

Peter B. Barlow
Brian P. Hall
SMITH, GAMBRELL & RUSSELL, LLP
1230 Peachtree Street NE, Suite 3100
Atlanta, GA 30309
Tel: (404) 815-3500
Fax: (404) 815-3509

*Special Aviation Counsel to Debtors
and Debtors-in-Possession*

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

In re

AVIANCA HOLDINGS S.A., *et al.*¹,

Debtors.

Chapter 11

Case No. 20-11133 (MG)

Jointly Administered

**SIXTH MONTHLY FEE STATEMENT OF SMITH, GAMBRELL & RUSSELL, LLP,
SPECIAL AVIATION COUNSEL TO THE DEBTORS, FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OCTOBER 1, 2020 THROUGH OCTOBER 31, 2020**

Name of Applicant:	Smith, Gambrell & Russell, LLP (“SGR”)
Authorized to provide professional services to:	Avianca Holdings S.A., <i>et al.</i> Debtors and Debtors-in-Possession
Date of Retention:	Order entered on June 9, 2020 retaining SGR <i>nunc pro tunc</i> to the Petition Date [Docket No. 263]

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 Holdeco 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 Holdeco 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); 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.



201113320111800000000001

Period for which Compensation and Reimbursement is sought: October 1, 2020 through October 31, 2020

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$187,284.80 (80% of \$234,106.00)

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$157.82

Total fees and expenses due: \$187,442.62

This is a monthly Fee Statement.

Preliminary Statement

This is the sixth monthly fee statement (the “**Monthly Statement**”) of Smith, Gambrell & Russell, LLP (“**SGR**”), special aviation counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 256] (the “**Interim Compensation Order**”) and the *Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing and Approving Employment and Retention of Smith, Gambrell & Russell, LLP as Special Aviation Counsel to the Debtors Effective Nunc Pro Tunc to Petition Date* [Docket No. 263] (the “**SGR Retention Order**”).

SGR requests: (a) interim allowance and payment of compensation in the amount of \$187,284.80 (80% of \$234,106.00 fees on account of reasonable and necessary professional services rendered to the Debtors by SGR for the period October 1, 2020 through and including October 31, 2020 (the “**Compensation Period**”)); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$157.82 incurred by SGR during the Compensation Period.

Services Rendered and Disbursements Incurred During the Compensation Period

1. **Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each SGR professional and paraprofessional that provided services to the Debtor during the Compensation Period. The rates charged by SGR for services rendered to the Debtor are the same rates that SGR charges generally for professional services rendered to its non-bankruptcy clients.
2. **Exhibit B** sets forth a matter summary that includes the aggregate hours per matter spent by SGR professionals and paraprofessionals in rendering services to the Debtor during the Compensation Period.
3. **Exhibit C** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by SGR in connection with services rendered to the Debtor during the Compensation Period.
4. **Exhibit D** sets forth a complete itemization of all time records and expenses for SGR professionals and paraprofessionals for the Compensation Period.

Notice and Objection Procedures

5. No trustee or examiner has been appointed in these chapter 11 cases. Pursuant to the Interim Compensation Order, notice of the Monthly Statement has been served via e-mail on: (a) the Debtors c/o Avianca Holdings S.A., Av. Calle 26 # 59-15, 6th Floor, Bogotá, Colombia 111321, Attn: Renato Covelo, General Counsel (Renato.Covelo@avianca.com) and Richard Galindo, Associate General Counsel (Richard.Galindo@avianca.com); (b) counsel for the Debtors, Milbank LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Dennis F. Dunne, Esq. (DDunne@milbank.com), Evan R. Fleck, Esq. (EFleck@milbank.com), Greg Bray, Esq. (GBray@milbank.com), and D. O'Donnell, Esq. (DODonnell@milbank.com)); (c) the U.S. Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New

York 10014 (Attn: Brian S. Masumoto, Esq. (Brian.Masumoto@usdoj.gov) and Greg M. Zipes, Esq. (Greg.Zipes@usdoj.gov)); and (d) counsel for the Official Committee of Unsecured Creditors, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019 (Attn: Brett H. Miller, Esq. (BrettMiller@mofo.com); Todd M. Goren, Esq. (TGoren@mofo.com); Erica J. Richards, Esq. (ERichards@mofo.com)). SGR submits that no other or further notice need be provided.

6. Pursuant to the Interim Compensation Order, objections to this Monthly Statement, if any, must be served upon the Fee Notice Parties no later than December 3, 2020 (the “**Objection Deadline**”), setting forth the nature of the objection and the amount of fees or expenses at issue. If no objections to this Monthly Statement are made on or before the Objection Deadline, the Debtors shall pay SGR 80% of the fees and 100% of the expenses identified in the Monthly Statement.

7. To the extent an objection to this Monthly Statement is timely made, the Debtors shall withhold payment of that portion of the Monthly Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such objection is not resolved; it shall be preserved and presented to the Court at the next interim or final fee application hearing.

Dated: November 18, 2020
Atlanta, Georgia

/s/Peter B. Barlow

Peter B. Barlow
Brian P. Hall
SMITH, GAMBRELL & RUSSELL, LLP
Suite 3100, 1230 Peachtree Street, N.E.
Atlanta, Georgia 30309
(404) 815-3500

*Special Aviation Counsel to the Debtors and
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EXHIBIT A

TIMEKEEPER SUMMARY

Name of Professional	Title	Hourly Rate	Total Hours Billed	Total Compensation
Peter B. Barlow	Partner	\$695.00	21.40	\$14,873.00
Jeffrey S. Tenen	Partner	\$760.00	104.30	\$79,268.00
Israel I. Sanchez	Partner	\$695.00	119.80	\$83,261.00
Ellen H. Fontanella	Counsel	\$515.00	62.10	\$31,981.50
Anna C. Stangle	Associate	\$305.00	1.50	\$457.50
Robert C. Hamilton, Jr.	Paralegal	\$350.00	26.90	\$9,415.00
Lorna J. Virts	Paralegal	\$320.00	39.50	\$12,640.00
Jean Harris	Paralegal	\$260.00	8.50	\$2,210.00
TOTAL:			384.00	\$234,106.00

EXHIBIT B

MATTER SUMMARY

Matter Description	Hours	Amount
Aircraft Matters	322.70	\$209,967.00
Retention and Fee Applications	61.30	\$24,139.00
Total:	384.00	\$234,106.00

EXHIBIT C

DISBURSEMENT SUMMARY

Expenses (by Category)	Amounts
PACER Charges	\$89.30
Express Delivery Service	\$68.52
Total:	\$157.82

EXHIBIT D

DETAILED INVOICES

[Attached]

Promenade, Suite 3100
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309-3592
Main: 404 815-3500
Fax: 404 815-3509
www.sgrlaw.com

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys At Law

The Debtors c/o Avianca Holdings S.A.
Av. Calle 26 # 59-15, 6th Floor
Bogotá, Colombia 111321
Attn: Renato Covelo, General Counsel and
Richard Galindo, Associate General Counsel

Date: November 9, 2020
Matter: 023663.212
Invoice No. 974832

Peter B. Barlow

Matter: AIRCRAFT MATTERS

For Professional Services.....\$209,967.00

Disbursements.....\$157.82

Current Invoice Amount\$210,124.82

THIS STATEMENT REFLECTS ALL PAYMENTS POSTED 5 DAYS PRIOR TO INVOICE DATE.
THIS STATEMENT MAY NOT INCLUDE CHARGES FOR WHICH WE HAVE NOT YET BEEN BILLED,
OR WHICH HAVE NOT YET BEEN POSTED. THESE WILL BE INCLUDED ON A LATER INVOICE.
CERTAIN CHARGES ON YOUR ACCOUNT INCLUDE AN ALLOCATION OF OVERHEAD ASSOCIATED WITH SUCH CHARGE.

