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*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)
: :
Reorganized Debtors. : (Jointly Administered)
: :
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**SUMMARY SHEET FOR FOURTH INTERIM
AND FINAL FEE 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 INTERIM PERIOD OF JUNE 1, 2021
THROUGH AND INCLUDING DECEMBER 1, 2021 AND FOR THE FINAL
PERIOD FROM MAY 10, 2020 THROUGH AND INCLUDING DECEMBER 1, 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.



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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 interim period from June 1, 2021 through December 1, 2021 (the “Fourth Interim Application Period”), and the final period from May 10, 2020 through December 1, 2021 (the “Final Fee Period”). Ropes & Gray submits the Application as an interim and final 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], as modified by the *Modified Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on November 15, 2021 [Docket No. 2343], 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
Fourth Interim Application Period	
Time Period Covered:	June 1, 2021 through December 1, 2021
Total Hours Billed:	175.70
Total Fees Requested:	\$153,299.25
Total Expenses Requested:	\$70,973.53
Total Fees and Expenses Requested:	\$224,272.78
Blended Rate for Attorneys:	\$907.66
Blended Rate for All Timekeepers:	\$872.51

Rate Increases Not Previously Approved or Disclosed:	N/A
Total Professionals:	17
Total Professionals Billing Less than 15 Hours	13
Final Fee Period	
Time Period Covered:	May 10, 2021 through December 1, 2021
Total Hours Billed:	2,891.80
Total Fees Requested:	\$2,394,411.85
Total Expenses Requested:	\$426,732.81
Total Fees and Expenses Requested:	\$2,821,144.66
Blended Rate for Attorneys:	\$903.50
Blended Rate for All Timekeepers:	\$860.59
Rate Increases Not Previously Approved or Disclosed:	N/A
Total Professionals:	34
Total Professionals Billing Less than 15 Hours	13
Historical	
Fees Approved to Date:	\$2,033,547.91
Expenses Approved to Date:	\$355,759.28
Total Fees and Expenses Approved to Date:	\$2,389,307.19
Approved Amounts Paid to Date:	\$2,224,040.92
Fees Paid Pursuant to Monthly Fee Statements, Not Yet Allowed:	\$122,639.40
Expenses Paid Pursuant to Monthly Fee Statements, Not Yet Allowed:	\$70,973.53
Total Fees and Expenses Paid Pursuant to Monthly Fee Statements, Not Yet Allowed:	\$193,612.93
Related Information and Case Status	
This is a(n): <input checked="" type="checkbox"/> interim <input checked="" type="checkbox"/> final application.	

**Summary of Monthly Fee Statements for the
Fourth Interim Application Period of June 1, 2021 through December 1, 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. 1927	06/01/2021 – 06/30/2021	\$12,128.85	\$39,447.05	08/06/2021	\$9,703.08	\$39,447.05	\$2,425.77
Docket No. 2056	07/01/2021 – 07/31/2021	\$35,504.55	N/A	09/11/2021	\$28,403.64	N/A	\$7,100.91
Docket No. 2414	08/01/2021 – 12/01/2021	\$105,665.85	\$31,526.48	01/07/2022	\$84,532.68	\$31,526.48	\$21,133.17
Total		\$153,299.25	\$70,973.53		\$122,639.40	\$70,973.53	\$30,659.85

