

Mark Somerstein
Michael G. McGovern
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

*Special Government Investigations
Counsel to the Debtors and Debtors in Possession*

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

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

**SUMMARY SHEET FOR THIRD
INTERIM APPLICATION OF ROPES & GRAY LLP AS SPECIAL
GOVERNMENT INVESTIGATIONS COUNSEL TO THE DEBTORS FOR
ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD OF FEBRUARY 1, 2021 THROUGH AND INCLUDING MAY 31, 2021**

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.



20111332107150000000000008

In accordance with the Local Bankruptcy Rules for the Southern District of New York, Ropes & Gray LLP (“Ropes & Gray”), special government investigations counsel for the above-captioned debtors and debtors in possession, 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 February 1, 2021 through May 31, 2021 (the “Third Interim Application Period”). Ropes & Gray 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], which permits Ropes & Gray to file interim fee applications every four months.

Basic Information	
Name of Applicant:	Ropes & Gray LLP
Name of Client:	Avianca Holdings S.A. <i>et al.</i> , as debtors and debtors in possession
Petition Date:	May 10, 2020
Date of Order Approving Employment and Retention:	July 15, 2020, effective as of the Petition Date
This Interim Application	
Time Period Covered:	February 1, 2021 through May 31, 2021
Total Hours Billed:	603.00
Total Fees Requested:	\$464,368.68 (80% of \$580,460.87)
Total Expenses Requested:	\$147,907.48
Total Fees and Expenses Requested:	\$612,276.16
Blended Rate for Attorneys:	\$1,021.72
Blended Rate for All Timekeepers:	\$962.62
Rate Increases Not Previously Approved or Disclosed:	N/A

Total Professionals:	28
Total Professionals Billing Less than 15 Hours	17
Historical	
Fees Approved to Date:	\$2,093,547.91
Expenses Approved to Date:	\$355,759.28
Total Fees and Expenses Approved to Date:	\$2,449,307.19
Approved Amounts Paid to Date:	\$2,093,547.91
Fees Paid Pursuant to Monthly Fee Statements, Not Yet Allowed:	\$464,368.68
Expenses Paid Pursuant to Monthly Fee Statements, Not Yet Allowed:	\$147,907.48
Total Fees and Expenses Paid Pursuant to Monthly Fee Statements, Not Yet Allowed:	\$612,276.16
Related Information and Case Status	
This is a(n): <u> X </u> interim _____ final application.	

**Summary of Monthly Fee Statements for the
Third Interim Application Period of February 1, 2021 through May 31, 2021**

Docket No.	Period Covered by Monthly Fee Statement	Total Fees Requested (100%)	Total Expenses Requested	Objection Deadline	Total Fees Received (80%)	Total Expenses Received	20% Holdback Amount
Docket No. 1486	02/01/2021 – 02/28/2021	\$124,113.60	\$107,402.00	04/06/2021	\$99,290.88	\$107,402.00	\$24,822.72
Docket No. 1606	03/01/2021 – 03/31/2021	\$168,196.50	\$19,076.38	05/15/2021	\$134,557.20	\$19,076.38	\$33,639.30
Docket No. 1742	04/01/2021 – 04/30/2021	\$225,350.10	\$21,219.10	06/11/2021	\$180,280.08	\$21,219.10	\$45,070.04
Docket No. 1822	05/01/2021 – 05/31/2021	\$62,800.65	\$210.00	07/06/2021	\$50,240.52	\$210.00	\$12,560.13
Total		\$580,460.85	\$147,907.48		\$464,368.68	\$147,907.48	\$116,092.19

**Summary of Hours Billed by Attorneys and Paraprofessionals for the
Third Interim Application Period of February 1, 2021 through May 31, 2021**

NAME OF PROFESSIONAL	TITLE	HOURLY RATE	HOURS BILLED	TOTAL COMPENSATION
Somerstein, Mark R.	Partner, Business Restructuring Admitted in New York in 1991 Admitted in New Jersey in 1990	\$1,507.50	12.40	\$18,693.00
McGovern, Michael G.	Partner, Litigation Admitted in the District of Columbia in 1988 Admitted in New York in 2006	\$1,476.00	109.10	\$161,031.60
Calvet, Maria	Partner, Litigation Admitted in Pennsylvania in 2004 Admitted in the District of Columbia in 2020	\$1,188.00	54.60	\$64,864.80
Kirk, Shannon Capone	Counsel, Litigation Admitted in Massachusetts in 2009 Admitted in Illinois in 1998	\$1,134.00	6.20	\$7,030.80
Egan, Daniel	Counsel, Business Restructuring Admitted in New York in 2008	\$1,075.50	27.00	\$29,038.50
Ference-Burke, Jonathan	Associate, Litigation Admitted in California in 2010 Admitted in the District of Columbia in 2011	\$1,071.00	38.30	\$41,019.30
Gilligan Palermo, Meghan	Associate, Litigation Admitted in New York in 2013	\$1,071.00	30.30	\$32,451.30
Mary Brust	Associate, Litigation Admitted in New York in 2015	\$1,017.00	2.50	\$2,542.50
Miller, Juliette	Associate, Litigation Admitted in New York in 2018	\$873.00	50.50	\$44,086.50
Mercado Violand, Natalia	Associate, Litigation Admitted in Massachusetts in 2018	\$792.00	88.20	\$69,854.40
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	8.50	\$5,890.50
Maciuch, Mark	Associate, Business Restructuring Admitted in New York in 2020	\$693.00	63.30	\$43,866.90
Levengood, Jennifer	Associate, Litigation Admitted in New York in 2020	\$693.00	31.50	\$21,829.50
Colorado, Stephanie	Associate, Litigation Admitted in New York in 2020	\$693.00	9.90	\$6,860.70
Eric Sherman	Associate, Business Restructuring Admitted in New York in 2020	\$594.00	0.40	\$237.60
Vazquez, Krystal	Associate, Litigation Admitted in New York in 2020	\$693.00	8.80	\$6,098.40
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	6.50	\$4,504.50

