury, and the Debtors' management team, also reviewed numerous payments to be made by the Debtors in order to monitor the Debtors' liquidity, and to make certain there is appropriate justification and authorization for paying any pre-petition amounts.

I. Claims Analysis / Estimation / Objection

Total Fees: \$56,089.50
Total Hours: 53.40

33. Under this project category, Milbank attorneys conducted legal research and diligence on a wide variety of claims related issues, including estimation, allowance, allocation, and settlement thereof, and consulted with and responded to inquiries from the Debtors, the Committee and other stakeholders regarding the foregoing. Milbank attorneys drafted and obtained Court approval for a motion to establish streamlined procedures for settling claims, and also drafted a motion and obtained approval to establish procedures for the treatment of reclamation claims. Milbank attorneys also responded to certain calls and inquiries from creditors and their attorneys regarding payment of prepetition claims.

J. Communications with Company

Total Fees: \$305,274.50
Total Hours: 239.00

34. During the First Interim Application Period, in coordination with the Debtors' financial advisors, Milbank attorneys spent a substantial amount of time coordinating, preparing materials for meetings and calls with the Debtors' management team, which were conducted daily. In advance of such meetings and calls, Milbank attorneys often drafted memoranda for the Debtors' management team summarizing and providing analyses and recommendations with respect to various substantive matters. Milbank attorneys also reviewed pending matters requiring the Debtors' attention and coordinated advice with the Debtors' other professionals. Milbank discussed each of these matters with the Debtors, and assisted the Debtors in formulating a position with respect thereto.

35. Milbank professionals also prepared materials for (including meeting agendas, factual and legal memoranda, summaries, and presentations) and attended several meetings of the

Debtors' board of directors. Milbank professionals worked with members of the Debtors' management to advise the board regarding these chapter 11 cases and provide information on the chapter 11 process and significant developments in these chapter 11 cases.

K. Supplier and Vendor Issues

Total Fees: \$335,900.50
Total Hours: 269.60

36. During the First Interim Application Period, Milbank attorneys were involved in a number of matters related to stabilizing and maintaining the Debtors' relationships with, and goods and services from, their supplier and vendor base. Specifically, Milbank attorneys advised the Debtors on critical and foreign vendor negotiations, analyzed the best strategy for maintaining supplier and vendor relationships given the Debtors' liquidity constraints, and negotiated with key suppliers and vendors. Milbank attorneys reviewed and analyzed numerous supplier and vendor agreements and strategized with the Debtors regarding potential impediments to stabilizing their business and ensuring uninterrupted operations during the chapter 11 cases.

L. Communications / Issues / Meetings with Unsecured Creditors

Total Fees: \$124,521.00
Total Hours 98.60

37. Under this project category, Milbank attorneys assisted the Debtors with coordinating and communicating with the Committee on a variety of issues. Specifically, Milbank attorneys prepared for and participated in calls and videoconferences with the Committee and its professionals regarding the status and administration of the chapter 11 cases and various other issues; responded to numerous telephone and e-mail inquiries from the Committee's professionals regarding these chapter 11 cases; and reviewed and negotiated bylaws with the Committee. Milbank attorneys also spent significant time responding to inquiries from individual unsecured

creditors in the markets in which the Debtors operate, which often required an analysis of certain legal issues and the translation of these responses into Spanish.

M. Corporate Governance / Board Issues

Total Fees: \$281,305.50
Total Hours: 228.90

38. Under this project category, Milbank attorneys assisted the Debtors with analysis and advice regarding certain corporate governance issues, the review and preparation of corporate documents, and interaction with the press, among other things. Specifically, Milbank discussed with the Debtors' management, its board, investment bankers, financial advisors and other parties in interest matters related to intercompany issues and coordinated corresponding work streams; prepared for and attended meetings of the board; and prepared materials for the same. Milbank attorneys also participated on calls with the Debtors' board advisory group, the Debtors' management team, and certain of the Debtors' other advisors on a weekly or twice weekly basis, and prepared materials and analyses for the same.

N. Court Hearings and Communications

Total Fees: \$267,681.50
Total Hours: 226.10

39. During the First Interim Application Period, Milbank attorneys spent considerable time preparing for and attending all court hearings, including the "first day" hearing, the "second day" hearing, and various hearings in the adversary proceedings. In connection with each hearing, Milbank attorneys prepared agendas, drafted talking points and argument outlines, and consulted with various parties in preparation for and after the hearings, including the U.S. Trustee, the Committee, the Debtors' secured lenders, and other parties in interest regarding the relief requested and any issues raised thereby, in an effort to consensually resolve any concerns or objections prior to the hearing.