**Summary of Hours Billed by Attorneys and Paraprofessionals for the
Fourth Interim Application Period of June 1, 2021 through December 1, 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	8.20	\$12,361.50
McGovern, Michael G.	Partner, Litigation, Admitted in the District of Columbia in 1988 Admitted in New York in 2006	\$1,476.00	14.20	\$20,959.20
Calvet, Maria	Partner, Litigation Admitted in Pennsylvania in 2004 Admitted in the District of Columbia in 2020	\$1,188.00	19.50	\$23,166.00
Egan, Daniel	Counsel, Business Restructuring Admitted in New York in 2008	\$1,075.50	9.90	\$10,647.45
Gilligan Palermo, Meghan	Associate, Litigation Admitted in New York in 2013	\$1,071.00	7.70	\$8,246.70
Mary Brust	Associate, Litigation Admitted in New York in 2015	\$1,017.00	0.60	\$610.20
Miller, Juliette	Associate, Litigation Admitted in New York in 2018	\$873.00	0.50	\$396.00
Mercado Violand, Natalia	Associate, Litigation Admitted in Massachusetts in 2018	\$792.00	9.70	\$7,682.40
Maciuch, Mark	Associate, Business Restructuring Admitted in New York in 2020	\$693.00	40.00	\$27,720.00
Levengood, Jennifer	Associate, Litigation Admitted in New York in 2020	\$693.00	47.80	\$33,125.40
Colorado, Stephanie	Associate, Litigation Admitted in New York in 2020	\$693.00	2.50	\$1,732.50
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	1.50	\$1,039.50
Thomas, Karina	Contract Attorney	\$445.50	1.20	\$534.60
Alindogan, Nova	Paralegal	\$409.50	11.50	\$4,709.25
Grammer, Elizabeth D.	Litigation Support Analyst	\$409.50	0.30	\$122.85
Melanson, Chad	Litigation Support Analyst	\$409.50	0.60	\$245.70
TOTAL			175.70	\$153,299.25

Total Billed Hours for Attorneys 163.30
Total Billed Hours for Paraprofessionals 12.40
Total Billed Hours 175.70

Total Fees Requested \$122,639.40 (80% of \$153,299.25)
Blended Rate for All Timekeepers \$872.51
Blended Rate for Attorneys \$907.66

**Summary of Hours Billed by Attorneys and Paraprofessionals for the
Final Fee Period of May 10, 2020 through December 1, 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	21.90	\$33,014.25
		\$1,467.00	22.80	\$33,447.60
McGovern, Michael G.	Partner, Litigation Admitted in the District of Columbia in 1988 Admitted in New York in 2006	\$1,476.00	195.40	\$288,410.40
		\$1,386.00	163.20	\$226,195.20
Calvet, Maria	Partner, Litigation Admitted in Pennsylvania in 2004 Admitted in the District of Columbia in 2020	\$1,188.00	88.90	\$105,613.20
		\$1,098.00	131.30	\$144,167.40
Egan, Daniel	Counsel, Business Restructuring Admitted in New York in 2008	\$1,075.50	44.70	\$48,074.85
		\$1,004.00	53.50	\$53,687.25
Kirk, Shannon Capone	Counsel, Litigation Admitted in Massachusetts in 2009 Admitted in Illinois in 1998	\$1,134.00	6.20	\$7,030.80
		\$1,066.50	3.60	\$3,839.40
FERENCE-BURKE, Jonathan	Associate, Litigation Admitted in California in 2010 Admitted in the District of Columbia in 2011	\$1,071.00	90.90	\$97,353.90
		\$990.00	154.20	\$152,658.00
Gilligan Palermo, Meghan	Associate, Litigation Admitted in New York in 2013	\$1,071.00	49.00	\$52,479.00
		\$990.00	62.30	\$61,677.00
Mary Brust	Associate, Litigation Admitted in New York in 2015	\$1,071.00	3.10	\$3,152.70
		\$900.00	62.30	\$46,641.60
Kodis, Kimberly	Associate, Business Restructuring Admitted in New York in 2017	\$828.00	3.80	\$3,146.40
Miller, Juliette	Associate, Litigation Admitted in New York in 2018	\$873.00	183.60	\$160,242.30
		\$738.00	232.10	\$171,289.80
Murray, John	Associate, Business Restructuring Admitted in Massachusetts in 2020	\$738.00	164.60	\$114,416.10
Mercado Violand, Natalia	Associate, Litigation Admitted in Massachusetts in 2018	\$792.00	129.50	\$102,564.00
		\$639.00	141.20	\$90,226.80
Bergelson, Lauren M.	Associate, Litigation Admitted in New York in 2020	\$558.00	88.80	\$49,550.40
Maciuch, Mark	Associate, Business Restructuring Admitted in New York in 2020	\$693.00	110.80	\$76,784.40
		\$558.00	6.60	\$3,682.80