NAME OF PROFESSIONAL	TITLE	HOURLY RATE	HOURS BILLED	TOTAL COMPENSATION
Bardis, Joann	Paralegal	\$459.00	0.40	\$183.60
Thomas, Karina	Contract Attorney	\$445.50	3.10	\$1,381.05
Hermes, Lisa R.	Library Services	\$445.50	0.80	\$356.40
Pantaleo, Michelle M.	Paralegal	\$432.00	0.40	\$172.80
Alindogan, Nova	Paralegal	\$409.50	29.30	\$11,998.35
Grammer, Elizabeth D.	Litigation Support Analyst	\$409.50	1.60	\$655.20
Joseph A. D'Imperio	Litigation Support Analyst	\$351.00	0.30	\$105.30
Carson Dottin	Litigation Support Analyst	\$328.50	8.00	\$2,628.00
Doron Greene	Litigation Support Analyst	\$292.50	8.00	\$2,340.00
Ontaneda, Gabriela	Paralegal	\$238.50	3.10	\$739.35
TOTAL			603.00	\$580,460.85

Total Billed Hours for Attorneys 548.00

Total Billed Hours for Paraprofessionals..... 55.00

Total Billed Hours 603.00

Total Fees Requested \$464,368.68 (80% of \$580,460.87)

Blended Rate for All Timekeepers \$962.62

Blended Rate for Attorneys \$1,021.72

Mark Somerstein
Michael G. McGovern
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

*Special Government Investigations
Counsel to the 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	

**THIRD INTERIM APPLICATION OF ROPES & GRAY LLP AS SPECIAL
GOVERNMENT INVESTIGATIONS COUNSEL TO THE DEBTORS FOR
ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD OF FEBRUARY 1, 2021 THROUGH AND INCLUDING MAY 31, 2021**

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.

Ropes & Gray LLP (“Ropes & Gray”), special government investigations counsel to Avianca Holdings S.A. and its above-captioned affiliates, as debtors and debtors in possession, hereby submits this application (the “Application”), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (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 Ropes & Gray to the Debtors for the period from February 1, 2021 through and including May 31, 2021 (the “Third Interim Application Period”) and reimbursement of actual and necessary expenses incurred by Ropes & Gray in connection with rendering such services during the Third Interim Application Period.

Pursuant to the Guidelines, Ropes & Gray submits the declaration of Michael G. McGovern, a Ropes & Gray partner (the “McGovern Declaration”), regarding Ropes & Gray’s compliance with the Guidelines, which is attached hereto as **Exhibit A** and is incorporated herein by reference. In further support of this Application, Ropes & Gray 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. 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. (the “Subsequent Debtors” and together with the Initial Debtors, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

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. These 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 (the “United States Trustee”) 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 chapter 11 cases.

RETENTION OF ROPES & GRAY

6. On July 15, 2020, the Court entered the *Order Authorizing the Retention and Employment of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date* [Docket No. 476] (the “Retention Order”) authorizing the Debtors to employ and retain Ropes & Gray as special government investigations counsel pursuant to section 327(e) of the Bankruptcy Code effective as of the Petition Date. From the outset of these chapter 11 cases, Ropes & Gray represented the Debtors professionally, diligently, and efficiently, advising them in connection with the government investigations matters for which Ropes & Gray was retained.

7. On June 9, 2020, the Court entered the Interim Compensation Order, which approved certain compensation procedures for these chapter 11 cases (the “Compensation Procedures”). Pursuant to the Compensation Procedures, retained professionals are authorized to serve monthly fee statements (each, a “Monthly Fee 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 Fee 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 Fee Statement.

8. 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 for the applicable Interim Fee Period.

COMPENSATION PAID AND ITS SOURCES

9. All services during the Third Interim Application Period for which compensation is requested by Ropes & Gray were performed for or on behalf of the Debtors. Additionally, Ropes & Gray has not received any payment or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with matters covered by this Application.

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

11. These professional services were rendered by Ropes & Gray's partners, counsel, associates, and paraprofessionals from its various practice groups, including the Business Restructuring group and the Litigation and Enforcement group.