O. Employee Benefits / Severance Issues

Total Fees: \$295,842.00
Total Hours: 256.40

40. During the First Interim Application Period, Milbank attorneys worked with the Debtors to draft various employee-related pleadings, including with respect to the Debtors' first day employee wages motion and related to a motion in connection with the Debtors' Peru operations. Milbank attorneys engaged in research, drafted numerous pleadings and supporting declarations, and advised the Debtors' in connection with their key employee incentive and retention plans, and after extensive negotiations with the U.S. Trustee, were able to reach a consensus regarding the same. Milbank attorneys also spent time engaging with the Committee regarding the same, and in connection with various other labor-related work streams (including negotiations with the Debtors' various unions). Milbank attorneys also advised the Debtors regarding various issues with both their ongoing and furloughed employees.

P. Executory Contracts / Unexpired Leases

Total Fees: \$90,166.50
Total Hours: 90.10

41. Under this project category, Milbank attorneys assisted the Debtors with issues related to the Debtors' executory contracts and unexpired leases, negotiations with lease and contract parties, and preparation of pleadings regarding the Debtors' agreements, among other things. Specifically, Milbank attorneys prepared and reviewed various pleadings to assume, assign or reject certain executory contracts and unexpired leases (including a motion to approve streamlined procedures for the assumption and rejection of executory contracts); conducted extensive research and reviewed and analyzed numerous executory and other contracts, leases, and agreements in response to inquiries from the Debtors and the Debtors' other advisors; and

conducted various conferences and negotiations with contract counterparties and parties in interest regarding certain executory contracts and leases.

Q. Litigation

Total Fees: \$1,277,357.00
Total Hours: 1,407.50

42. During the First Interim Application Period, Milbank attorneys commenced two adversary proceedings: (i) a complaint and motion for a temporary restraining order and preliminary injunction against various affiliates of G4S; and (ii) a complaint for declaratory judgment and motion to reject contracts as it relates to their credit card securities facilities with USAVflow. Milbank attorneys researched, drafted, and filed numerous pleadings in the adversary proceedings; prepared for multiple hearings, including drafting arguments and preparing witnesses; attended and prepared for numerous depositions and discovery conferences; reviewed and analyzed various documents, including in connection with the Debtors' credit card facilities; and engaged in discovery and diligence in anticipation of drafting and negotiating pleadings.

R. Regulatory Issues

Total Fees: \$181,950.50
Total Hours: 155.80

43. Under this project category, Milbank advised the Debtors with certain regulatory and antitrust issues in various jurisdictions, including in connection with the Debtors' debtor-in-possession financing facility and the Advent Sale, and conducted research in connection with same. Additionally, Milbank attorneys engaged in numerous discussions with the Debtors' regulatory authorities, including in Colombia, regarding their commencement of chapter 11 and related issues to ensure the Debtors remained in compliance with their obligations under applicable laws. Milbank attorneys also liaised regularly with local counsel in various jurisdictions to ensure regulatory compliance for the Debtors.

S. Retention / Fee Applications

Total Fees: \$657,322.00
Total Hours: 687.50

44. During the First Interim Application Period, Milbank attorneys (i) drafted and obtained Court authorization for the Milbank and various other professionals' retention applications, including responding to the U.S. Trustee's comments thereto; (ii) drafted and prepared Milbank's monthly fee statements for the months of May, June, July, August and September of 2020, and reviewed the monthly fee statements of certain other retained professionals; (iii) internally coordinated and reviewed time entries for privilege and confidentiality; (iv) assisted the Debtors with the preparation of retention materials, disclosures and fee applications for the Debtors' non-Milbank professionals; (v) drafted pleadings and obtained Court authorization to retain professionals in the ordinary course; (vi) participated on multiple calls and corresponded with the Debtors and the Debtors' other professionals regarding the retention process; and (vii) coordinated with different professionals on the filing of their retention applications, affidavits, questionnaires, and declarations in support thereof.

T. Tax

Total Fees: \$69,860.00
Total Hours: 56.80

45. Under this project category, Milbank attorneys together with the Debtors' local counsel reviewed and provided tax-related comments to certain documentation, including in connection with the debtor-in-possession financing facility and the Advent Sale, and conducted research in connection with same. Milbank attorneys also researched and advised the Debtors on general U.S. tax issues.

U. Securities & Corporate Governance Issues

Total Fees: \$312,076.00

Total Hours: 293.90

46. Under this project category, Milbank attorneys drafted certain SEC and other regulatory documents (including form 6-Ks and equivalents in Colombia) required by the Debtors' securities regulators. Milbank attorneys, in conjunction with various foreign counsel, also evaluated and advised the Debtors with respect to corporate governance and securities law issues in a number of other jurisdictions, including, without limitation, Colombia, Peru, Panama, Ecuador, Costa Rica, and Mexico. Milbank attorneys also drafted and prepared board resolutions for the Debtors in connection with filing the initial chapter 11 petitions, entry into the DIP Facility, execution of the Advent securities purchase agreement, and the filing of chapter 11 petitions for the subsequent debtors.

