

Objection Deadline: January 31, 2022 at 12:00 p.m. (prevailing Eastern Time)

Devon J. Eggert (admitted *pro hac vice*)
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*Counsel for Oliver Wyman, Inc. and
Oliver Wyman Services Limited*

**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)

**MONTHLY FEE STATEMENT OF OLIVER WYMAN, INC. AND OLIVER WYMAN
SERVICES LIMITED FOR PROFESSIONAL SERVICES AND DISBURSEMENTS FOR
THE PERIOD OF NOVEMBER 1, 2021 THROUGH DECEMBER 1, 2021**

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



2011133220114000000000003

NAME OF APPLICANT:

Oliver Wyman, Inc.
Oliver Wyman Services Limited

ROLE IN THE CASE:

Strategic Advisors to the Debtors

TIME PERIOD:

November 1, 2021 through and including December
1, 2021

CURRENT APPLICATION:

Total Fees Requested: \$0.00
Total Expenses Requested: \$15,526.00

1. In accordance with the *Modified Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 2343] (the “**Interim Compensation Order**”), Oliver Wyman, Inc. and Oliver Wyman Services Limited (collectively, “**OW**”), strategic advisors to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby submits its Monthly Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the period of November 1, 2021 through and including December 1, 2021 (the “**Fee Statement Period**”).

2. OW seeks authorization for the payment of \$15,526.00 in actual and necessary expenses incurred during the Fee Statement Period. Attached hereto as Exhibit A is a schedule setting forth the categories of actual and necessary expenses for which OW is seeking reimbursement and the total amount for each expense category.

3. As set forth in the statements of work (collectively, the “**SOWs**”), OW structured its initial services in three phases:

- Phase 1: OW created a business strategy by analyzing the airline post-COVID customer profile, analyzing Avianca’s network and fleet options, defining Avianca’s product and service offering, and conducting financial analysis to determine revenue and cost projections under different scenarios;
- Phase 2: OW created an implementation plan by defining various fleet options, determining commercial strategy, redesigning and resizing the organizational structure, defining key system changes, and determining new governance model and its implementation costs; and
- Phase 3: OW implemented a business plan by utilizing commercial product changes, restructured the organizational structure, implemented an IT transformation plan, renegotiated and restructured contracts, and implemented supply chain inventory optimization.

4. Effective as of January 15, 2021, the Debtors and OW entered into addendums (collectively, the “**Initial 2021 Addendum**”) for: (i) additional Phase 3 services (the “**Phase 3a Services**”), including reviewing and redefining contact center policies, procedures, and

technology to increase efficiencies; and (ii) the deployment of an instance of OW's The Hub software to assist the Debtors in managing efficiency goals.²

5. Effective as of March 17, 2021, the Debtors and OW entered into an addendum ("**Second 2021 Addendum**") for additional Phase 3 services (the "**Phase 3b Services**"), including implementing executory contracts management and resolution strategies.³

6. OW has completed Phases 1 – 3. OW continues to provide the Debtors with usage, maintenance and support services relating to The Hub.

Notice

7. Consistent with the procedures described in the Interim Compensation Order, OW will serve this Fee Statement, by hand, electronic mail or overnight delivery, on (i) the Debtors (ii) counsel to the Debtors, Milbank LLP (iii) the Office of the United States Trustee for the Southern District of New York, and (iv) counsel to the official committee of unsecured creditors.

WHEREFORE, OW respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and proper.

² The 2021 Addendum for the Phase 3a Services is attached to the *Notice of Proposed Additional Services to be Performed for Debtors by Oliver Wyman, Inc. and Oliver Wyman Services Limited as Strategic Advisor* [ECF No. 1416].

³ The Second 2021 Addendum for the Phase 3b Services is attached to the *Amended Notice of Proposed Additional Services to be Performed for Debtors by Oliver Wyman, Inc. and Oliver Wyman Services Limited as Strategic Advisor* [ECF No. 1539].

Dated: January 14, 2022

BECK CHAET BAMBERGER & POLSKY, S.C.