BILLING HISTORY

12. Pursuant to the terms of the Compensation Procedures, Ropes & Gray served four Monthly Fee Statements for the services rendered and expenses incurred during the Third Interim Application Period as follows:

Docket No.	Period Covered by Monthly Fee Statement	Total Fees Requested (100%)	Total Expenses Requested	Objection Deadline	Total Fees Received (80%)	Total Expenses Received	20% Holdback Amount
Docket No. 1486	02/01/2021 – 02/28/2021	\$124,113.60	\$107,402.00	04/06/2021	\$99,290.88	\$107,402.00	\$24,822.72
Docket No. 1606	03/01/2021 – 03/31/2021	\$168,196.50	\$19,076.38	05/15/2021	\$134,557.20	\$19,076.38	\$33,639.30

Docket No.	Period Covered by Monthly Fee Statement	Total Fees Requested (100%)	Total Expenses Requested	Objection Deadline	Total Fees Received (80%)	Total Expenses Received	20% Holdback Amount
Docket No. 1742	04/01/2021 – 04/30/2021	\$225,350.10	\$21,219.10	06/11/2021	\$180,280.08	\$21,219.10	\$45,070.04
Docket No. 1822	05/01/2021 – 05/31/2021	\$62,800.65	\$210.00	07/06/2021	\$50,240.52	\$210.00	\$12,560.13
Total		\$580,460.85	\$147,907.48		\$464,368.68	\$147,907.48	\$116,092.19

13. The Monthly Fee Statements reflect a voluntary 10% discount from Ropes & Gray's standard hourly rates in effect when services were rendered.

RELIEF REQUESTED

14. In this Application, Ropes & Gray is requesting entry of an order (a) granting the interim allowance of (i) compensation for the actual, reasonable, and necessary professional services that Ropes & Gray rendered to the Debtors during the Third Interim Application Period in the amount of \$464,368.68 (80% of 580,460.87),² and (ii) the actual, reasonable, and necessary out-of-pocket expenses incurred by Ropes & Gray in representing the Debtors during the Third Interim Application Period in the amount of \$147,907.48; and (c) authorizing the Debtors to pay Ropes & Gray all outstanding amounts of fees and expenses incurred for the Third Interim Application Period.

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

- a. **Exhibit A** contains a certification by undersigned counsel regarding compliance with the Guidelines.
- b. **Exhibit B** is a schedule of the number of hours billed by partners, counsel, senior attorneys, associates, and paraprofessionals during the Third Interim Application Period with respect to each of the subject matter categories Ropes & Gray has established in accordance with its internal billing

² The total amount of fees requested in this Application does not include the 20% holdback amount from the aggregate fees for the Third Interim Application Period totaling \$116,092.19 (the "**Holdback Amount**"). Ropes & Gray reserves all rights with respect to the allowance and payment of the Holdback Amount.

procedures. Ropes & Gray attorneys and paraprofessionals have billed a total of 603.00 hours in connection with these chapter 11 cases during the Third Interim Application Period.

- c. **Exhibit C** is a schedule providing certain information regarding Ropes & Gray attorneys and paraprofessionals for whose work compensation is sought in this Application, including position, level of experience, hourly rate, total hours spent working in connection with these chapter 11 cases during the Third Interim Application Period, and amount of compensation sought on account thereof.
- d. **Exhibit D** contains a summary schedule of the actual and necessary out-of-pocket expenses incurred by Ropes & Gray during the Third Interim Application Period.
- e. **Exhibit E** contains a disclosure of “customary and comparable compensation” charged by Ropes & Gray’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 Ropes & Gray’s U.S. Offices.
- f. **Exhibit F** contains Ropes & Gray’s budget and staffing plan for these chapter 11 cases during the Third Interim Application Period.
- g. **Exhibit G** contains a summary of budgeted fees and hours compared to actual fees and hours for the Third Interim Application Period.

SUMMARY OF LEGAL SERVICES RENDERED

16. During the Third Interim Application Period, Ropes & Gray provided extensive, reasonable, and appropriate professional services to the Debtors in connection with the government investigations that Ropes & Gray was retained to perform.

17. During the Third Interim Application Period, Ropes & Gray advised the Debtors on several ongoing investigation matters, including (a) an internal investigation related to potentially irregular grants of airline tickets and other benefits (the “Tickets Matter”), (b) an internal review of whether the Debtors were the victims of wrongdoing in connection with certain alleged corrupt practices at Airbus SE (the “Airbus Matter”), and (c) responding to external

investigations into the Tickets Matter and the Airbus Matter by law enforcement and government regulators in the United States and Colombia.