V. Finance & Securitization Issues

Total Fees: \$1,326,681.50

Total Hours: 1,248.70

47. During the First Interim Application Period, Milbank attorneys reviewed numerous corporate documents, credit agreements, and related documentation regarding finance and securitization issues in connection with the purchase of LifeMiles and the USAVflow litigation. Both matters relate to agreements pursuant to which Avianca passenger ticket receipts, in credit card receivable or other form, are used as currency to finance the Debtors' ongoing activities. Consummating the LifeMiles purchase and prosecuting the USAVflow litigation have required a thorough understanding of these complex issues, which Milbank attorneys have acquired through extensive diligence and research and used to draft a variety of related memoranda and pleadings. The results to date have been very favorable for the Debtors, with the LifeMiles/Advent Sale now consummated and the USAVflow litigation off to a successful start.

W. Aircraft and Fleet Issues

Total Fees: \$1,006,100.50
Total Hours: 869.10

48. Under this project category, Milbank attorneys reviewed and analyzed numerous aircraft leases, mortgages and related documents; responded to numerous inquiries from the Debtors and the Debtors' other advisors with respect to the terms of aircraft leases, mortgages and related documents; communicated with the Debtors regarding fleet plans and strategy and assisted in the development of negotiation strategies based thereon; and negotiated and drafted nearly 100 adequate protection and "power by the hour" stipulations with various aircraft counterparties. Milbank attorneys also conducted research and drafted memoranda in connection with various aircraft-related legal issues in both the U.S. and in other jurisdictions.

X. Local Law Issues

Total Fees: \$522,136.50
Total Hours: 408.50

49. Under this project category, Milbank attorneys assisted the Debtors with various issues related to proceedings and operations in a number of foreign jurisdictions, including, without limitation, Colombia, Peru, Panama, Ecuador, Costa Rico, and Mexico. Among other things, Milbank attorneys researched and drafted memoranda in connection with insolvency and recognition proceedings in various foreign jurisdictions, as well as securities laws and related issues, engaged in numerous conference calls with local counsel in foreign jurisdictions regarding the same. Milbank attorneys also assisted the Debtors in obtaining relief from the Court in order to continue supporting certain of their non-Debtor operations in Peru, which was important to the Debtors operationally and reputationally. Most recently, Milbank attorneys have assisted the Debtors (including by providing written updates as to U.S. chapter 11 developments) in connection

with the Colombian proceeding in which a Colombian court issued an injunction barring the Republic of Colombia from participating as a lender in the DIP Facility.

Summary of Actual and Necessary Expenses Incurred

50. Due to the global quarantine, frequent multi-party telephone conferences involving numerous parties were necessary. In addition, on certain occasions, circumstances necessitated local or overnight delivery of documents and other materials. Milbank charges all of its clients \$0.10 per page for photocopying and printing job expenses. The actual expenses incurred in providing professional services to the Debtors were necessary, reasonable, and justified under the circumstances.

51. Milbank has made every effort to minimize the disbursements of this nature in these cases. Milbank regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary.

Basis for Relief

52. 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.

53. 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).

54. Milbank respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates. Milbank performed the services for the Debtors efficiently and effectively, and the results obtained benefited not only the Debtors, but also the Debtors' estates, creditors and other parties in interest. Milbank further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of the services rendered.

55. During the First Interim Application Period, Milbank's hourly billing rates for attorneys ranged from \$625-\$1,615. These rates and the corresponding rate structure reflect the great complexity, high stakes, and severe time pressures involved in these cases. These hourly rates and the rate structure are equivalent to the hourly rates and corresponding rate structure used by Milbank 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 a fee application is required. Milbank strives to be efficient in the staffing of all of its matters.

56. Moreover, Milbank's hourly rates are set at a level designed to compensate Milbank fairly for the work of its attorneys and paraprofessionals and to cover certain fixed overhead expenses. Hourly rates vary with the experience and seniority of each individual performing a particular service. These hourly rates are subject to yearly adjustments to reflect economic and other conditions and are consistent with the rates charged by comparable firms.

57. In sum, Milbank respectfully submits that the professional services provided by its attorneys and paraprofessionals on behalf of the Debtors during the First Interim Application Period were necessary and appropriate given the relevant factors set forth in section 330 of the Bankruptcy Code, *i.e.*, the complexity of these cases, 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. Accordingly, Milbank respectfully submits that approval of the compensation and reimbursement of expenses sought herein is warranted.