Please send remittance to:
SMITH GAMBRELL & RUSSELL LLP
PO BOX 930930
ATLANTA GA 31193-0930

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Promenade, Suite 3100
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309-3592
Main: 404 815-3500
Fax: 404 815-3509
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SMITH, GAMBRELL & RUSSELL, LLP
Attorneys At Law

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Attn: Renato Covelo, General Counsel and
Richard Galindo, Associate General Counsel

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Peter B. Barlow

Matter: AIRCRAFT MATTERS

For Professional Services

10/01/20	Correspondence with I. Sanchez and B. Hamilton and creditor's counsel regarding required revisions to PBH lease amendments COUNSEL: Ellen H. Fontanella	.40	206.00
10/01/20	Correspondence with trustee regarding KYC request, and related correspondence regarding outstanding invoices with Avianca team (.9); review and revisions of draft special ferry flight letters, and correspondence regarding same with trustee and Avianca (1.2); correspondence regarding aircraft repair matters between aircraft counterparty and Avianca (.3); correspondence with B. Hamilton and creditor's counsel regarding required revisions to PBH lease amendments (.4) PARTNER: Israel I. Sanchez	2.80	1946.00
10/02/20	Participation in SGR team call with P. Barlow and I. Sanchez to discuss developments with pending Avianca matters (.6); correspondence with B. Hamilton and I. Sanchez regarding pending changes to final text of lease amendments which will be required in advance of closing once court approval is received (.4); correspondence related to aircraft specific lease amendment and related stipulation and discussion of the same with J. Tenen (.7) COUNSEL: Ellen H. Fontanella	1.70	875.50
10/02/20	Email correspondence with trustee and Avianca regarding payment related matters (.5); conference call with P. Barlow and E. Fontanella to discuss developments with pending Avianca matters (.6); follow up discussion with J. Tenen regarding collateral pledges and related questions arising from initial feedback received from local counsel	4.50	3127.50

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	(.9); correspondence with trustee and Avianca team regarding special ferry flight permit letters for certain aircraft, and review and further correspondence requesting changes to items received from trustee in connection therewith (1.5); correspondence with Milbank regarding status of submission of certain stipulations with the bankruptcy court and expected approval date of such stipulations (.6); correspondence with B. Hamilton and E. Fontanella regarding pending changes to final text of certain lease amendments which will be required in advance of closing once court approval is received (.4) PARTNER: Israel I. Sanchez		
10/02/20	Participate in group call regarding Ch. 11 developments including DIP financing, recommencement of operations, status of PBH amendment filings with FAA and local counsel (.6); review correspondence concerning aircraft counterparty PBH arrangements and review aircraft counterparty's comments to amendment (1.0); correspondence with Milbank regarding status of foreign mortgages and telephone conference with Milbank regarding same(.3); conference with local counsel regarding POAs and documents required for filing (.3); review revised powers of attorney and provide comments to local counsel (.5) PARTNER: Jeffrey S. Tenen	2.70	2052.00
10/02/20	Telephone conference with I. Sanchez and E. Fontanella regarding fleet matters and next steps PARTNER: Peter B. Barlow	.60	417.00
10/05/20	Correspondence with Avianca team regarding projected timing for closing on certain lease amendments and discussion regarding same with B. Hamilton, I. Sanchez and J. Tenen (.9); review of agreed forms of mortgage and pledge agreements against 2019 agreed forms (.5); drafting of aircraft mortgages for certain aircraft (4.7); review pledge agreements for certain aircraft, and correspondence regarding same with I. Sanchez (1.5) COUNSEL: Ellen H. Fontanella	7.70	3965.50
10/05/20	Participation in conference calls and email discussions with local counsel and J. Tenen regarding foreign law governed collateral pledges and outstanding items required to finalize same including required powers of attorney for execution purposes (1.2); correspondence with Avianca team regarding projected timing for closing on certain lease amendments and discussion regarding same with B. Hamilton, E. Fontanella and J. Tenen (.9); follow-up correspondence regarding post-closing, local filings to be made in respect of lease amendments for certain aircraft with Avianca (.3); correspondence and call with Milbank regarding requested assistance	11.20	7784.00

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with preparation of collateral related documentation in connection with the DIP financing (.7); review of agreed forms of foreign law governed mortgage and pledge against 2019 agreed forms (.5); preparation of pledge agreements of contractual rights relating to certain aircraft, and correspondence regarding same with J. Tenen and E. Fontanella (4.9); review and provision of comments to draft mortgages prepared by E. Fontanella regarding certain aircraft (1.2); correspondence with Milbank regarding additional questions posed in respect of certain collateral pledges in connection with the 2019 restructuring (.7); correspondence with S. Torres regarding request for assistance in connection with a special ferry flight permit authorization (.3); review and provision of changes to draft authorization letter regarding certain aircraft, and correspondence regarding same with trustee (.5)

PARTNER: Israel I. Sanchez

10/05/20	Conference with local counsel regarding foreign law governed pledges in favor of the DIP lenders and review correspondence regarding same, discussion regarding filing and execution formalities and perfection of same (.9); review correspondence from Avianca and attend conference with C.E. Torres and M. Catalina Fajardo regarding the logistics of execution and regarding the review of certain collateral pledges and perfection of the same (.5); review aircraft mortgages for certain aircraft and provide comments to same (2.1); review and provide comments to form of foreign law governed pledge agreement and provide comments to local counsel (1.0); review and provide comments to powers of attorney and discussion with local counsel regarding same and regarding execution formalities (1.4); discussion with local counsel regarding aviation authority filing and requirement to present bills of sale for subject aircraft (.4); review correspondence from Milbank, and creditor's counsel regarding DIP collateral and status of DIP hearing and facility negotiations (.6) PARTNER: Jeffrey S. Tenen	6.90	5244.00
10/05/20	Correspondence regarding damaged engine claims (.3); correspond with I. Sanchez regarding DIP collateral matters and review historical documents in connection with same (1.5) PARTNER: Peter B. Barlow	1.80	1251.00
10/05/20	Prepare dated lease amendments for closing PARALEGAL: Robert C. Hamilton, Jr.	2.30	805.00
10/06/20	Calls and correspondence regarding initial drafts of the mortgages in respect of certain foreign registered aircraft being delivered as security in connection with the DIP financing, and multiple revisions	6.50	3347.50

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to same to incorporate working group comments, and correspondence with the Avianca and Milbank working groups regarding same (3.6); review power of attorney drafted by local counsel for execution by trustee and discussions with J. Tenen and I. Sanchez regarding same and correspondence with trustee and local counsel regarding the same (1.1); preparation of execution packet and signing instructions for Avianca in respect of the DIP related pledges and mortgages and discussion regarding same with I. Sanchez (1.8)
 COUNSEL: Ellen H. Fontanella