18. To provide a meaningful summary of Ropes & Gray's services rendered on behalf of the Debtors and their estates, Ropes & Gray has established, in accordance with its internal billing procedures, certain subject matter categories tailored to these chapter 11 cases. The following is a summary of professional services rendered for the most significant subject matter categories during the Third Interim Application Period:

A. Tickets Matter

Total Fees: \$184,057.65

Total Hours: 195.10

19. During the Third Interim Application Period, and pursuant to the schedule imposed under the work plan for the Tickets Matter (*see* Second Interim Application (as defined below)), as discussed in more detail in the following paragraphs, Ropes & Gray attorneys: (a) reviewed and analyzed the Debtors' documents and records; (b) worked with third-party vendors in connection with the review and analysis of the Debtors' documents and records; (c) interfaced with regulators; (d) responded to requests for information, documents, and/or records from regulators; (e) regularly briefed and advised the Debtors' Audit Committee; and (f) regularly communicated with the Debtors and their counsel, including Milbank LLP ("Milbank"), as well as with certain Colombian counsel, as appropriate. Notably, on June 1, 2021, Ropes & Gray received confirmation that certain regulators had concluded their investigation into the Tickets Matter and, based on available information, would not recommend enforcement action against the Company with respect to the Tickets Matter.

20. In particular, during the Third Interim Application Period, Ropes & Gray provided document productions to regulators on February 19, 2021 and March 31, 2021, as well

as other substantive written and/or verbal presentations or responses to regulators on February 1, 2021, April 8, 2021, April 16, 2021, April 27, 2021, and May 3, 2021, respectively.

21. Additionally, during the Third Interim Application Period, Ropes & Gray worked with StoneTurn Group (New York), LLC (“StoneTurn”), AlixPartners, LLP (“AlixPartners”) and Lionbridge Technologies, Inc. (“Lionbridge”), vendors retained by Ropes & Gray pursuant to the Retention Order, on analyses of the Debtors’ raw ticket and passenger data and other relevant documents. At the direction of and under the supervision of Ropes & Gray, StoneTurn created materials for the presentations and substantive responses to regulators discussed above. StoneTurn’s analysis was an iterative process that required extensive input from and supervision by Ropes & Gray and the Debtors. At this time, StoneTurn has completed its analysis of ticket and passenger data. In addition, Ropes & Gray supervised and directed work by (a) AlixPartners, including document hosting, processing and analysis services, and (b) Lionbridge, which provided essential translation services for Spanish language documents used in productions and presentations to regulators.

22. Additionally, during the Third Interim Application Period, Ropes & Gray regularly interacted with regulators regarding the Tickets Matter. Ropes & Gray responded to requests from those regulators for meetings, information, documents, and/or records, including presenting the findings of its investigation and multiple discussions with regulators to discuss the finalization of the Tickets Matter (*see infra* paragraph 24). To this end, during the Third Interim Application Period, Ropes & Gray made multiple discrete document productions to such regulators at their request for follow-up information following such presentations and discussions. Ropes & Gray was also in regular contact with various internal and external counsel for the Debtors regarding these matters.

23. Among its contacts with regulators, on February 1, 2021, Ropes & Gray, accompanied by StoneTurn, provided a lengthy presentation to regulators regarding its investigative findings and conclusions about the Tickets Matter. In the ensuing months, Ropes & Gray responded to certain follow-up requests related to the February 1, 2021 meeting and was in regular communication with regulators regarding the same.

24. In sum, during the Third Interim Application Period, Ropes & Gray completed its review of documents and records for the Tickets Matter and presented its findings regarding the same to regulators. On June 1, 2021, Ropes & Gray also received notice that certain regulators had concluded their investigation and, based on available information, would not recommend enforcement action against the Debtors with respect to the Tickets Matter. As such, Ropes & Gray has substantially completed its work on the Tickets Matter.

B. Retention

Total Fees: \$2,897.10
Total Hours: 2.80

25. During the Third Interim Application Period, Ropes & Gray continued its review and analysis of additional potential parties in interest identified by the Debtors in these chapter 11 cases for potential conflicts and to ensure compliance with the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, Guidelines, the United States Trustee's requirements and ethical duties and disclosure requirements relating to Ropes & Gray's engagement with the Debtors.

C. Fee Applications

Total Fees: \$105,999.75
Total Hours: 128.90

26. During the Third Interim Application Period, Ropes & Gray attorneys drafted and prepared individual Monthly Fee Statements for February, March, April and May. In connection therewith, Ropes & Gray attorneys reviewed time entries for privilege and confidentiality issues.

27. Ropes & Gray attorneys also spent time drafting and revising the *Second Interim Application of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period of October 1, 2020 Through and Including January 31, 2021* [Docket No. 1477] (the “Second Interim Application”), and related *Motion for Entry of an Order (I) Authorizing Ropes & Gray LLP to File Certain Redactions Under Seal in Connection with the Second Interim Application of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period of October 1, 2020 Through and Including January 31, 2021 and (II) Granting Related Relief* [Docket No. 1478] (the “Seal Motion”). Further, Ropes & Gray attorneys spent time drafting and revising the *Supplement to Second Interim Application of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period of October 1, 2020 Through and Including January 31, 2021* [Docket No. 1580] (the “Second Interim Application Supplement”) in response to informal comments and inquiries raised by the United States Trustee. Last, Ropes & Gray attorneys spent time reviewing and addressing issues in connection with the *Omnibus Order Granting Fee Applications of Professionals for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses* [Docket No. 1599].