By: /s/ Devon J. Eggert

Devon J. Eggert (admitted *pro hac vice*)

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deggert@bcblaw.net
Telephone: (414) 390-5928

*Counsel to Oliver Wyman Inc. and Oliver Wyman
Services Limited*

EXHIBIT A
SUMMARY OF EXPENSE CATEGORIES

Expense Category	Amount
Outside Counsel Fees ⁴	\$15,526.00
Total	\$15,526.00

⁴ Detailed invoices are attached hereto as Exhibit B. As reflected in the detailed invoices, this amount includes an estimated \$10,000 for preparation of OW's final application for compensation and attending the hearing on the final application for compensation.

EXHIBIT B



BECK, CHAET,
BAMBERGER & POLSKY, S.C.

Two Plaza East, Suite 1085
330 East Kilbourn Avenue
Milwaukee, WI 53202

414.273.4200
FAX 414.273.7786
<http://www.bcblaw.net>
FEIN #39-1568467

October 31, 2021

Bill: 60135 DJE
Client 20002 Matter 10600
Billed Through: 10/31/21

Marsh & McLennan
c/o Oliver Wyman
Attn: Gustavo Silva Cano
1166 Avenue of the Americas
New York, NY 10036

Avianca Holdings, S.A.
Matter No.: 2020-00288M

PROFESSIONAL SERVICES

10 06 2021 L110	DJE A104	Fact Investigation/Development: Review Avianca plan supplement (1.1); e-mail correspondence to client working group regarding same (0.2).	1.30 hrs	420 /hr	546.00
10 12 2021 L110	DJE A108	Fact Investigation/Development: E-mail correspondence with client working group regarding fee statements and related contract assumption issues (0.6); review assumption schedule in connection with same (0.2); e-mail correspondence to Ben Schak and Yuliya Zahoroda regarding same (0.1).	0.90 hrs	420 /hr	378.00
10 13 2021 L110	DJE A104	Fact Investigation/Development: Review modified third amended plan and modified plan supplement (1.2); e-mail correspondence with client working group regarding same (0.2).	1.40 hrs	420 /hr	588.00
10 15 2021 L110	DJE A104	Fact Investigation/Development: Review Hub agreement and bankruptcy notice in connection with fee statements (0.4); e-mail correspondence with client working group regarding same (0.5); e-mail correspondence to Ben Schak and Yuliya Zahoroda (counsel for debtors) regarding same (0.2); draft eighth monthly fee statement (0.6); review Hub services agreement and prior fee statements in connection with same (0.3).	2.00 hrs	420 /hr	840.00

Marsh & McLennan Companies
20002 10600

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10 21 2021 L110	DJE A104	Fact Investigation/Development: Update monthly fee statement (0.2); review U.S. Trustee objection to plan (0.2); e-mail correspondence with client working group regarding fee statement and confirmation hearing (0.3); e-mail correspondence with Ben Schak (counsel for debtors) regarding Hub agreement (0.1).	0.80 hrs	420 /hr	336.00
10 24 2021 L110	DJE A104	Fact Investigation/Development: Review modified plan, memorandum in support of confirmation of plan, and declarations in support of confirmation of plan (1.3); e-mail correspondence to client working group regarding same (0.3).	1.60 hrs	420 /hr	672.00
10 27 2021 L110	DJE A104	Fact Investigation/Development: Review summary of confirmation hearing and status of plan confirmation (0.2); e-mail correspondence with client working group regarding same (0.1).	0.30 hrs	420 /hr	126.00
10 28 2021 L110	DJE A108	Fact Investigation/Development: E-mail correspondence with client working group regarding finalizing and filing monthly fee statement (0.1); review proposed findings of fact and conclusions of law for plan (0.7); e-mail correspondence with client working group regarding same (0.2).	1.00 hrs	420 /hr	420.00
Total Professional Services:					<hr/> \$3,906.00

BILL SUMMARY

Eggert, Devon J.	Partner	9.30 hrs	420.00 /hr	3,906.00
Total Fees		9.30 hrs		3,906.00
TOTAL PROFESSIONAL SERVICES				\$3,906.00
TOTAL CURRENT CHARGES				<hr/> \$3,906.00
BALANCE FORWARD FROM LAST BILL				\$1,722.00
LESS RECEIPT SINCE LAST BILL October 13, 2021				(<hr/> \$1,722.00)
BALANCE DUE				<hr/> <hr/> \$3,906.00

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BECK, CHAET,
BAMBERGER & POLSKY, S.C.