10/06/20	Correspondence with trustee regarding authorization to release signature and close on PBH lease amendments concurrent with release by the other parties of their respective signatures (.5); correspondence with Bob Hamilton regarding need to obtain trustee's authorization to release signatures on the PBH lease amendments at closing (.4); multiple email correspondence with Avianca and trustee regarding special ferry permit matters (.6); correspondence with C.E. Torres regarding the owner trust documentation for certain aircraft, review of same, and correspondence with Milbank regarding same (.8); calls and correspondence with J. Tenen regarding initial drafts of the foreign law governed pledges and mortgages in respect of certain aircraft being delivered as security in connection with the DIP financing, and multiple revisions to documents per comments received, and correspondence with the Avianca and Milbank working groups regarding same (5.6); review of agreed form of DIP Credit Agreement including related defined terms used in the pledge and mortgage forms (.9); review of foreign law power of attorney drafted by local counsel for execution by trustee including preferred notarial block and discussions with J. Tenen and E. Fontanella regarding same (.8); preparation of execution packet and signing instructions for Avianca in respect of the DIP related pledges and discussion regarding same with Milbank, and E. Fontanella (1.8) PARTNER: Israel I. Sanchez	11.40	7923.00
10/06/20	Correspondence and teleconferences with local counsel and creditor's counsel regarding DIP equipment collateral and foreign filing issues (1.4); review and modify mortgages for certain aircraft (.9); review pledges for such aircraft (1.5); review and draft correspondence to local counsel regarding Cape Town filing memo and IR lien searches for certain aircraft (1.1); correspondence with Milbank and Avianca, correspondence with Seabury regarding DIP collateral matters (.6); review trustee Power of Attorney to local counsel and propose modifications to same, correspondence	6.50	4940.00

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	regarding notarization certificate form and regulatory requirements and conference with trustee regarding same (.8); correspondence with local counsel regarding required designation of appraiser (.2) PARTNER: Jeffrey S. Tenen		
10/06/20	Prepare dated lease amendments for closing (2.3); prepare and distribute lease amendments to trustee for release from escrow (1.2) PARALEGAL: Robert C. Hamilton, Jr.	3.50	1225.00
10/07/20	Correspondence with local counsel, trustee's counsel and trustee regarding power of attorney being requested by local counsel for DIP pledge and mortgage signing purposes, and discussion with I. Sanchez and J. Tenen regarding same (1.8); call with I. Sanchez regarding signature packet (including signing instructions) for Avianca regarding mortgages to be entered into in connection with the DIP financing and provision of comments thereto (.6); correspondence with Avianca regarding execution of mortgages and pledges (.7); correspondence with trustee regarding pledge matters (.7) COUNSEL: Ellen H. Fontanella	3.80	1957.00
10/07/20	Review of correspondence received from creditor regarding certain aircraft and discussion of same with J. Tenen (.7); call with E. Fontanella regarding signature packet (including signing instructions) for Avianca regarding mortgages to be entered into in connection with the DIP financing and provision of comments thereto (.6); correspondence with Milbank regarding status of signature page distribution regarding pledges and mortgages being entered into in connection with the DIP financing (.4); preparation of email instructions for trustee regarding pledge, and correspondence with trustee regarding same (1.1); correspondence among trustee's counsel and trustee regarding power of attorney being requested by local counsel for DIP signing purposes, and discussion with E. Fontanella and J. Tenen regarding same (.8); correspondence with R. Barab, P. Barlow, Avianca and Milbank regarding payoff of certain obligations in connection with first bankruptcy filing (.5); correspondence with A. Clavijo regarding initial PBH lease amendments concluded in June 2020, and discussion of questions posed by A. Clavijo with B. Hamilton and FAA counsel (1.3); correspondence and call with Milbank regarding status of Bankruptcy Court approval of certain stipulations and impact of approval delay on closing of such lease amendment transactions including delayed filings with the FAA of the PBH lease amendment documentation, and call with FAA counsel to discuss updated timeline for closing and filings (1.2); discussion with B. Hamilton	7.90	5490.50

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regarding status of approval for closing from trustee on the certain PBH lease amendments (.3); correspondence with trustee and Avianca regarding Avianca request for a special ferry flight authorization letter (.6); conference call with J. Tenen regarding cross collateralization questions posed by Avianca regarding certain financing documentation, and further discussions regarding litigation perspective of same per discussions with Milbank (.4)
 PARTNER: Israel I. Sanchez

10/07/20	Review execution draft of mortgages and pledges for DIP aircraft collateral for conformity with mark-up (1.6); review and reply to correspondence concerning the DIP collateral and distribution of the same to signatories (.4); correspondence with Milbank regarding DIP lender approval of mortgages and pledges and distribution of execution copies of same (.4); correspondence with Milbank, P. Barlow and R. Barab regarding pay-off of certain prior claims (.3); correspondence regarding IR entity search to confirm status, telephone conference with Avianca regarding same, telephone conference with local counsel regarding same (.5); review correspondence with trustee regarding DIP pledge agreements, telephone conference with trustee (.3); review correspondence concerning aircraft specific stipulation and PBH agreement and status of open issues (.3); review status of stipulation filings and approvals and correspondence regarding same (.2); correspondence with creditor's counsel and Milbank regarding status of DIP security documents and timing and requirements of filing, conferences with Milbank and creditor's counsel regarding same, correspondence with working group regarding timing (.8); review revised POA in favor of local counsel for execution of DIP related documents and telephone conference with local counsel regarding bills of sale for filing of liens (.5); review of aircraft counterparty correspondence to Avianca regarding certain aircraft and telephone conference with I. Sanchez regarding same (.4); review signing instructions for DIP collateral documents (.2); review queries from trustee and trustee's counsel regarding POA in favor of local counsel and discuss same with I. Sanchez (.7); conference with Milbank regarding cross-collateralizations and cross-default provisions of certain loan facility documents and related case-law regarding enforcement of cross-default provisions, discussion with I. Sanchez regarding same and review case law (1.4) PARTNER: Jeffrey S. Tenen	8.00	6080.00
10/07/20	Correspondence from Milbank regarding maturity and payoff of certain aged debt, related file review and correspondence with SGR	.70	486.50

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	team regarding same PARTNER: Peter B. Barlow		
10/07/20	Prepare lease amendments for closing (2.2); review of aircraft listing from Avianca relating to the first round of lease amendment closings (.3) PARALEGAL: Robert C. Hamilton, Jr.	2.50	875.00
10/08/20	Review of trustee counsel comments to the draft of the POA regarding local filings and correspondence with local counsel regarding the same (.9); correspondence related to documents received from Avianca and trustee in connection with the aircraft mortgages and pledges (1.2) COUNSEL: Ellen H. Fontanella	2.10	1081.50
10/08/20	Correspondence and calls with Milbank, FAA Counsel, Avianca and creditor's counsel regarding the issuance of the Bankruptcy Court's approval orders relating to certain stipulations, and assistance with closing of the PBH lease amendment transactions in respect of the related aircraft (6.2); correspondence and calls with B. Hamilton in preparation for closing and in connection with post-closing distribution of signed dated documents to the working groups (.7); correspondence with A. Clavijo and C.E. Torres regarding post-closing, local filings of the PBH lease amendments in respect of certain aircraft (.3); correspondence with FAA counsel regarding FAA filings of certain lease amendments, related post filing confirmation memos relating to same and review of such filing confirmation memos (.9); review of correspondence and related documents received from Avianca, trustee and OP in connection the aircraft security documents to be entered into prior to funding of the DIP financing, and correspondence with parties (Avianca, trustee and the owner participant) regarding missing items required to finalize such documents (2.4); review of comments to the draft POA in connection with the DIP financing (.3) PARTNER: Israel I. Sanchez	10.80	7506.00
10/08/20	Review correspondence from Milbank and Avianca regarding order approving certain stipulations and filing of PBH amendments, review correspondence from FAA counsel regarding FAA filings of same, review filing memo (1.5); correspondence regarding and review related aircraft mortgages and pledges in connection with DIP collateral including correspondence and documents received from trustee and Owner Participants (3.2); review trustee counsel's comments to POA and discussion and review same with local counsel (.8); correspondence with Milbank regarding creditor's counsel's comments to pledge and mortgage agreements (.4);	6.30	4788.00