28. Ropes & Gray exceeded its budget for this project category during the Third Interim Application Period by approximately \$40,777.50. This additional time was needed to provide comprehensive narrative descriptions in the Second Interim Application regarding the sensitive nature and scope of investigation-related work performed by Ropes & Gray attorneys. Ropes &

Gray attorneys also dedicated time to ensuring that any sensitive information of the Debtors disclosed in the Second Interim Application was protected and kept confidential to avoid any commercial injury to the Debtors or harm to the Debtors' reorganization efforts. Finally, Ropes & Gray attorneys spent additional time addressing and responding to the United States Trustee's inquiries, particularly with respect to Ropes & Gray's use of third party vendors for investigation-related tasks. Although Ropes & Gray exceeded its budget for this project category, it remained under budget overall for the Third Interim Application Period.

D. Court Hearings

Total Fees: \$9,126.45
Total Hours: 8.50

29. During the Third Interim Application Period, Ropes & Gray attorneys spent time preparing for and attending the court hearing on professionals' second interim fee applications. Ropes & Gray exceeded its budget for this project category during the Third Interim Application Period by approximately \$4,626.45. This additional time was necessary to prepare for potential inquiries regarding the Seal Motion and the Second Interim Application Supplement.

E. Airbus

Total Fees: \$26,361.90
Total Hours: 26.30

30. During the Third Interim Application Period, Ropes & Gray attorneys: (a) reviewed and analyzed Debtors' documents and records; (b) worked with third-party vendors in connection with the review of the Debtors' documents and records; (c) interfaced with United States and Colombian regulators; (d) responded to requests for information, documents, and/or records from United States and Colombian regulators; (e) briefed and advised the Debtors' Audit Committee;

and (f) engaged with Milbank and counsel for the Committee regarding certain inquiries made by the Committee regarding the Airbus Matter.

31. During the Third Interim Application Period, Ropes & Gray has continued to interact regularly with regulators regarding the Airbus Matter. Ropes & Gray has responded to requests from those regulators for meetings, information, documents, and/or records, including providing substantive presentations to regulators regarding Ropes & Gray's findings regarding the Airbus Matter. Ropes & Gray also remains in regular contact with various internal and external counsel for the Debtors regarding this matter.

F. General Investigations/Other

Total Fees: \$252,018.00
Total Hours: 241.40

32. During the Third Interim Application Period, Ropes & Gray performed services in connection with the Tickets Matter and the Airbus Matter that is fairly attributable to both of those matters, including, for example, advising the Debtors regarding investigative matters generally, such as regarding document and data preservation issues, or engaging in certain discussions with regulators or responding to certain regulator requests regarding both the Tickets Matter and Airbus Matter.

33. Ropes & Gray exceeded its budget for this project category during the Third Interim Application Period by approximately \$102,018.00 for the reasons discussed in more detail above with respect to the Tickets Matter and Airbus Matter categories, namely, due to regulator requests for information, documents, and/or records that were more onerous than anticipated and the need to be responsive to requests for information by regulators and other interested parties, such as the Committee. Despite being over budget for this project category, Ropes & Gray was significantly

under budget on several of the other project categories as a result of much of the work being hybrid in nature and falling under this project category.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED

34. The foregoing professional services provided by Ropes & Gray on behalf of the Debtors during the Third Interim Application Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters. Many of the services were performed by the attorneys and paraprofessionals of Ropes & Gray's Litigation and Enforcement group. Ropes & Gray has a prominent practice in that area and enjoys a national reputation for its expertise in complex litigation and government enforcement actions.

35. During the Third Interim Application Period, Ropes & Gray incurred expenses in the amount \$147,907.48 primarily related to Ropes & Gray's use of third party vendors, StoneTurn Group, AlixPartners and Lionbridge to assist in performing investigation-related services. StoneTurn Group assisted in analyzing raw ticket and passenger data and other relevant documents, as well as created materials for the presentations and substantive responses to regulators in connection with the Tickets Matter. AlixPartners provided e-discovery services in the form of document, hosting, processing and analysis services that allowed Ropes & Gray to efficiently collect and review the Debtors' documents and records, and produce those documents responsive to government regulator requests. Lionbridge provided certified translation services where necessary in Ropes & Gray's review of foreign language documents. These actual expenses incurred in providing professional services to the Debtors were necessary, reasonable, and justified under the circumstances. Ropes & Gray has made every effort to minimize its disbursements in these chapter 11 cases.³

³ Invoice cover pages for each of the third party vendors were included in the relevant Monthly Fee Statements for the Third Interim Application Period. Full copies of the invoices with additional detail regarding the professionals

36. Below is a table showing the expenses of StoneTurn Group, AlixPartners and Lionbridge for each month during the Third Interim Application Period:

Third Party Vendor Expenses for Third Interim Application Period				
Vendor	February	March	April	May
StoneTurn Group	\$106,202.00	--	\$21,210.00	--
AlixPartners	--	\$18,325.32	--	--
Lionbridge	\$1,080.00	--	--	--

BASIS FOR RELIEF

37. 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. Specifically, section 331 provides, in relevant part, as follows:

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.