Two Plaza East, Suite 1085
330 East Kilbourn Avenue
Milwaukee, WI 53202

414.273.4200
FAX 414.273.7786
<http://www.bcblaw.net>
FEIN #39-1568467

November 30, 2021

Bill: 60265 DJE
Client 20002 Matter 10600
Billed Through: 11/30/21

Marsh & McLennan
c/o Oliver Wyman
Attn: Gustavo Silva Cano
1166 Avenue of the Americas
New York, NY 10036

Avianca Holdings, S.A.
Matter No.: 2020-00288M

PROFESSIONAL SERVICES

11 02 2021 L110	DJE A108	Fact Investigation/Development: E-mail correspondence with client working group regarding draft fee statement (0.2); update draft fee statement in connection with same (0.2).	0.40 hrs	420 /hr	168.00
11 03 2021 L110	PAF A103	Fact Investigation/Development: Finalize Eighth Fee Statement and file same.	0.40 hrs	270 /hr	108.00
11 03 2021 L110	DJE A103	Fact Investigation/Development: Finalize monthly fee statement for filing (0.2); e-mail correspondence with Pat Foster regarding same (0.2); e-mail correspondence with client working group regarding interim and final fee applications (0.2).	0.60 hrs	420 /hr	252.00
11 09 2021 L110	DJE A104	Fact Investigation/Development: Review revised proposed order governing interim applications for compensation (0.3).	0.30 hrs	420 /hr	126.00
11 16 2021 L110	DJE A104	Fact Investigation/Development: Review modified interim compensation procedures order (0.2); e-mail correspondence to client working group regarding same (0.1).	0.30 hrs	420 /hr	126.00

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20002 10600

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11 17 2021 L110	DJE A108	Fact Investigation/Development: E-mail correspondence from Yuliya Zahoroda (counsel for Avianca) regarding timing for plan effective date and unpaid fee and expense estimates (0.1); prepare summary of same (0.9); e-mail correspondence with client working group regarding same (0.4).	1.40 hrs	420 /hr	588.00
11 18 2021 L110	DJE A108	Fact Investigation/Development: E-mail correspondence with client working group regarding Avianca's request for unpaid fees and expenses and review prior fee application orders in connection with same (0.2).	0.20 hrs	420 /hr	84.00
11 22 2021 L110	DJE A108	Fact Investigation/Development: E-mail correspondence with Steven Walsh regarding fee estimates for Avianca emergence budgeting (0.2); e-mail correspondence with Jack Joyce of Seabury Securities regarding same (0.2).	0.40 hrs	420 /hr	168.00
11 30 2021 L110	DJE A101	Fact Investigation/Development: Fees and expenses in connection with final fee application (estimate).	0.00 hrs	420 /hr	10,000.00

Total Professional Services: \$11,620.00

BILL SUMMARY

Eggert, Devon J.	Partner	3.60 hrs	3197.78 /hr	11,512.00
Foster-Wiedenhoeft, Patricia	Paralegal	0.40 hrs	270.00 /hr	108.00
Total Fees		4.00 hrs		11,620.00

TOTAL PROFESSIONAL SERVICES \$11,620.00

TOTAL CURRENT CHARGES \$11,620.00

BALANCE FORWARD FROM LAST BILL \$3,906.00

LESS RECEIPT SINCE LAST BILL November 09, 2021 (\$3,906.00)

BALANCE DUE \$11,620.00

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