NAME OF PROFESSIONAL	TITLE	HOURLY RATE	HOURS BILLED	TOTAL COMPENSATION
Levengood, Jennifer	Associate, Litigation Admitted in New York in 2020	\$693.00	102.40	\$70,963.20
		\$558.00	92.20	\$51,447.60
Colorado, Stephanie	Associate, Litigation Admitted in New York in 2020	\$693.00	47.20	\$32,709.60
		\$558.00	82.10	\$45,811.80
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	38.30	\$26,541.90
		\$558.00	25.40	\$14,173.20
Vazquez, Krystal	Associate, Litigation Admitted in New York in 2020	\$693.00	25.30	\$17,532.90
		\$558.00	30.80	\$17,186.40
Sherman, Eric	Associate, Business Restructuring Admitted in New York in 2021	\$594.00	7.20	\$4,276.80
Thomas, Karina	Contract Attorney	\$445.50	4.30	\$1,915.65
Bardis, Joann	Paralegal	\$459.00	0.40	\$183.60
Hermes, Lisa R.	Library Services	\$445.50	0.80	\$356.40
Pantaleo, Michelle M.	Paralegal	\$432.00	0.40	\$172.80
Montesinos, Delia	Other Professional	\$419.00	0.20	\$83.70
Alindogan, Nova	Paralegal	\$409.50	42.10	\$17,239.95
		\$382.50	17.60	\$6,732.00
Brustman, Charles D.	Paralegal	\$409.50	14.00	\$5,733.00
		\$382.50	19.70	\$7,535.25
Grammer, Elizabeth D.	Litigation Support Analyst	\$409.50	3.90	\$1,597.05
		\$382.50	27.60	\$10,557.00
Melanson, Chad	Litigation Support Analyst	\$409.50	1.50	\$614.25
		\$382.50	21.90	\$8,376.75
D'Imperio, Joseph A.	Graphics	\$351.00	0.30	\$105.30
		\$328.50	1.10	\$361.35
Carson Dottin	Litigation Support Analyst	\$328.50	8.00	\$2,628.00
Greene, Doron	Graphics	\$292.50	8.00	\$2,340.00
		\$274.50	2.00	\$549.00
Ontaneda, Gabriela	Paralegal	\$238.50	3.10	\$739.35
Tempesta, Julia	Paralegal	\$238.50	4.70	\$1,120.95
Soumela, Stamatia	Other Professional	\$216.00	45.00	\$9,720.00
TOTAL (without reduction)			2,891.80	\$2,488,650.30
Less Agreed Reductions Per Interim Fee Orders				(\$94,238.45)
TOTAL (with agreed reductions)				\$2,394,411.85

Total Billed Hours for Attorneys 2,669.50
Total Billed Hours for Paraprofessionals 222.30
Total Billed Hours..... 2,891.80

Total Fees Requested \$2,394,411.85 (\$2,488,650.30 less \$94,238.45 in agreed reductions)
Blended Rate for All Timekeepers \$860.59

Blended Rate for Attorneys \$903.50

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

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

**FOURTH INTERIM AND FINAL FEE 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 INTERIM PERIOD OF JUNE 1, 2021
THROUGH AND INCLUDING DECEMBER 1, 2021 AND FOR THE FINAL
PERIOD FROM MAY 10, 2020 THROUGH AND INCLUDING DECEMBER 1, 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 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], as modified by the *Modified Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on November 15, 2021 [Docket No. 2343] (together, the “Interim Compensation Order”), for (a) interim allowance and approval of compensation in the aggregate amount of \$153,299.25 for professional services performed and the reimbursement of actual and necessary expenses in the aggregate amount of \$70,973.53 incurred by Ropes & Gray during the period from June 1, 2021 through and including December 1, 2021 (the “Fourth Interim Application Period”), and (b) final allowance and approval of compensation in the aggregate amount of \$2,394,411.85 for professional services performed and the reimbursement of actual and necessary expenses in the aggregate amount of \$426,732.81 incurred by Ropes & Gray during the period from May 10, 2020 through and including December 1, 2021 (the “Final Fee 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. Prior to the effective date of the Debtors’ chapter 11 plan, the Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

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.