38. 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—

providing services, their respective billing rates, the aggregate hours spent by each professional and a general description of services rendered can be provided upon request by the Court, United States Trustee or counsel to the Committee.

- (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).

39. Ropes & Gray respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors and their estates. Ropes & Gray 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. Ropes & Gray further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of the services rendered.

40. During the Third Interim Application Period, Ropes & Gray's hourly billing rates for attorneys ranged from \$610.00 – \$1,870.00. These hourly rates and the rate structure are equivalent to the hourly rates and corresponding rate structure used by Ropes & Gray not only for restructuring, workout, bankruptcy, insolvency, and comparable matters, but also for other corporate, securities, and litigation matters, whether in-court or otherwise, regardless of whether a fee application is required. The compensation sought through this Application reflects a voluntary

10% discount from Ropes & Gray's standard hourly rates, consistent with the Engagement Letter attached as **Exhibit 1** to the Retention Order.

41. Moreover, Ropes & Gray's hourly rates are set at a level designed to compensate Ropes & Gray 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.

42. In sum, Ropes & Gray respectfully submits that the professional services provided by its attorneys and paraprofessionals on behalf of the Debtors during the Third 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 chapter 11 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, Ropes & Gray respectfully submits that approval of the compensation and reimbursement of expenses sought herein is warranted.

RESERVATION OF RIGHTS

43. Although every effort has been made to include all fees and expenses incurred during the Third 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, Ropes & Gray reserves the right to make further application to this Court for the allowance of additional fees and expenses incurred during the Third Interim Application Period that are not included herein. In addition, Ropes & Gray reserves all rights with respect to the allowance and payment of the Holdback Amount.

NOTICE

44. 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]. Ropes & Gray respectfully submits that no further notice is required.

NO PRIOR REQUEST

45. No previous request for the relief sought herein has been made by Ropes & Gray to this or any other Court.

[Text Continues on the Next Page]

CONCLUSION

WHEREFORE, Ropes & Gray respectfully requests that the Court enter an order (i) allowing on an interim basis (a) compensation to Ropes & Gray of \$464,368.68 (80% of \$580,460.85) for reasonable and necessary professional services rendered to the Debtors and (b) \$147,907.48 for reimbursement of actual and necessary costs and expenses incurred by Ropes & Gray for a total of \$612,276.16; (ii) authorizing and directing the Debtors to pay Ropes & Gray any outstanding fees and expenses incurred during the Third Interim Compensation Period; and (iii) granting such other relief as the Court deems proper and just.

Dated: July 15, 2021
New York, New York

Respectfully submitted,

/s/ Mark. R. Somerstein

Mark R. Somerstein
Michael G. McGovern
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

*Special Government Investigations
Counsel to the Debtors and Debtors in
Possession*

EXHIBIT A

McGovern Declaration

Mark Somerstein
Michael G. McGovern
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

*Special Government Investigations
Counsel to the Debtors and Debtors in Possession*

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

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

**DECLARATION OF MICHAEL G. MCGOVERN IN SUPPORT
OF THIRD INTERIM APPLICATION OF ROPES & GRAY LLP AS
SPECIAL GOVERNMENT INVESTIGATIONS COUNSEL TO THE DEBTORS FOR
ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD OF FEBRUARY 1, 2021 THROUGH AND INCLUDING MAY 31, 2021**

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.

I, Michael G. McGovern, under penalty of perjury, declare as follows:

1. I am a partner in the Litigation and Enforcement Group of the firm Ropes & Gray LLP (“Ropes & Gray”), special government investigations counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”). I am an attorney at law admitted to practice in the District of Columbia and the State of New York.

2. I have read the foregoing *Third Interim Application of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period of February 1, 2021 Through and Including May 31, 2021* (the “Application”).² To the best of my knowledge, information and belief, the statements contained in the Application are true and correct and comply in material part with Local Bankruptcy Rule 2016-1(a) and the Guidelines.

3. In connection therewith, I hereby certify that:

- a. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions.
- b. Except to the extent disclosed in the Application, the fees and disbursements sought in the Application are billed at rates in accordance with practices customarily employed by Ropes & Gray and generally accepted by Ropes & Gray’s clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors’ business or these chapter 11 cases.
- c. It is standard for Ropes & Gray to review its rates each year and make adjustments to such rates effective January 1st of each year. Accordingly, the billing rates of the Ropes & Gray professionals working on this matter have been adjusted. Notice of these adjustments was given in the *Fourth Supplemental Declaration of Michael G. McGovern in Further Support of Application of Debtors for Authority to Retain and Employ Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective*

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

as of the Petition Date and Notice of Annual Rate Increase [Docket No. 1255].