Release of Holdback

58. During the First Interim Application Period, the Debtors were authorized to pay Milbank for professional services rendered in the amount of \$8,697,314.28 which reflected a 20% Holdback of the amount of fees sought in the First Interim Application Period monthly fee statements, in the amount of \$2,755,321.80. Pursuant to the Interim Compensation Order, Milbank seeks (a) the release of such Holdback upon the Court's approval of this Application and (b) payment to Milbank of all other amounts requested in the First Interim Application Period monthly fee statements to the extent that such other amounts remain unpaid by the Debtors upon the Court's

consideration of this Application. The release of the Holdback is justified because, among other things, Milbank's requested fees are reasonable (as evidenced by the fact that Milbank has not received any objections to any of its monthly fee statements for the First Interim Application Period), the Debtors are on a path toward a chapter 11 reorganization and do not intend to liquidate, and the Debtors are not administratively insolvent. See also In re Value City Holdings, Inc., 436 B.R. 300, 307 (Bankr. S.D.N.Y. 2010) (JMP) ("Skilled and experienced professionals are needed, especially in challenging cases such as this, and they should not be penalized by the imposition of contingencies after reasonable services have been performed."). The release of the Holdback is limited to the First Interim Application Period and does not affect any subsequent periods.

Reservation of Rights

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

Notice

60. Notice of this Application will be provided in accordance with the procedures set forth in the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47]. The Debtors respectfully submit that no further notice is required.

No Prior Request

61. No previous request for the relief sought herein has been made by Milbank to this or any other Court.

Conclusion

WHEREFORE, Milbank respectfully requests that the Court enter an order (i) allowing on an interim basis, (a) compensation to Milbank of \$13,776,609.00 for reasonable and necessary professional services rendered to the Debtors and (b) \$365,669.73 for reimbursement of actual and necessary costs and expenses incurred by Milbank, for a total of \$14,142,278.73; (ii) authorizing and directing the Debtors to pay Milbank the Holdback Amount of \$2,755,321.80; and (iii) granting such other relief as the Court deems proper and just.

Dated: November 13, 2020

/s/ Evan R. Fleck

Dennis F. Dunne

Evan R. Fleck

MILBANK LLP

55 Hudson Yards

New York, New York 10001

Telephone: (212) 530-5000

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- and -

Gregory A. Bray

MILBANK LLP

2029 Century Park East, 33rd Floor

Los Angeles, CA 90067

Telephone: (424) 386-4000

Facsimile: (213) 629-5063

*Counsel for Debtors and
Debtors in Possession*

Exhibit A

Fleck Declaration

Dennis F. Dunne
Evan R. Fleck
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Gregory A. Bray
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2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

*Counsel for Debtors and
Debtors-In-Possession*

**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 OF EVAN R. FLECK IN SUPPORT OF FIRST
INTERIM APPLICATION OF MILBANK LLP FOR ALLOWANCE OF
INTERIM COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
DEBTORS FROM MAY 10, 2020 THROUGH AND INCLUDING SEPTEMBER 30, 2020**

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); Nicaragüense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aéreo 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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

1. I am a partner in the Financial Restructuring Group of the firm Milbank LLP (“Milbank”), counsel to the above-captioned debtors and debtors in possession (the “Debtors”). I am admitted to the bar in 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 one of the lead Milbank attorneys working on the Debtors’ chapter 11 cases and I am familiar with the work performed on behalf of the Debtors by Milbank.

2. I have read the foregoing *First Interim Application of Milbank LLP for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors from May 10, 2020 Through and Including September 30, 2020* (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 Milbank and generally accepted by Milbank’s clients; and
- d. In providing a reimbursable service, Milbank does not make a profit on that service, whether the service is performed by Milbank in-house or through a third party.

4. In accordance with the Local Guidelines, and as required by the Interim Compensation Order, I also certify that Milbank has complied with provisions requiring it to

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

provide the Debtors, the Committee, and the U.S. Trustee with a statement of Milbank's fees and disbursements accrued during the previous month.

5. In accordance with the Local Guidelines, I further certify that the Debtors, the Committee, and the U.S. Trustee are each being provided with a copy of the Application.

6. Milbank 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 rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: 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?

Response: Not applicable. See **Exhibit G** for a comparison of fees and hours billed to fees and hours budgeted.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does this fee application include time or fees related to reviewing the 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.

Response: Yes, the Application includes approximately 171.00 hours and \$162,221.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices.

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

Response: No.

Question: Did the Application include any rate increases since retention in these cases?

Response: No.

Question: Did the client agree when retaining Milbank to accept all future rate increases? If not, did Milbank inform the 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?

Responses: The client was informed regarding Milbank's rates and future rate increases as part of its approval of Milbank's retention application.