6. On September 15, 2021, the Court entered the *Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures; (III) Approving Forms of Ballots; (IV) Establishing Procedures for Allowing Certain Claims for Voting Purposes; (V) Scheduling a Confirmation Hearing; and (VI) Establishing Notice and Objection Procedures* [Docket No. 2136].

7. On October 24, 2021, the Debtors filed the *Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and its Affiliated Debtors* [Docket No. 2259] (as amended or modified in accordance with its terms, the “Plan”).

8. On November 2, 2021, the Court entered the *Order (I) Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and its Affiliated Debtors and (II) Granting Related Relief* [Docket No. 2300].

9. On December 1, 2021, the Debtors filed the *Notice of (I) Entry of Order Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and its Affiliated Debtors, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims* [Docket No. 2384], which provided notice that the effective date of the Plan occurred on December 1, 2021.

RETENTION OF ROPES & GRAY

10. 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.

11. 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.

12. 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

13. All services during the Fourth Interim Application Period and Final Fee Period for which compensation is requested by Ropes & Gray was 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.

14. To the extent that billable time or disbursement charges for services rendered or expenses incurred relate to the Fourth Interim Application Period or Final Fee 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.

15. 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

16. Pursuant to the terms of the Compensation Procedures, Ropes & Gray served three Monthly Fee Statements for the services rendered and expenses incurred during the Fourth 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. 1927	06/01/2021 – 06/30/2021	\$12,128.85	\$39,447.05	08/06/2021	\$9,703.08	\$39,447.05	\$2,425.77
Docket No. 2056	07/01/2021 – 07/31/2021	\$35,504.55	N/A	09/11/2021	\$28,403.64	N/A	\$7,100.91
Docket No. 2414	08/01/2021 – 12/01/2021	\$105,665.85	\$31,526.48	06/11/2021	\$84,532.68	\$31,526.48	\$21,133.17
Total		\$153,299.25	\$70,973.53		\$122,639.40	\$70,973.53	\$30,659.85

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

RELIEF REQUESTED

18. 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 Fourth Interim Application Period in the amount of \$153,299.25, and (ii) the actual, reasonable, and necessary out-of-pocket expenses incurred by Ropes & Gray in representing the Debtors during the Fourth Interim Application Period in the amount of \$70,973.53; (b) granting the final allowance of (i) compensation for the actual, reasonable, and necessary professional services that Ropes & Gray rendered to the Debtors during the Final Fee Period in the amount of \$2,394,411.85, and (ii) the actual, reasonable, and necessary out-of-pocket expenses incurred by Ropes & Gray in representing the Debtors during the Final Fee Period in the amount of \$426,732.81; and (c) authorizing the Debtors to pay Ropes & Gray all outstanding amounts of fees and expenses incurred for the Fourth Interim Application Period and Final Fee Period.²

19. 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 Fourth Interim Application Period and Final Fee Period with respect to each of the subject matter categories Ropes & Gray has established in accordance with its internal billing procedures. Ropes & Gray attorneys and paraprofessionals have billed a total of 175.70 hours during the Fourth Interim Application Period, and total of 2,891.80 hours during the Final Fee Period.
- c. **Exhibit C** is a schedule providing certain information regarding Ropes & Gray attorneys and paraprofessionals for whose work compensation is

² The total amount of fees requested in this Application includes the 20% holdback amount from the aggregate fees for the Fourth Interim Application Period Final Fee Period in the amount of \$30,659.85, and for the Final Fee Period in the amount of \$497,730.06, for which Ropes & Gray is seeking allowance.

sought in this Application, including position, level of experience, hourly rate, total hours spent working in connection with these chapter 11 cases during the Fourth Interim Application Period and Final Fee 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 Fourth Interim Application Period and Final Fee Period.
- e. **Exhibit E** contains a disclosure of “customary and comparable compensation” charged by Ropes & Gray’s professionals and paraprofessionals during the Fourth Interim Application Period, 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 period from June 1, 2021 through and including September 30, 2021.³
- g. **Exhibit G** contains a summary of budgeted fees and hours compared to actual fees and hours for the Fourth Interim Application Period.