- d. In providing a reimbursable service, Ropes & Gray does not make a profit on that service, whether the service is performed by Ropes & Gray in-house or through a third party.
- e. In accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between Ropes & Gray and any other person for the sharing of compensation to be received in connection with these cases.
- f. All professional services for which compensation is sought were performed on behalf of the Debtors and not on behalf of any other person.

4. With respect to Section B.2 of the Local Guidelines, the Debtors, counsel to the Committee and the United States Trustee have been previously provided with a statement of the fees and disbursements accrued during the Third Interim Application Period, which statements included a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably detailed breakdown of disbursements incurred and an explanation of billing practices.

5. With respect to Section B.3 of the Local Guidelines, I certify that the Debtors, counsel to the Committee and the United States Trustee will each be provided with a copy of the Application concurrently with the filing thereof and will have at least fourteen (14) days to review the Application prior to any objection deadline with respect thereto.

6. The following is provided in response to the questions set forth in Section C.5 of the U.S. Trustee Guidelines:

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: Ropes & Gray has agreed to a voluntary 10% discount of its standard hourly rates, as reflected in the Engagement Letter attached as **Exhibit 1** to the Retention Order.

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: N/A.

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: Ropes & Gray is not requesting compensation for fees related to reviewing or revising time records or preparing, reviewing or revising invoices that are not related to the preparation of applications for compensation.

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

Response: Ropes & Gray is seeking compensation with respect to approximately 19.90 hours and \$16,392.15 in fees spent to ensure the entries submitted comply with the applicable provisions of the Bankruptcy Rules, Local Rules and UST Guidelines and do not disclose privileged or confidential information.

Question: Does this fee application include rate increases since retention?

Response: The Application includes only those rate increases described in the *Fourth Supplemental Declaration of Michael G. McGovern in Further Support of Application of Debtors for Authority to Retain and Employ Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date and Notice of Annual Rate Increase* [Docket No. 1255].

Question: How many professionals are included in this application?

Response: 28.

Question: If applicable, how many professionals in this application are not included in the client-approved staffing plan?

Response: The Application includes 2 additional paraprofessionals not included the client-approved staffing plan. These additional paraprofessionals were necessary to provide litigation support to Ropes & Gray attorneys in connection with reviewing and producing documents and creating presentation submissions to regulators for investigation-related matters.

Question: If applicable, what is the difference between the fees budgeted and compensation sought for this period?

Response: N/A.

Question: How many professionals billed fewer than 15 hours to the case during this period?

Response: 17.

Question: How much of the compensation sought in this application was already paid pursuant to a monthly compensation order but not yet allowed?

Response: Ropes & Gray has received payments totaling \$464,368.68 for professional services provided to the Debtors and \$147,907.48 for expenses incurred during the Third Interim Application Period.

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: July 15, 2021
New York, New York

/s/ Michael G. McGovern
Michael G. McGovern
Partner

EXHIBIT B

Summary of Fees by Project Category

Task Code	Project Category	Total Hours Billed	Amount
-0001	Government Investigations	195.10	\$184,057.65
-0002	Retention	2.80	\$2,897.10
-0003	Fee Applications	128.90	\$105,999.75
-0004	Case Administration	0.00	\$0.00
-0006	Court Hearings	8.50	\$9,126.45
-0007	Airbus	26.30	\$26,361.90
-0008	General Investigations/Other	241.40	\$252,018.00
	TOTALS:	603.00	\$580,460.85

EXHIBIT C

Attorneys' and Paraprofessionals' Information for the Third Interim Application Period

NAME OF PROFESSIONAL	TITLE	HOURLY RATE	HOURS BILLED	TOTAL COMPENSATION
Somerstein, Mark R.	Partner, Business Restructuring Admitted in New York in 1991 Admitted in New Jersey in 1990	\$1,507.50	12.40	\$18,693.00
McGovern, Michael G.	Partner, Litigation Admitted in the District of Columbia in 1988 Admitted in New York in 2006	\$1,476.00	109.10	\$161,031.60
Calvet, Maria	Partner, Litigation Admitted in Pennsylvania in 2004 Admitted in the District of Columbia in 2020	\$1,188.00	54.60	\$64,864.80
Kirk, Shannon Capone	Counsel, Litigation Admitted in Massachusetts in 2009 Admitted in Illinois in 1998	\$1,134.00	6.20	\$7,030.80
Egan, Daniel	Counsel, Business Restructuring Admitted in New York in 2008	\$1,075.50	27.00	\$29,038.50
Ference-Burke, Jonathan	Associate, Litigation Admitted in California in 2010 Admitted in the District of Columbia in 2011	\$1,071.00	38.30	\$41,019.30
Gilligan Palermo, Meghan	Associate, Litigation Admitted in New York in 2013	\$1,071.00	30.30	\$32,451.30
Mary Brust	Associate, Litigation Admitted in New York in 2015	\$1,017.00	2.50	\$2,542.50
Miller, Juliette	Associate, Litigation Admitted in New York in 2018	\$873.00	50.50	\$44,086.50
Mercado Violand, Natalia	Associate, Litigation Admitted in Massachusetts in 2018	\$792.00	88.20	\$69,854.40
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	8.50	\$5,890.50
Maciuch, Mark	Associate, Business Restructuring Admitted in New York in 2020	\$693.00	63.30	\$43,866.90
Levengood, Jennifer	Associate, Litigation Admitted in New York in 2020	\$693.00	31.50	\$21,829.50
Colorado, Stephanie	Associate, Litigation Admitted in New York in 2020	\$693.00	9.90	\$6,860.70
Eric Sherman	Associate, Business Restructuring Admitted in New York in 2020	\$594.00	0.40	\$237.60
Vazquez, Krystal	Associate, Litigation Admitted in New York in 2020	\$693.00	8.80	\$6,098.40
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	6.50	\$4,504.50