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	correspondence with local counsel and creditor's counsel regarding status of approval and execution of mortgages and related IR matters (.4) PARTNER: Jeffrey S. Tenen		
10/08/20	Finalize and distribute the fully executed and dated PBH lease amendments to creditor's counsel and the working group (2.0); update PBH lease amendments to reflect the closing date change (1.6); update and distribute tracking chart (.5); compile fully executed PDF copies of the pledges (.3) PARALEGAL: Robert C. Hamilton, Jr.	4.40	1540.00
10/09/20	Conference calls with trustee and I. Sanchez regarding outstanding signatures in respect of pledges and mortgages (1.1); participation in conference call with A. Clavijo, C.E. Torres, I. Sanchez and B. Hamilton regarding local filings of the lease amendments and discussion of related filing considerations and potential issues (.9); reviewing comments received from local counsel regarding power of attorney to be issued by trustee in connection with the DIP financing and discussion with trustee regarding the same (1.2) COUNSEL: Ellen H. Fontanella	3.20	1648.00
10/09/20	Correspondence between creditor's counsel and Milbank regarding court approved stipulations in respect of the aircraft, and review of same (.9); correspondence and conference call with creditor's counsel regarding local filings, and discussion of feedback received from local counsel (1.4); review checklist of PBH lease amendments for Avianca fleet and preparation of conference call with Avianca in-house legal team (.6); review and response to correspondence regarding outstanding Owner Participant signatures for certain aircraft, and call with B. Hamilton regarding assistance with assembling pledges relating to the DIP financing for such entities (.8); participation in conference call with A. Clavijo, C.E. Torres, E. Fontanella and B. Hamilton regarding local filings of lease amendments in certain jurisdictions and discussion or related filing considerations and potential issues (.9); follow up call with B. Hamilton and correspondence regarding execution versions of the lease amendments (.3); calls and multiple correspondence with trustee regarding pending trustee signatures in respect of pledges and mortgages being entered into in connection with the DIP Financing (1.3); correspondence with trustee regarding letter of demand for payment of attorneys' fees, review of demand letter, and further correspondence regarding same with the Avianca, Milbank and Seabury teams (.6); review of further comments received in respect of the power of attorney to be issued by trustee in connection with	8.00	5560.00

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	the DIP financing, and correspondence regarding filing of aircraft bills of sale in connection with the mortgages being entered into at closing (.7); review of correspondence from Seabury regarding aircraft engine lease amendment matters and pending open issues (.5) PARTNER: Israel I. Sanchez		
10/09/20	Review comments to powers of attorney for trustee appointing local counsel to execute foreign law governed pledges and related filings and conference with local counsel regarding same (.2); review revisions, conference with local counsel regarding same and review further set of comments from lender counsel and revisions regarding POA and foreign law pledges(1.6); review creditor's counsel and Milbank correspondence regarding stipulation and review stipulation revisions and PBH amendment for need for corresponding changes (.8); review status of filings of PBH amendments with FAA and local filings as well as status of those which have not yet been received (.8); review trustee demand for payment of attorneys' fees and discussion with I. Sanchez regarding same and review various correspondence with Avianca, Seabury and Milbank teams (.7); review various correspondence regarding leased engine and related PBH agreements and latest comments to same (.6) PARTNER: Jeffrey S. Tenen	4.70	3572.00
10/09/20	Conference call with Avianca to discuss local filings (.5); prepare and distribute fully executed PBH lease amendments to Avianca (1.0); prepare electronic sets of final executed pledges (.3); finalize and distribute PBH lease amendments to Avianca (1.7) PARALEGAL: Robert C. Hamilton, Jr.	3.50	1225.00
10/12/20	Finalizing aircraft mortgages and pledges (1.2); correspondence and phone calls with trustee to discuss the power of attorney and mortgages and pledges (3.2); calls and correspondence with B. Hamilton and I. Sanchez regarding outstanding trustee signatures, updates from trustee as to status of outstanding signatures and discussion regarding same (1.2) COUNSEL: Ellen H. Fontanella	5.60	2884.00
10/12/20	Assistance with finalization of DIP security documents including aircraft mortgages, pledges and trustee power of attorney, and correspondence with Milbank, creditor's counsel, and trustee regarding same (5.6); calls and correspondence with B. Hamilton, J. Tenen and E. Fontanella regarding outstanding trustee signatures, updates from trustee as to status of outstanding signatures and discussion regarding same (2.7) PARTNER: Israel I. Sanchez	8.30	5768.50

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10/12/20	Review and reply to correspondence from creditor's counsel and Milbank concerning PBH arrangements and DIP collateral (.6); conference with local counsel regarding IR pending authorizations and check IR for missing authorizations as to airframes (1.0); review status of execution of aircraft mortgages forming part of DIP collateral by each of parties thereto, status of execution of pledges and notarization and apostille of power of attorney in favor of local counsel (2.5) PARTNER: Jeffrey S. Tenen	4.10	3116.00
10/12/20	Prepare final executed DIP financing mortgages and pledges for closing PARALEGAL: Robert C. Hamilton, Jr.	2.30	805.00
10/13/20	Emails and calls with trustee, and trustee's counsel regarding the outstanding signatures to the mortgages and pledges (2.7); reviewing DIP order issued by the Bankruptcy Court and discussion regarding same with I. Sanchez and J. Tenen (.8) COUNSEL: Ellen H. Fontanella	3.50	1802.50
10/13/20	Emails and calls with trustee, and trustee's counsel regarding the outstanding conditions precedent to the DIP financing (1.7); call and correspondence with Milbank regarding trustee's questions relating to the entry into of the mortgages and pledges (.9); review of DIP Order issued by the Bankruptcy Court and discussion regarding same with E. Fontanella and J. Tenen (.8); participation in conference calls and correspondence with creditor's counsel, and Avianca regarding post-closing local filings including review of initial draft power of attorney prepared by creditor's counsel (2.2); correspondence with A. Clavijo regarding PBH lease structure and discussion regarding payment of fees relating to the local filings (.7); correspondence with trustee regarding draft announcement of default regarding missed note payments, review of draft announcement against prior announcements issued, and provision of comments thereto (1.4) PARTNER: Israel I. Sanchez	7.70	5351.50
10/13/20	Review Bankruptcy Court order approving DIP financing and discussion with Avianca regarding same (1.6); review correspondence from trustee regarding the DIP collateral documents requiring trustee's signature and respond to same, discussion regarding same with I. Sanchez and with E. Fontanella (.7); review final trustee power and revised form pledge to be executed by trustee and correspondence regarding trustee power of attorney in favor of local counsel and reply (.2); provide Avianca, Milbank and creditor's counsel update regarding same and reply to trustee, discuss same with I. Sanchez and E. Fontanella (1.9); correspondence with	6.60	5016.00

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Avianca regarding bills of sale on certain registered aircraft and need for originals and correspondence with creditor's counsel and local counsel regarding same (.7); review status of local filings of PBH amendments (.2); correspondence concerning aircraft specific stipulation and related PBH amendment and modify amendment (.5); correspondence and discussion with Avianca regarding open matters and questions regarding collateral for DIP financing and relation of same to 2019 collateral and powers of attorney to execute documents (.8)