SUMMARY OF LEGAL SERVICES RENDERED

20. During the Fourth Interim Application Period and Final Fee 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.

21. During the Fourth Interim Application Period and Final Fee 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

³ Given the occurrence of the effective date of the Plan on December 1, 2021, the budget and staffing plan attached hereto as **Exhibit F** does not include estimates for the period from October 1, 2021 through and including December 1, 2021, which period was incorporated into the Fourth Interim Application Period.

(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.

22. 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 Fourth Interim Application Period and Final Fee Period. The following summaries are not intended to be an exhaustive description of the work performed. The full breadth of Ropes & Gray's services are reflected in Ropes & Gray's time records which have been filed with this Court.

A. Tickets Matter

Fourth Interim Application Period - Total Fees: \$64,303.65, Total Hours: 77.20

Final Fee Period - Total Fees: \$1,261,885.95, Total Hours: 1,573.70

23. This matter includes time spent by Ropes & Gray attorneys and paraprofessionals providing services related to (a) reviewing and analyzing the Debtors' documents and records related to ticketing data, (b) working with third-party vendors in connection with the review and analysis of the Debtors' documents and records, (c) interfacing with regulators, (d) responding to requests for information, documents, and/or records from regulators, (e) briefing and advising the Debtors' Audit Committee, and (f) communicating with the Debtors and their counsel, including Milbank LLP ("Milbank"), as well as with certain Colombian counsel, as appropriate.

24. As described in the Third Interim Fee Application (as defined below), Ropes & Gray substantially completed its work on the Tickets Matter as of June 1, 2021, and after completion of the matter, responded to discrete requests from foreign regulators and communicated with the Debtors and their counsel regarding the finalization of the matter. During

the Fourth Interim Application Period, Ropes & Gray attorneys continued to respond to discrete requests for information, documents, and/or records from regulators, and regularly communicated with the Debtors and their counsel, including Milbank, as well as with certain Colombian counsel, as appropriate.

B. Retention

Fourth Interim Application Period - Total Fees: \$939.15, Total Hours: 1.30
Final Fee Period - Total Fees: \$132,286.50, Total Hours: 144.30

25. This matter includes time spent by Ropes & Gray attorneys and paraprofessionals drafting and preparing the *Application of Debtors for Authority to Retain and Employ Ropes & Gray LLP as Special Counsel to the Debtors Effective as of the Petition Date* [Docket No. 180] (the “Retention Application”). Additionally, Ropes & Gray attorneys and paraprofessionals spent time reviewing and analyzing 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. In connection therewith, Ropes & Gray drafted supplemental declarations and disclosures to be filed with the Retention Application, including the *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* [Docket No. 451], *Second 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* [Docket No. 698], *Third 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 [Docket No. 845], and *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]. Ropes & Gray also spent time preparing budget and staffing plans for the Debtors for the applicable Interim Fee Periods (as defined in the Interim Compensation Order).

C. Fee Applications

Fourth Interim Application Period - Total Fees: \$29,066.85, Total Hours: 37.60

Final Fee Period - Total Fees: \$276,216.75, Total Hours: 330.50

26. This matter includes time spent by Ropes & Gray attorneys and paraprofessionals drafting and preparing fourteen Monthly Fee Statements, including the review of time entries contained therein for privilege and confidentiality issues. Ropes & Gray professionals and paraprofessionals also spent time drafting and preparing three interim fee applications and related supplements providing detailed and comprehensive descriptions of the services performed by Ropes & Gray in these chapter 11 cases, and responded to the United States Trustee's inquiries in connection therewith.

27. During the Fourth Interim Application Period, Ropes & Gray attorneys drafted and prepared individual Monthly Fee Statements for June and July 2021, and a combined Monthly Fee Statement for the period from August 1, 2021 through December 1, 2021, including the review of time entries contained therein for privilege and confidentiality issues. Additionally, Ropes and Gray spent time drafting and preparing the *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 [Docket No. 1895] (the “Third Interim Fee Application”), and responding to the United States Trustee’s inquiries in connection therewith.