NAME OF PROFESSIONAL	TITLE	HOURLY RATE	HOURS BILLED	TOTAL COMPENSATION
Bardis, Joann	Paralegal	\$459.00	0.40	\$183.60
Thomas, Karina	Contract Attorney	\$445.50	3.10	\$1,381.05
Hermes, Lisa R.	Library Services	\$445.50	0.80	\$356.40
Pantaleo, Michelle M.	Paralegal	\$432.00	0.40	\$172.80
Alindogan, Nova	Paralegal	\$409.50	29.30	\$11,998.35
Grammer, Elizabeth D.	Litigation Support Analyst	\$409.50	1.60	\$655.20
Joseph A. D'Imperio	Litigation Support Analyst	\$351.00	0.30	\$105.30
Carson Dottin	Litigation Support Analyst	\$328.50	8.00	\$2,628.00
Doron Greene	Litigation Support Analyst	\$292.50	8.00	\$2,340.00
Ontaneda, Gabriela	Paralegal	\$238.50	3.10	\$739.35
TOTAL			603.00	\$580,460.85

EXHIBIT D

Summary of Expenses Incurred During the Third Interim Application Period

(February 1, 2021 – May 31, 2021)

Expense Category	Amount
Computer Assisted Research	\$611.10
Courier	\$269.06
CourtCall	\$210.00
Third Party Vendors	\$146,817.32
TOTAL	\$147,907.48

EXHIBIT E

**CUSTOMARY AND COMPARABLE COMPENSATION
DISCLOSURE WITH FINAL FEE APPLICATION**

The blended hourly rate for all Ropes & Gray non-bankruptcy domestic timekeepers (including both professionals and paraprofessionals) (the “Non-Bankruptcy Blended Rate”) during the comparable period beginning February 1, 2021 and ending May 31, 2021 (the “Comparable Period”) was, in the aggregate, approximately \$845.12 per hour.

The blended hourly rate for all Ropes & Gray timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Comparable Period was approximately \$962.62 per hour.

A detailed comparison of these rates is as follows:

Blended Hourly Rate Disclosures		
Position at Ropes & Gray	Non-Bankruptcy Blended Rate	Blended Hourly Rate in Application
Partners	\$1,285.55	\$1,388.92
Counsel	\$1,025.77	\$1,086.42
Associates	\$780.32	\$824.45
Paraprofessional	\$243.11	\$373.80
Blended Rate	\$845.12	\$962.62

EXHIBIT F

Budget and Staffing Plan

BUDGET PLAN (February 1, 2021 – May 31, 2021)

Task Code	Project Category	Estimated Hours	Estimated Fees
-0001	Tickets Issue	325.00	\$325,000.00
-0002	Retention	25.00	\$23,000.00
-0003	Fee Applications	80.00	\$77,000.00
-0004	Case Administration	10.00	\$6,000.00
-0005	Nonworking Travel Time	0.00	\$0.00
-0006	Court Hearings	5.00	\$4,500.00
-0007	Airbus Issue	105.00	\$100,000.00
-0008	General Investigation/Other Investigations	155.00	\$150,000.00
	TOTAL	705.00	\$685,500.00

STAFFING PLAN (February 1, 2021 – May 31, 2021)

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter During Budget Period	Average Hourly Rate
Partner	3	\$1,463.33
Counsel	2	\$1,150.00
Associate	12	\$786.36
Paraprofessional	7	\$372.85
Contract Attorneys	6	\$81.00

EXHIBIT G

**Summary of Fees and Hours Budgeted Compared to
Fees and Hours Billed during the Third Interim Application Period**

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
-0001	Tickets Issue	325.00	\$325,000.00	195.10	\$184,057.65
-0002	Retention	25.00	\$23,000.00	2.80	\$2,897.10
-0003	Fee Applications	80.00	\$77,000.00	128.90	\$105,999.75
-0004	Case Administration	10.00	\$6,000.00	0.00	\$0.00
-0005	Nonworking Travel Time	0.00	\$0.00	0.00	\$0.00
-0006	Court Hearings	5.00	\$4,500.00	8.50	\$9,126.45
-0007	Airbus Issue	105.00	\$100,000.00	26.30	\$26,361.90
-0008	General Investigation/Other Investigations	155.00	\$150,000.00	241.40	\$252,018.00
	TOTAL	705.00	\$685,500.00	603.00	\$580,460.85