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: November 13, 2020
New York, New York

/s/ Evan R. Fleck
Evan R. Fleck
Partner, Milbank LLP

Exhibit B

Summary of Fees by Subject Matter

Task Code	Project Category	Total Hours Billed	Amount
8	Asset Sales/Other	597.10	\$606,963.00
9	Assumption and Rejection of Leases and Contracts	298.00	\$308,891.00
10	Automatic Stay Enforcement	318.40	\$339,517.50
11	Business Operations	51.80	\$55,821.00
12	Case Administration	533.90	\$428,809.00
13	General Case Strategy (Including team calls)	338.70	\$431,456.00
14	Cash Collateral/Adequate Protection/DIP	3,668.40	\$4,254,303.00
15	Cash Management	62.80	\$88,457.50
16	Claims Analysis/Estimation/Objection	53.40	\$56,089.50
17	Communications with Company	239.00	\$305,274.50
18	Supplier and Vendor Issues	269.60	\$335,900.50
19	Communications/Issues/Meetings with U.S. Trustee	37.40	\$41,283.50
20	Communications/Issues/Meetings with Secured Creditors	32.10	\$47,294.50
21	Communications/Issues/Meetings with Unsecured Creditors	98.60	\$124,521.00
22	Corporate Governance/Board Issues	228.90	\$281,305.50
23	Court Hearings and Communications	226.10	\$267,681.50
24	Employee Benefits/Severance Issues	256.40	\$295,842.00
25	Executory Contracts/Unexpired Leases	90.10	\$90,166.50
26	Insurance	6.70	\$7,006.50
27	Litigation	1,407.50	\$1,277,357.00
29	Plan/DS/Solicitation	47.80	\$49,597.00
30	Regulatory Issues	155.80	\$181,950.50
31	Retention/Fee Applications	687.50	\$657,322.00
32	Tax	56.80	\$69,860.00
33	Securities & Corporate Governance Issues	293.90	\$312,076.00
34	Finance & Securitization Issues	1,248.70	\$1,326,681.50
35	Aircraft and Fleet Issues	869.10	\$1,006,100.50

Task Code	Project Category	Total Hours Billed	Amount
36	Local Law Issues	408.50	\$522,136.50
37	Communications with Governments/Interested Parties	4.30	\$6,944.50
	TOTALS:	12,587.30	\$13,776,609.00

Exhibit C

Attorneys and Paraprofessionals' Information

Name	Department (Position)	Bar Admission⁸	Hourly Rate⁹	Total Hours Billed	Total Fees Incurred
Gregory Bray	Financial Restructuring (Partner)	1984	\$1,615	683.70	\$1,104,175.50
George Canellos	Litigation (Partner)	1989	\$1,615	4.60	\$7,429.00
Evan Fleck	Financial Restructuring (Partner)	2002	\$1,615	711.10	\$1,148,426.50
Jay Grushkin	Alternative Investments (Partner)	1982	\$1,615	325.80	\$526,167.00
Andrew Leblanc	Litigation (Partner)	1998	\$1,615	50.90	\$82,203.50
Marcelo Mottes	Global Capital Markets (Partner)	1992	\$1,615	480.80	\$776,492.00
Helfried Schwarz	Transportation & Space (Partner)	1988	\$1,615	236.50	\$381,947.50
Tobias Stirnberg	Global Capital Markets (Partner)	2004	\$1,615	52.00	\$83,980.00
Alan Stone	Litigation (Partner)	1988	\$1,615	447.40	\$722,551.00
Andrew Walker	Tax (Partner)	1995	\$1,615	29.50	\$47,642.50
Manan Shah	Tax (Partner)	2002	\$1,540	15.20	\$23,408.00
Aaron Renenger	Litigation (Partner)	2002	\$1,450	266.10	\$385,845.00
Adam Fee	Litigation (Partner)	2008	\$1,280	14.90	\$19,072.00
Francisco Nunez	Global Corporate (Partner)	2016	\$1,215	369.40	\$448,821.00
Jane Hanson	Litigation (Of Counsel)	1984	\$1,315	10.00	\$13,150.00
Dennis O'Donnell	Financial Restructuring (Of Counsel)	1992	\$1,250	949.10	\$1,186,375.00
Nathaniel Browand	Litigation (Special Counsel)	2005	\$1,175	5.80	\$6,815.00
Jennifer Harris	Alternative Investments (Special Counsel)	2000	\$1,175	356.60	\$419,005.00
Lena Mandel	Financial Restructuring (Senior Attorney)	1990	\$1,175	10.00	\$11,750.00
Kamel Aitelaj	Litigation (Associate)	2008	\$1,045	1.30	\$1,358.50
James Beebe	Tax (Associate)	2011	\$1,045	16.00	\$16,720.00
Gabrielle Dibernardi	Global Corporate (Associate)	2013	\$1,045	219.10	\$228,959.50
Niels Jensen	Transportation & Space (Associate)	2013	\$1,045	32.50	\$33,962.50

⁸ Personnel marked as "Not Yet Admitted" practice under the supervision of licensed attorneys admitted to practice in the applicable jurisdiction.

⁹ Dollar amounts followed by a * represents the amount charged for non-working travel.