PARTNER: Jeffrey S. Tenen

10/13/20	Conference call with Avianca to discuss local filing mechanics and logistics PARALEGAL: Robert C. Hamilton, Jr.	.80	280.00
10/14/20	Calls with trustee to discuss outstanding signatures to the aircraft mortgages and pledges (1.1); review comments to PBH engine lease amendment and revise the same to incorporate such comments (2.1); status call with I. Sanchez regarding DIP collateral matters (.3) COUNSEL: Ellen H. Fontanella	3.50	1802.50
10/14/20	Correspondence with B. Hamilton and E. Fontanella regarding PBH leases entered into in respect of aircraft at both the head lease and sublease levels, and review of such head lease and sublease amendments, and correspondence with A. Clavijo at Avianca regarding same (1.8); call and correspondence with creditor's counsel regarding the local filings of PBH lease amendments, and follow up correspondence with A. Clavijo and C.E. Torres regarding same (1.4); calls and emails with trustee team regarding outstanding items required for closing on the DIP financing including power of attorney, mortgages and pledges, and follow up discussions with E. Fontanella regarding same (1.7); review of comments of aircraft counterparty to the latest draft of an engine lease stipulation (.4); participation in conference call with Milbank, Avianca technical team and Seabury regarding comments received from counterparty in respect of an engine lease stipulation (.5); revisions to PBH engine lease amendment to track changes set forth in the related stipulation, and correspondence regarding same with Milbank team (.6); review of additional comments received from creditor's counsel with respect to payment defaults (.4); correspondence with Avianca and creditor's counsel regarding payment of certain PBH amounts due, and discussion regarding related guarantee payout issues (.7); review of, and discussions concerning, the updated comments of counterparty to engine lease stipulation and PBH engine lease amendment (.8) PARTNER: Israel I. Sanchez	8.30	5768.50

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10/14/20	Review execution versions of security agreements for aircraft pledges in connection with DIP facility and revised contractual rights pledges (1.6); correspondence with and discussions with local counsel regarding request for IR filings in connection with aircraft collateral and review IR to confirm each debtor's IR administrator, correspondence with Avianca fleet team regarding same and request revision as to correct equipment model numbers (1.9); confirm status of trustee's execution of DIP collateral pledges and mortgages and conference with trustee regarding questions regarding the same (.7); correspondence from engine lessors regarding their respective comments to the applicable engine lease stipulations and PBH engine agreements, review of modifications to PBH amendments to conform to comments to stipulations as applicable (1.6); review creditor's counsel comments to draft of Irish regulatory filing regarding payment defaults and status of request for payment under guarantees and investigate and review the possible implications of such request for payment (1.3) PARTNER: Jeffrey S. Tenen	7.10	5396.00
10/14/20	Review and distribute head lease and sublease documentation in connection with the first round of PBH lease amendments for certain aircraft (1.3); prepare and distribute fully executed DIP mortgages (.2) PARALEGAL: Robert C. Hamilton, Jr.	1.50	525.00
10/15/20	Discussion and correspondence with J. Tenen, I. Sanchez, Milbank and trustee regarding trustee delay in providing signed pledges in connection with the DIP financing (1.3); review of proposed revisions to the aircraft counterparty stipulation (1.5); correspondence with Avianca and creditor's counsel regarding payment recipient of the first PBH rent installment in respect of certain aircraft (.7) COUNSEL: Ellen H. Fontanella	3.50	1802.50
10/15/20	Correspondence with creditor's counsel regarding requested power of attorney for purposes of local filing of lease amendment (.7); discussion and correspondence with J. Tenen, E. Fontanella and Milbank regarding trustee delay in providing signed pledges in connection with the DIP financing (.6); review of proposed revisions to stipulation, and related discussion regarding pending issues arising from aircraft counterparty requested changes (.7); correspondence with creditor's counsel and local counsel regarding revised foreign securities announcement regarding payment default (.5); correspondence with Avianca and creditor's counsel regarding payment recipient of the first PBH rent installment in respect of	3.60	2502.00

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	certain aircraft (.7); correspondence with FAA counsel regarding receipt of file stamped originals of PBH lease amendments (.4) PARTNER: Israel I. Sanchez		
10/15/20	Review revised stipulation including PBH matrix for payments and correspondence regarding same and review PBH amendment for corresponding change (.9); review correspondence concerning missing bills of sale for certain pledged aircraft, draft correspondence to local counsel , creditor's counsel and Avianca regarding same and review and comment on revised pledge and confirm conformity with mortgage and security agreement (1.9); perform search of IR regarding pledged aircraft and related installed engines (1.2); review Irish securities regulator filing regarding defaults in payment and suggested revisions and related correspondence (1.1); review and reply to correspondence from trustee regarding status of lender review of pledges and mortgages, and conference with WTC regarding same (.8); conference with Avianca regarding CPs to DIP financing relating to aircraft collateral and conference with local counsel regarding same (.5) PARTNER: Jeffrey S. Tenen	6.40	4864.00
10/16/20	Participation in status call with P. Barlow and I. Sanchez to discuss developments in Avianca's restructuring (.5);revise aircraft counterparty PBH Amendment and discussion of the same with J. Tenen (1.3); calls with trustee to discuss outstanding signatures to pledges (.9) COUNSEL: Ellen H. Fontanella	2.70	1390.50
10/16/20	Participation in status call with P. Barlow and E. Fontanella to discuss developments in Avianca's restructuring (.5); correspondence with J. Tenen regarding proposed status call with creditor teams to update the same as to developments within Avianca (.6); correspondence with C.E. Torres regarding feedback on creditor's counsel's request for confirmation regarding payment of legal fees in connection with local filings of the PBH lease amendments (.6) PARTNER: Israel I. Sanchez	1.70	1181.50
10/16/20	Review Irish regulatory filing and correspondence related to filing and fees (1.2); correspondence with lessor counsel regarding certain aircraft (.5); review and reply to correspondence with Milbank regarding structure of filings (.8); correspondence from Milbank, Seabury and lessor regarding open stipulation and PBH amendment issues (.8); conference regarding developments in bankruptcy case and status of pending BPH agreement filings and participate in portion of SGR team (P. Barlow, I. Sanchez,. E. Fontanella) status call (.8); review lessor comments to stipulation and PBH agreement	6.00	4560.00

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	and review revisions thereto and discussion with E. Fontanella regarding same (.9); review status of security trustee execution of documents necessary to proceed with foreign perfection of security interests in certain aircraft collateral for the DIP loan (.6); discussion with I. Sanchez regarding request for payment of legal fees on aircraft covering local filings of PBH amendments (.2); correspondence with I. Sanchez regarding proposed conference call with creditor teams to provide updates as to Avianca developments/proceedings (.2) PARTNER: Jeffrey S. Tenen		
10/16/20	Participate on coordination call with SGR team (I. Sanchez and E. Fontanella) PARTNER: Peter B. Barlow	.50	347.50
10/16/20	Review, organize and prepare sets of the fully signed PBH lease amendments and FAA confirmation memos PARALEGAL: Robert C. Hamilton, Jr.	3.50	1225.00
10/19/20	Correspondence with Avianca and trustee regarding outstanding originals for local filings of certain of the PBH lease amendments (1.2); participation in group call with Milbank, Seabury, SGR (P. Barlow, J. Tenen and I. Sanchez) and Avianca teams to discuss current status of the Avianca restructuring and upcoming transactions (.9) COUNSEL: Ellen H. Fontanella	2.10	1081.50
10/19/20	Review of final announcement of default issued in respect of certain aircraft (.4); correspondence with Avianca and creditor's counsel regarding local filings of the PBH lease amendments, and related questions regarding payment for local counsels' fees (1.1); correspondence regarding PBH engine lease amendment with Avianca and lessor teams (.4); discussion with J. Tenen regarding status of the DIP financing related security items including the outstanding trustee signatures (.6); correspondence with creditor's counsel regarding lenders' feedback concerning pledge open items (.5); participation in group call with Milbank, Seabury, SGR (P. Barlow, J. Tenen and E. Fontanella) and Avianca teams to discuss current status of the Avianca restructuring and upcoming transactions (.8); participation in SGR call with J. Tenen and P. Barlow regarding same (.6) PARTNER: Israel I. Sanchez	4.40	3058.00
10/19/20	Review correspondence with respect to outstanding PBH amendments (.5); attend teleconference with Milbank, Seabury, Avianca and SGR (E. Fontanella, P. Barlow, I. Sanchez) to review status of Avianca's bankruptcy proceedings, DIP financing issues	4.60	3496.00