D. Case Administration

Fourth Interim Application Period - Total Fees: \$5,663.25, Total Hours: 6.30
Final Fee Period - Total Fees: \$5,816.25, Total Hours: 6.70

28. During the Fourth Interim Application Period and Final Fee Period, Ropes & Gray attorneys spent time on general case administration tasks, including preparing and updating a calendar of key deadlines and events in these cases, reviewing filed pleadings that may impact Ropes & Gray’s services, and monitoring case developments with respect to confirmation of the Plan and the Debtors’ emergence from chapter 11.

E. Court Hearings

Fourth Interim Application Period - Total Fees: \$11,300.85, Total Hours: 11.70
Final Fee Period - Total Fees: \$23,871.60, Total Hours: 23.10

29. During the Fourth Interim Application Period and Final Fee Period, Ropes & Gray attorneys spent time preparing for and attending court hearings.

F. Airbus

Fourth Interim Application Period - Total Fees: \$27,453.60, Total Hours: 27.30
Final Fee Period - Total Fees: \$151,008.75, Total Hours: 181.80

30. This matter includes time spent by Ropes & Gray attorneys and paraprofessionals providing services related to (a) reviewing and analyzing the Debtors’ documents and records related to allegations made by regulators in the Airbus investigation, (b) working with third-party vendors in connection with the review and analysis of the Debtors’ documents and records, (c) interfacing with regulators, (d) responding to requests for information, documents, and/or records from regulators, (e) briefing and advising the Debtors’ Audit Committee, and

(f) communicating with the Debtors and their counsel, including Milbank, as well as with certain Colombian counsel, as appropriate.

31. During the Fourth Interim Application Period, Ropes & Gray attorneys (a) interfaced with United States and Colombian regulators, (b) responded to requests for information, documents, and/or records from United States and Colombian regulators; and (c) engaged with Milbank and counsel for the Committee regarding certain inquiries made by the Committee regarding the Airbus Matter.

G. General Investigations/Other

Fourth Interim Application Period - Total Fees: \$14,571.90, Total Hours: 14.30

Final Fee Period - Total Fees: \$637,564.50, Total Hours: 631.70

32. This matter includes time spent by Ropes & Gray attorneys and paraprofessionals providing services in connection with the Tickets Matter and the Airbus Matter that is fairly attributable to both of those matters, including advising the Debtors regarding investigative matters generally, such as regarding document and data preservation issues, tolling agreements, and the status of each investigation as they related to the Debtors generally.

33. During the Fourth Interim Application Period, Ropes & Gray continued to advise the Debtors regarding investigative matters generally, such as engaging in certain discussions with regulators or responding to certain regulator requests.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED

34. The foregoing professional services provided by Ropes & Gray on behalf of the Debtors during the Fourth Interim Application Period and Final Fee 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 Fourth Interim Application Period and Final Fee Period, Ropes & Gray incurred expenses in the amount \$70,973.53 and \$426,732.81, respectively, primarily related to Ropes & Gray's use of third-party vendors, Refinitiv, StoneTurn Group, AlixPartners, Lionbridge Technologies and Legalpeople, to assist in performing investigation-related services. Refinitiv provided access to and maintained a database of politically exposed persons, which database was used by Ropes & Gray and StoneTurn Group to cross-reference ticket passenger names in connection with investigation matters. 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 documenting, 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 Technologies provided certified translation services where necessary in Ropes & Gray's review of foreign language documents. Legalpeople provided contract attorney services to assist Ropes & Gray in completing its review and analysis of documents in a cost-efficient manner. 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.⁴

⁴ Invoice cover pages for each of the third party vendors were included in the relevant Monthly Fee Statements for the Fourth Interim Application Period and Final Fee Period. Full copies of the invoices with additional detail regarding the professionals 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.

36. Below is a table showing the expenses of the aforementioned third-party vendors for the Fourth Interim Application Period and Final Fee Period:

Third-Party Vendor Expenses for Fourth Interim Application Period			
Vendor	June	July	August 1, 2021 – December 1, 2021
StoneTurn Group	--	--	\$4,400.00
AlixPartners	\$39,447.50	--	\$27,125.88
Lionbridge	--	--	--