Name	Department (Position)	Bar Admission ⁸	Hourly Rate ⁹	Total Hours Billed	Total Fees Incurred
James Behrens	Financial Restructuring (Associate)	2011	\$1,035	82.60	\$85,491.00
Erin Dexter	Litigation (Associate)	2014	\$995	383.70	\$381,781.50
Parker Milender	Financial Restructuring (Associate)	2014	\$995	1,010.90	\$1,005,845.50
Pablo Richards	Global Capital Markets (Associate)	2016	\$995	181.80	\$180,891.00
Melissa Wollis	Alternative Investments (Associate)	2015	\$995	299.80	\$298,301.00
Steve Goff	Transportation & Space (Associate)	2016	\$965	579.00	\$558,735.00
Mohammad Tehrani	Financial Restructuring (Associate)	2013	\$965	25.40	\$24,511.00
Julie Wolf	Litigation (Associate)	2016	\$965	320.90	\$309,668.50
Gonzalo Guitart	Global Capital Markets (Associate)	2019	\$920	348.00	\$320,160.00
David Hanno	Tax (Associate)	2017	\$920	8.80	\$8,096.00
Melany Cruz Burgos	Financial Restructuring (Associate)	2018	\$870	29.70	\$25,839.00
Nicole Martin	Alternative Investments (Associate)	2018	\$870	180.00	\$156,600.00
Ryan Parchment	Litigation (Associate)	2018	\$870	234.10	\$203,667.00
Alexia Raad	Global Capital Markets (Associate)	2015	\$870	54.00	\$46,980.00
Stephen Silverman	Financial Restructuring (Associate)	2015	\$870	297.20	\$258,564.00
Yuliya Zahoroda	Financial Restructuring (Associate)	2018	\$870	410.90	\$357,483.00
Stephen Benz	Litigation (Associate)	2019	\$770	507.40	\$390,698.00
Margherita Capolino	Litigation (Associate)	2019	\$770	58.90	\$45,353.00
Jordan Fernandes	Litigation (Associate)	2019	\$770	8.70	\$6,699.00
Flora Gonzalez	Global Corporate (Associate)	2019	\$770	229.60	\$176,792.00
Danielle Lee	Litigation (Associate)	2019	\$770	29.70	\$22,869.00
Victoria Mansoor	Transportation & Space (Associate)	2019	\$770	30.30	\$23,331.00
Aaron Metviner	Financial Restructuring (Associate)	2018	\$770	520.90	\$401,093.00
Jesus Narvaez	Global Capital Markets (Associate)	2019	\$770	19.00	\$14,630.00
Maria Ortiz	Litigation (Associate)	2019	\$770	10.60	\$8,162.00
Jonathan Sorger	Tax (Associate)	2019	\$770	30.10	\$23,177.00

Name	Department (Position)	Bar Admission ⁸	Hourly Rate ⁹	Total Hours Billed	Total Fees Incurred
Marcela Barba	Global Capital Markets (Associate)	2020	\$625	28.90	\$18,062.50
Eric Hyla	Litigation (Associate)	2020	\$625	32.20	\$20,125.00
Alexandra Jefferies	Litigation (Associate)	2019	\$625	7.60	\$4,750.00
Kristina Lauria	Litigation (Associate)	2020	\$625	520.30	\$325,187.50
Andrew Park	Alternative Investments (Associate)	2019	\$625	387.00	\$241,875.00
Zachary Shepperd	Litigation (Associate)	2020	\$625	15.10	\$9,437.50
Ashton Yarnall	Litigation (Associate)	2020	\$625	13.50	\$8,437.50
Angel Anderson	Case Manager	N/A	\$365	84.50	\$30,842.50
Jacqueline Brewster	Case Manager	N/A	\$365	32.60	\$11,899.00
Charmaine Thomas	Case Manager	N/A	\$300	76.70	\$23,010.00
			\$365	35.80	\$13,067.00
			\$320	79.40	\$25,408.00
Joseph Rafferty	HSR Specialist	N/A	\$885	7.60	\$6,726.00
Kim Strosser	Legal Asst	N/A	\$375	10.20	\$3,825.00
Paul Butters	Legal Asst	N/A	\$340	10.00	\$3,400.00
Leana Divine	Legal Asst	N/A	\$340	15.30	\$5,202.00
Leon Thomas	Legal Asst	N/A	\$320	2.00	\$640.00
Jae Yeon Cecilia Kim	Legal Asst	N/A	\$270	45.80	\$12,366.00
Nicholos Wilkinson	Legal Asst	N/A	\$270	2.50	\$675.00
TOTALS:			\$1,094.48¹⁰	12,587.30	\$13,776,609.00

¹⁰ The blended rate for attorneys is \$1,119.38 per hour. The blended rate for paraprofessionals is \$340.61 per hour.