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and possible future transactions (.8); discussion with I. Sanchez concerning DIP financing related collateral pledges and mortgages and status of outstanding trustee signatures to security documents (.6); conference with E. Fontanella, I. Sanchez and P. Barlow regarding pending matters (.6); correspondence with creditor's counsel regarding status of lender instruction to trustee (.5); review revised filing certificate of notice of existence of an event of default concerning certain aircraft (.4); review status of and comments regarding stipulation and revisions to engine lease amendment related thereto and correspondence of Avianca, Seabury and aircraft counterparty related thereto (.3); preparation for and attend conference call with Milbank to discuss default provisions of certain aircraft financings and the acquisition of title at the end of relevant transaction by or for benefit of Avianca and the relevant financing structures (.9)

PARTNER: Jeffrey S. Tenen

10/19/20	Telephone conference with Milbank, Seabury and SGR teams to discuss real property lease, aircraft lease and certain agreement rejections (.6); call with J. Tenen and I. Sanchez regarding approach to lease negotiations and setting lease rates in general (.6) PARTNER: Peter B. Barlow	1.20	834.00
10/20/20	Participation in group call with Milbank, Seabury, SGR (P. Barlow, J. Tenen and I. Sanchez) and Avianca teams to discuss current status of Avianca restructuring and upcoming transactions (.9); call with trustee regarding the outstanding signatures to the pledges (.6); call with local counsel regarding foreign filing of the bills of sale (.7) COUNSEL: Ellen H. Fontanella	2.20	1133.00
10/20/20	Participation in conference call and correspondence with Avianca, and SGR team (J. Tenen and E. Fontanella) regarding DIP financing and related mortgages and pledges (.8); correspondence from creditor's local counsel regarding pledge foreign filing requirements (.4); correspondence with trustee team regarding outstanding trustee signatures to pledges in connection with the DIP financing (.5); correspondence with creditor's counsel regarding lenders' approvals of the pledges (.7); correspondence with creditor's counsel regarding local filings of the PBH lease amendments relating to certain financed aircraft (.6); correspondence with Seabury regarding maintenance compensation component and related matrix for inclusion in one of the PBH engine lease amendments, and review of prior emails relating to such maintenance compensation (.9); multiple revisions to the PBH engine lease amendment based upon latest draft of the related stipulation, and correspondence with aircraft	6.90	4795.50

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counterparty, Seabury, Milbank and Avianca teams regarding same (1.4); review of comments received from FAA counsel in respect of Schedule A to a PBH engine lease amendment, and discussion of same with J. Tenen (.8); correspondence with S. Torres regarding KYC request of the trustee, and related emails with trustee team (.5); call with Milbank to discuss status of PBH engine lease amendment, and outstanding trustee items relating to the DIP financing (.3)
 PARTNER: Israel I. Sanchez

10/20/20	Correspondence from creditor's counsel regarding comments in respect of pledges and security agreements and related issues concerning the perfection of security interests in certain registered assets given as collateral to DIP facility lenders and teleconferences with team and creditor's counsel regarding same (1.3); preparation for and participation in teleconference with Seabury, Milbank, Avianca and SGR team (I. Sanchez, P. Barlow, E. Fontanella) regarding status of Avianca restructuring and upcoming tasks list and assignments (.8); review status of execution of pledge POA and mortgages and status of execution of pledges (.6); attend telephone conference with E. Fontanella and local counsel regarding foreign filing matters (.7); review correspondence from creditor's counsel regarding lender approvals of the pledges of certain contract rights (.4); review correspondence from creditor's counsel as to local filings of PBH amendments and replies (.2); correspondence regarding lessor comments to stipulation regarding leased engine and review and provide input on corresponding modifications to PBH agreement regarding same and various correspondence regarding revisions to stipulation and amendment (1.1); comments to schedules of lease amendment from FAA and discussion of same with I. Sanchez (.5); review correspondence regarding KYC request in connection with certain aircraft transactions and discussion with I. Sanchez regarding same (.4); conference with Avianca fleet legal team regarding DIP equipment collateral and requirements for perfection and execution (.7) PARTNER: Jeffrey S. Tenen	6.70	5092.00
10/21/20	Review status of original executed PBH lease amendments and correspondence with I. Sanchez regarding the same ASSOCIATE: Anna C. Stangle	.70	213.50
10/21/20	Calls and correspondence with trustee regarding signatures to certain of the outstanding pledges (.2); review of signatures and correspondence with B. Hamilton regarding same (1.1); participation in conference call with creditor's counsel, Avianca and SGR (J. Tenen and I. Sanchez) regarding foreign filings related to the DIP	4.20	2163.00

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	financing and discussion of potential alternatives to filing originals of the bills of sale (.9); correspondence with creditor's counsel regarding filings of lease amendments, and separate discussions regarding same with I. Sanchez (1.2); discussion with J. Tenen regarding original list of interested parties under the chapter 11 (.8) COUNSEL: Ellen H. Fontanella		
10/21/20	Correspondence with aircraft counterparty and FAA counsel regarding the PBH lease amendment and FAA filing issues given earlier decision not to file prior amendments with the FAA registry (1.2); review of correspondence with aircraft counterparty regarding maintenance compensation and correspondence with Seabury regarding compensation amounts (.8); correspondence with creditor's counsel regarding trustee signatures to certain outstanding pledges (.4); review of signatures and correspondence with B. Hamilton regarding outstanding pledges and compilation and distribution of fully compiled pledges to the Milbank and Avianca working groups (.8); participation in conference call with Avianca, SGR (J. Tenen and E. Fontanella) and creditor's counsel regarding foreign filings related to the DIP financing and discussion of potential alternatives to filing original bills of sale (.9); correspondence with creditor's counsel regarding the filing of certain lease amendments, and separate discussions regarding same with E. Fontanella (.8) PARTNER: Israel I. Sanchez	4.90	3405.50
10/21/20	Review correspondence regarding stipulation and modify related engine PBH amendment accordingly, review further revisions to PBH amendment and comment and review revised stipulation (1.1); conference with creditor's counsel regarding foreign law requirements for perfection and organize and attend conference call with Avianca, creditor's counsel and SGR (I. Sanchez, E. Fontanella) regarding the recordation and perfection of collateral interests and necessity of including bills of sale and alternate means of providing evidence of ownership of pledged assets (1.8); correspondence with Milbank regarding payment flows, collateral and ultimate interested parties as follow-up to prior call (.6); review revised stipulation with aircraft counterparty and review and provide modifications on PBH amendment so as to address modifications to stipulation (.9); review status of execution and filing security documents and review correspondence from Milbank, Avianca, creditor's counsel and local counsel regarding such collateral and review revised pledge agreements and final mortgages and pledges (2.9) PARTNER: Jeffrey S. Tenen	7.30	5548.00