Exhibit D

Summary of Expenses Incurred During the First Interim Application Period

(May 10, 2020 – September 30, 2020)

Expense Categories	Amount
Computerized Database Research	\$205,565.07
Express Mail	\$709.17
Filing Fees	\$5,707.91
Ground Transportation	\$509.56
Outside Messenger	\$300.54
Outside Word Processing	\$3,321.05
Photocopies/Printing	\$1,918.50
Professional Services – Intensity LLC	\$131,390.00
Telephone	\$3,936.98
Transcript Fees	\$4,671.20
Translation Fees	\$7,639.75
TOTALS:	\$365,669.73

Exhibit E

Customary and Comparable Compensation

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-wide for preceding Fiscal year (FY2019)¹¹	Billed May 10, 2020 through September 30, 2020
Partner	\$1,221.77	\$1,561.37
Counsel	\$911.75	\$1,229.92
Associate	\$668.38	\$871.86
Paralegal	\$261.99	\$340.61
Aggregated	\$755.31	\$1,094.48

¹¹ As requested by the UST Guidelines, the calculations in this column exclude members of Milbank's Financial Restructuring Group.

Exhibit F

Milbank Budget

(May 10, 2020 – July 31, 2020)

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES
Asset Sales/Other (00008)	28	\$34,500.00
Assumption and Rejection of Leases and Contracts (00009)	538.8	\$545,714.00
Automatic Stay Enforcement (00010)	223.8	\$263,045.00
Business Operations (00011)	92.7	\$92,367.00
Case Administration (including WIP and Case Calendar) (00012)	832.3	\$557,482.00
General Case Strategy (including team calls) (00013)	438.3	\$563,555.00
Cash Collateral/Adequate Protection/DIP (00014)	172.2	\$366,948.50
Cash Management (00015)	45.3	\$49,071.50
Claims Analysis/Estimation/Objection (00016)	32	\$28,804.00
Communications with Company (00017)	220	\$279,358.00
Supplier and Vendor Issues (00018)	393	\$495,981.50
Communications/Issues/Meetings with U.S. Trustee (00019)	80.8	\$86,484.50
Communications/Issues/Meetings with Secured Creditors (00020)	94.1	\$127,530.50
Communications/Issues/Meetings with Unsecured Creditors (00021)	46.9	\$59,340.50
Corporate Governance/Board Issues (00022)	327.3	\$371,359.00
Court Hearings and Communications (00023)	244.5	\$300,603.00

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES
Employee Benefits/Severance Issues (00024)	452.7	\$505,096.50
Executory Contracts/Unexpired Leases (00025)	24	\$34,500.00
Insurance (00026)	12.6	\$18,211.00
Litigation (00027)	35.5	\$20,822.50
Non-Working Travel (00028)	28	\$30,400.00
Plan/DS/Solicitation (00029)	28	\$38,600.00
Regulatory Issues (00030)	296.5	\$323,929.50
Retention/Fee Applications (00031)	294.2	\$312,096.50
Tax (00032)	27.8	\$24,086.00
Securities & Corporate Governance Issues (00033)	302.7	\$309,379.50
Finance & Securitization Issues (00034)	1,359.2	\$1,339,384.50
Aircraft and Fleet Issues (00035)	1,167.8	\$1,299,239.50
Local Law Issues (00036)	467.8	\$631,849.50
Communications with Governments/Interested Parties (00037)	18.3	\$26,504.50
TOTAL	8,325.10	\$9,136,243.50

Milbank Staffing Plan
(May 10, 2020 – July 31, 2020)

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE¹²
Partners	10	\$1,551
Counsel	2	\$1,280
Sr. Associates (7+ years experience)	3	\$1,042
Associates (4-6 years experience)	6	\$972
Jr. Associates (1-3 years experience)	17	\$765
Paralegals	3	296\$
Staff Attorneys, Case Managers, and Specialists	N/A	\$0

¹² Milbank's hourly rates are subject to customary annual firm-wide adjustments in the ordinary course of business, notice of which adjustments shall be provided to the Committee and the U.S. Trustee.

Milbank Budget

(August 1, 2020 – September 30, 2020)

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES
Asset Sales/Other (00008)	656.81	\$667,659.30
Assumption and Rejection of Leases and Contracts (00009)	35.2	\$33,530.20
Automatic Stay Enforcement (00010)	101.42	\$120,875.70
Business Operations (00011)	19.69	\$21,576.50
Case Administration (including WIP and Case Calendar) (00012)	140.47	\$119,429.75
General Case Strategy (including team calls) (00013)	79.86	\$110,645.15
Cash Collateral/Adequate Protection/DIP (00014)	3,307.81	\$3,759,581.10
Cash Management (00015)	9.68	\$15,428.60
Claims Analysis/Estimation/Objection (00016)	43.12	\$45,154.45
Communications with Company (00017)	91.85	\$116,685.80
Supplier and Vendor Issues (00018)	31.9	\$48,214.65
Communications/Issues/Meetings with U.S. Trustee (00019)	2.86	\$3,554.65
Communications/Issues/Meetings with Secured Creditors (00020)	0.44	\$437.80
Communications/Issues/Meetings with Unsecured Creditors (00021)	41.8	\$56,175.90
Corporate Governance/Board Issues (00022)	78.87	\$95,042.20
Court Hearings and Communications (00023)	42.35	\$44,537.90
Employee Benefits/Severance Issues (00024)	4.51	\$6,459.20

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES
Executory Contracts/Unexpired Leases (00025)	8.14	\$11,574.20
Insurance (00026)	3.3	\$3,756.50
Litigation (00027)	1,278.64	\$1,173,496.50
Non-Working Travel (00028)	0	0
Plan/DS/Solicitation (00029)	2.2	\$1,469.60
Regulatory Issues (00030)	54.01	\$68,783.55
Retention/Fee Applications (00031)	197.89	\$181,084.75
Tax (00032)	52.25	\$67,767.15
Securities & Corporate Governance Issues (00033)	102.3	\$106,764.35
Finance & Securitization Issues (00034)	333.63	\$383,997.90
Aircraft and Fleet Issues (00035)	1,51.14	\$185,460.55
Local Law Issues (00036)	86.9	\$93,890.50
Communications with Governments/Interested Parties (00037)	0	0
TOTAL	6,959.04	\$7,543,034.40

Milbank Staffing Plan

(August 1, 2020 – September 30, 2020)

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE¹³
Partners	14	\$1,551
Counsel	4	\$1,280
Sr. Associates (7+ years experience)	6	\$1,042
Associates (4-6 years experience)	9	\$972
Jr. Associates (1-3 years experience)	23	\$765
Paralegals	6	296\$
Staff Attorneys, Case Managers, and Specialists	4	\$365

¹³ Milbank's hourly rates are subject to customary annual firm-wide adjustments in the ordinary course of business, notice of which adjustments shall be provided to the Committee and the U.S. Trustee.

Exhibit G

Summary of Fees and Hours Budgeted Compared to Fees and Hours Billed

Project Category	Budgeted Hours	Billed Hours	Budgeted Fees	Billed Fees
Asset Sales/Other	684.81	597.10	\$702,159.30	\$606,963.00
Assumption and Rejection of Leases and Contracts	574	298.00	\$579,244.20	\$308,891.00
Automatic Stay Enforcement	325.22	318.40	\$383,920.70	\$339,517.50
Business Operations	112.39	51.80	\$113,943.50	\$55,821.00
Case Administration	972.77	533.90	\$676,911.75	\$428,809.00
General Case Strategy (Including team calls)	518.16	338.70	\$674,200.15	\$431,456.00
Cash Collateral/Adequate Protection/DIP	3480.01	3,668.40	\$4,126,529.60	\$4,254,303.00
Cash Management	54.98	62.80	\$64,500.10	\$88,457.50
Claims Analysis/Estimation/Objection	75.12	53.40	\$73,958.45	\$56,089.50
Communications with Company	311.85	239.00	\$396,043.80	\$305,274.50
Supplier and Vendor Issues	424.9	269.60	\$544,196.15	\$335,900.50
Communications/Issues/Meetings with U.S. Trustee	83.66	37.40	\$90,039.15	\$41,283.50
Communications/Issues/Meetings with Secured Creditors	94.54	32.10	\$127,968.30	\$47,294.50
Communications/Issues/Meetings with Unsecured Creditors	88.7	98.60	\$115,516.40	\$124,521.00
Corporate Governance/Board Issues	406.17	228.90	\$466,401.20	\$281,305.50
Court Hearings and Communications	286.85	226.10	\$345,140.90	\$267,681.50
Employee Benefits/Severance Issues	457.21	256.40	\$511,555.70	\$295,842.00
Executory Contracts/Unexpired Leases	32.14	90.10	\$46,074.20	\$90,166.50
Insurance	15.9	6.70	\$21,967.50	\$7,006.50
Litigation	1,314.14	1,407.50	\$1,194,319.00	\$1,277,357.00
Non-Working Travel	28	0	\$30,400.00	0
Plan/DS/Solicitation	30.2	47.80	\$40,069.60	\$49,597.00

Project Category	Budgeted Hours	Billed Hours	Budgeted Fees	Billed Fees
Regulatory Issues	350.51	155.80	\$392,713.05	\$181,950.50
Retention/Fee Applications	492.09	687.50	\$493,181.25	\$657,322.00
Tax	80.05	56.80	\$91,853.15	\$69,860.00
Securities & Corporate Governance Issues	405	293.90	\$416,143.85	\$312,076.00
Finance & Securitization Issues	1692.83	1,248.70	\$1,723,382.40	\$1,326,681.50
Aircraft and Fleet Issues	1318.94	869.10	\$1,484,700.05	\$1,006,100.50
Local Law Issues	554.7	408.50	\$725,740.00	\$522,136.50
Communications with Governments/Interested Parties	18.3	4.30	\$26,504.50	\$6,944.50
Total	15,284.14	12,587.30	\$16,679,277.90	\$13,776,609.00