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10/21/20	Review of local law filings in connection with certain aircraft (.5); review and prepare correspondence with related signing instructions and distribute documentation to trustee and its counsel to complete foreign filings in connection with certain aircraft (1.5); prepare final executed DIP pledges with for distribution (.3) PARALEGAL: Robert C. Hamilton, Jr.	2.30	805.00
10/22/20	Revise PBH engine lease amendment to incorporate Lessor's counsel comments and discussion of the same with J. Tenen (.7); correspondence with B. Hamilton, I. Sanchez, and creditor's counsel regarding DIP financing, pending filings and costs with respect to same (1.3); review underlying loan documents regarding the title transfer mechanism for certain aircraft and discussion of the same with J. Tenen (1.9) COUNSEL: Ellen H. Fontanella	3.90	2008.50
10/22/20	Correspondence and calls with B. Hamilton and E. Fontanella regarding pending filings and costs related to same (.9); review of correspondence between J. Tenen and Milbank regarding pledges and mechanics of underlying contractual rights and review underlying transaction documents in connection with same (1.7); review of transaction documentation and correspondence with trustee regarding KYC requests, and further correspondence regarding same with aircraft counterparty, trustee, creditor's counsel and Avianca teams (1.5); correspondence with creditor's counsel regarding changes to the PBH lease amendment for FAA filing purposes per FAA counsel's comments to form (.7) PARTNER: Israel I. Sanchez	4.80	3336.00
10/22/20	Telephone conferences with Avianca regarding foreign filing requirements and review and reply to correspondence regarding same, review and provide comments to affidavit regarding aircraft ownership for such filings and review related revised IR filing memo (2.4); conference with trustee regarding IR filings to be made in respect of DIP collateral, provide and review DIP order with trustee and conference with Milbank regarding same, conference with local counsel regarding IR filings and status of consents (1.6); review correspondence regarding stipulation and PBH engine lease amendment and discussion with E. Fontanella regarding same (.7); review correspondence from lessor regarding KYC diligence and discussion with I. Sanchez regarding same (.8); review certain leases and related documents to address issues raised by Milbank regarding the exercise of certain rights and correspondence to Milbank regarding same (1.9); review interested parties list and day one filings to answer questions raised by Milbank and discussion with I.	9.00	6840.00

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	Sanchez regarding same (1.6) PARTNER: Jeffrey S. Tenen		
10/23/20	Correspondence and calls with Lender's counsel regarding local filings and decision by lenders to pay for local counsel fees (1.3); review Lessor's comments to PBH lease amendment and revise the same (1.6); participation in SGR status call with P. Barlow and I. Sanchez to discuss Avianca restructuring status of pending matters (.6) COUNSEL: Ellen H. Fontanella	3.50	1802.50
10/23/20	Correspondence with trustee regarding lessor requested KYC diligence (.7); discussions with E. Fontanella regarding foreign filings and decision by lenders to pay for local counsel fees (.6); call and discussion with J. Tenen regarding pledges in the context of particular transaction structures (.5); review correspondence from creditor's counsel regarding PBH engine lease amendment revisions including request to use alternate compensation rates (.7); participation in SGR status call with P. Barlow and E. Fontanella to discuss Avianca restructuring status and pending matters (.6) PARTNER: Israel I. Sanchez	3.10	2154.50
10/23/20	Review lessor comments to draft lease amendment and related questions in lessor correspondence and review lessor comments to latest revision of the related Stipulation for purpose of harmonizing comments to same PARTNER: Jeffrey S. Tenen	.90	684.00
10/23/20	Telephone conference with SGR team (I. Sanchez and E. Fontanella) regarding project management, DIP collateral protection and next steps PARTNER: Peter B. Barlow	.60	417.00
10/26/20	Review execution version of PBH amendment in respect of engine specific lease (.5); correspondence with Milbank, J. Tenen and I. Sanchez regarding the same (.3) ASSOCIATE: Anna C. Stangle	.80	244.00
10/26/20	Correspondence with Seabury and Lessor regarding engine specific PBH lease amendment issues COUNSEL: Ellen H. Fontanella	.90	463.50
10/26/20	Correspondence with A. Stangle and Milbank regarding PBH amendment to engine lease (.4); correspondence and call with J. Tenen regarding lessor comments to engine lease PBH amendment and outstanding items required to finalize same (.8); correspondence with creditor's counsel regarding foreign filings of PBH lease amendments, and related email exchange with C.E. Torres at	2.50	1737.50

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	Avianca regarding same (.7); correspondence with Seabury and Milbank regarding PBH engine lease amendment and outstanding issue regarding the maintenance compensation matrix (.6) PARTNER: Israel I. Sanchez		
10/26/20	Correspondence among Seabury, Milbank and Avianca regarding engine leases and correspondence with A. Stangle regarding same (.9); exchange correspondence and discussion with engine lessor regarding payment matrix formulae and local law filing requirements for amendment (1.1); respond to Seabury request for engine leases and amendments (.4) PARTNER: Jeffrey S. Tenen	2.40	1824.00
10/27/20	Multiple correspondence with creditor's counsel, trustee and trustee's counsel regarding the need for original executed PBH lease amendments for foreign filings COUNSEL: Ellen H. Fontanella	1.10	566.50
10/27/20	Correspondence with Seabury regarding status of the aircraft counterparty stipulation and related PBH lease amendment (.8); correspondence with FAA counsel to discuss engine lessor ability to DocuSign documents (.4); review of correspondence received from creditor's counsel, trustee and trustee's counsel regarding request for notarized and apostilled originals of the PBH lease amendments for use in connection with foreign filings and coordinate provision of same (.7) PARTNER: Israel I. Sanchez	1.90	1320.50
10/27/20	Correspondence regarding stipulation and related PBH arrangement regarding engine leases and review agreed form of stipulation and PBH agreement for conformity (.9); review correspondence from engine lessor concerning final revisions of stipulation, payment matrix and related revisions to revised PBH amendment (.6) PARTNER: Jeffrey S. Tenen	1.50	1140.00
10/28/20	Finalization of PBH engine lease amendment form, and correspondence with each of engine lessor, Avianca, FAA counsel and Milbank regarding next steps in execution and closing of related transactions (2.4); review of underlying financing documentation and correspond with Avianca and Milbank regarding payment of invoice relating to security trustee's fees for such transaction (.7) PARTNER: Israel I. Sanchez	3.10	2154.50
10/28/20	Review revised and proposed execution copy of PBH engine lease amendment and related stipulation and related correspondence from the lessor and Milbank (.9); review correspondence regarding stipulation and revised PBH engine lease amendment in respect of	2.00	1520.00

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	another engine lessor (.7); correspondence from Milbank regarding trustee fees on certain financings and discussion with I. Sanchez regarding same (.4) PARTNER: Jeffrey S. Tenen		
10/28/20	Correspondence with FAA counsel to coordinate signatures to be obtained via DocuSign in connection with PBH engine lease amendment PARALEGAL: Robert C. Hamilton, Jr.	.30	105.00
10/29/20	Correspondence and calls with creditor's counsel regarding foreign filings of the PBH lease amendments (.8); call with C.E.Torres to discuss the request of creditor's counsel regarding local filings in certain foreign jurisdictions and related cost issues (.4) PARTNER: Israel I. Sanchez	1.20	834.00
10/29/20	Correspondence with Avianca, creditor's counsel and Milbank regarding DIP collateral security documents and relevant foreign filings and IR registrations (1.2); review correspondence concerning overdue agent and independent director fees and telephone conference with creditor's counsel regarding same (1.0) PARTNER: Jeffrey S. Tenen	2.20	1672.00
10/29/20	Correspond with Milbank regarding rejection damages analysis PARTNER: Peter B. Barlow	.40	278.00
10/30/20	Correspondence regarding remaining engine stipulations and related PBH agreements (.8); review correspondence regarding perfection of DIP aircraft collateral and filings of related pledges and other regulatory filings, conference with local counsel regarding same (.9) PARTNER: Jeffrey S. Tenen	1.70	1292.00
10/30/20	Analysis of damages matters and correspondence to Milbank regarding same PARTNER: Peter B. Barlow	.40	278.00
10/31/20	Review summary damages analysis prepared for Avianca in 2019 in connection with contract damage matters and review of legacy documents with respect to same in preparation for damages analysis meeting with Milbank PARTNER: Peter B. Barlow	3.40	2363.00
TOTAL FEES FOR SERVICES			\$209,967.00

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TIME AND FEE SUMMARY

	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Peter B. Barlow	695.00	9.60	6,672.00
Anna C. Stangle	305.00	1.50	457.50
Israel I. Sanchez	695.00	119.00	82,705.00
Jeffrey S. Tenen	760.00	103.60	78,736.00
Ellen H. Fontanella	515.00	62.10	31,981.50
Robert C. Hamilton, Jr.	350.00	26.90	9,415.00
		<hr/>	<hr/>
TOTAL		322.70	\$209,967.00

DISBURSEMENTS

Document Retrieval - - VENDOR: PACER SERVICE CENTER, INC.	89.30
Express Delivery Service	68.52
	<hr/>
TOTAL	\$157.82

ACCOUNT SUMMARY

CURRENT INVOICE AMOUNT **\$210,124.82**

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Promenade, Suite 3100
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309-3592
Main: 404 815-3500
Fax: 404 815-3509
www.sgrlaw.com

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys At Law

The Debtors c/o Avianca Holdings S.A.
Av. Calle 26 # 59-15, 6th Floor
Bogotá, Colombia 111321
Attn: Renato Covelo, General Counsel and
Richard Galindo, Associate General Counsel

Date: November 9, 2020
Matter: 023663.216
Invoice No. 974833

Peter B. Barlow

Matter: RETENTION AND FEE APPLICATIONS

For Professional Services.....\$24,139.00

Current Invoice Amount\$24,139.00

THIS STATEMENT REFLECTS ALL PAYMENTS POSTED 5 DAYS PRIOR TO INVOICE DATE.
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SMITH GAMBRELL & RUSSELL LLP
PO BOX 930930
ATLANTA GA 31193-0930

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Richard Galindo, Associate General Counsel

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Date: November 9, 2020
Matter: 023663.216
Invoice No. 974833

Peter B. Barlow

Matter: RETENTION AND FEE APPLICATIONS

For Professional Services

10/01/20	Review and revise September time entries for Bankruptcy Court compliance and to remove confidential information P-LEGAL: Jean Harris	1.70	442.00
10/02/20	Continue to review and revise September time entries for Bankruptcy Court compliance and to remove confidential information P-LEGAL: Jean Harris	1.40	364.00
10/04/20	Continue to review and revise September time entries for Bankruptcy Court compliance and to remove confidential information (3.8); review and organize Avianca payment and accounts receivable information for use in preparation of first interim fee application (.4) P-LEGAL: Jean Harris	4.20	1092.00
10/06/20	Research local rules and procedures in connection with interim fee applications (.8); work on fifth monthly fee statement (0.5) PARALEGAL: Lorna J. Virts	1.30	416.00
10/06/20	Review September draft invoices in preparation for monthly fee statement PARTNER: Peter B. Barlow	2.80	1946.00
10/07/20	Further review and revision of time entries to remove confidential information and to conform with Bankruptcy Court guidelines P-LEGAL: Jean Harris	1.20	312.00
10/07/20	Work on Fifth Monthly Fee Statement PARALEGAL: Lorna J. Virts	1.00	320.00

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10/07/20	Complete initial review of and revisions to September draft invoices in preparation for fee statement PARTNER: Peter B. Barlow	3.40	2363.00
10/08/20	Work with Jean Harris and Lorna Virts regarding fee application matters PARTNER: Peter B. Barlow	.40	278.00
10/12/20	Continued work on monthly fee statement PARALEGAL: Lorna J. Virts	3.90	1248.00
10/12/20	Review and revise draft fee statement prepared by Lorna Virts PARTNER: Peter B. Barlow	.70	486.50
10/13/20	Finalize fifth monthly fee statement and forward to Milbank for review and filing PARALEGAL: Lorna J. Virts	2.20	704.00
10/14/20	Research concerning local rules on interim fee applications, including review of order authorizing retention of professionals, and begin working on first interim fee application PARALEGAL: Lorna J. Virts	4.30	1376.00
10/15/20	Continued work on first interim fee application PARALEGAL: Lorna J. Virts	4.60	1472.00
10/16/20	Work on first interim fee application PARALEGAL: Lorna J. Virts	3.50	1120.00
10/20/20	Additional work on interim fee application PARALEGAL: Lorna J. Virts	.60	192.00
10/21/20	Continued work on first interim fee application PARALEGAL: Lorna J. Virts	4.40	1408.00
10/22/20	Prepare draft exhibits and Barlow declaration to be attached to first interim fee application PARALEGAL: Lorna J. Virts	4.20	1344.00
10/23/20	Work on draft proposed Order on SGR interim fee application (1.5); revise Barlow Declaration in support thereof (1.7) PARALEGAL: Lorna J. Virts	3.20	1024.00
10/26/20	Finalize drafts of interim fee application, schedules thereto, proposed order and Barlow declaration (5.9); memorandum to Pete Barlow and Brian Hall with all drafts (.4) PARALEGAL: Lorna J. Virts	6.30	2016.00
10/27/20	Correspondence with P. Barlow and J. Tenen regarding summarization of work performed by SGR on the restructuring matter for use in connection with first interim fee application PARTNER: Israel I. Sanchez	.80	556.00

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10/27/20	Review and propose revisions to SGR summary task description to be included in first interim fee application PARTNER: Jeffrey S. Tenen	.70	532.00
10/27/20	Review First Interim Fee Application for the period from May 10, 2020 to September 30, 2020 and Declaration of Peter Barlow in support thereof PARTNER: Peter B. Barlow	1.60	1112.00
10/29/20	Further review of and revisions to First Interim Fee Application for the period from May 10, 2020 to September 30, 2020 and related Declaration; review in connection with the same the "Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York" and the "Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases; correspond with Lorna Virts regarding questions relating to same PARTNER: Peter B. Barlow	2.90	2015.50
TOTAL FEES FOR SERVICES			\$24,139.00

TIME AND FEE SUMMARY

	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Peter B. Barlow	695.00	11.80	8,201.00
Lorna J. Virts	320.00	39.50	12,640.00
Jean Harris	260.00	8.50	2,210.00
Israel I. Sanchez	695.00	0.80	556.00
Jeffrey S. Tenen	760.00	0.70	532.00
TOTAL		61.30	\$24,139.00

ACCOUNT SUMMARY

CURRENT INVOICE AMOUNT **\$24,139.00**

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