Third-Party Vendor Expenses for Final Fee Period				
Vendor	First Interim Application Period	Second Interim Application Period	Third Interim Application Period	Fourth Interim Application Period
Refinitiv	--	\$9,615.63	--	--
StoneTurn Group	--	--	\$127,412.00	\$4,400.00
AlixPartners	\$30,488.82	\$76,318.44	\$18,325.32	\$66,573.38
Lionbridge	--	\$4,105.90	\$1,080.00	--
Legalpeople	--	\$73,653.80	--	--

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—

- (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 Fourth Interim Application Period and Final Fee 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 litigation and enforcement, restructuring, workout, bankruptcy, insolvency, and comparable matters, but also for other corporate, securities, and other 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 Fourth Interim Application Period and Final Fee 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 Fourth Interim Application Period and Final Fee 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 Fourth Interim Application Period and Final Fee Period that are not included herein.

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:

- (a) approving compensation for attorney and paraprofessional services provided during the Fourth Interim Application Period in the amount of \$153,299.25;
- (b) approving the reimbursement of actual, reasonable and necessary expenses incurred in the Fourth Interim Application Period in the amount of \$70,973.53;
- (c) approving compensation for attorney and paraprofessional services provided during the Final Fee Period in the amount of \$2,394,411.85;
- (d) approving the reimbursement of actual, reasonable and necessary expenses incurred in the Final Fee Period in the amount of \$426,732.81;
- (e) authorizing and directing the Debtors to pay any outstanding fees and expenses awarded for the Final Fee Period; and
- (f) granting such other and further relief as this Court may deem just and proper.

Dated: January 18, 2022
New York, New York

Respectfully submitted,

/s/ Mark. R. Somerstein

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Michael G. McGovern
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*Special Government Investigations
Counsel to the Debtors and Debtors in
Possession*

EXHIBIT A

McGovern Declaration

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*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)
: :
Reorganized Debtors. : (Jointly Administered)
: :
-----X

**DECLARATION OF MICHAEL G. MCGOVERN
IN SUPPORT OF FOURTH INTERIM AND FINAL FEE 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 INTERIM PERIOD OF JUNE 1, 2021
THROUGH AND INCLUDING DECEMBER 1, 2021 AND FOR THE FINAL
PERIOD FROM MAY 10, 2020 THROUGH AND INCLUDING DECEMBER 1, 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 *Fourth Interim and Final Fee 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 Interim Period of June 1, 2021 through and including December 1, 2021 and for the Final Period from May 10, 2020 through and including December 1, 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*

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

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].

- 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 Fourth Interim Application Period and Final Fee 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 monthly statements and 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: For the Fourth Interim Application Period, Ropes & Gray is seeking compensation with respect to approximately 1.40 hours and \$573.30 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: 34.

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

Response: N/A.

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: 13 professionals billed fewer than 15 hours during the Fourth Interim Application Period. These professionals billed reduced hours due to the completion of the investigation-related matters as more fully described in the Application.

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 \$122,639.40 for professional services provided to the Debtors and \$70,973.53 for expenses incurred during the Fourth 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: January 18, 2022
New York, New York

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

EXHIBIT B

Summary of Fees by Project Category for Fourth Interim Application Period

Task Code	Project Category	Total Hours Billed	Amount
-0001	Government Investigations	77.20	\$64,303.65
-0002	Retention	1.30	\$939.15
-0003	Fee Applications	37.60	\$29,066.85
-0004	Case Administration	6.30	\$5,663.25
-0006	Court Hearings	11.70	\$11,300.85
-0007	Airbus	27.30	\$27,453.60
-0008	General Investigations/Other	14.30	\$14,571.90
	TOTALS:	175.70	\$153,299.25

Summary of Fees by Project Category for Final Fee Period

Task Code	Project Category	Total Hours Billed	Amount
-0001	Government Investigations	1,573.70	\$1,261,885.95
-0002	Retention	144.30	\$132,286.50
-0003	Fee Applications	330.50	\$276,216.75
-0004	Case Administration	6.70	\$5,816.25
-0006	Court Hearings	23.10	\$23,871.60
-0007	Airbus	181.80	\$151,008.75
-0008	General Investigations/Other	631.70	\$637,564.50
	TOTALS:	2,891.80	\$2,488,650.30
	Less Agreed Reductions Per Interim Fee Orders		(\$94,238.45)
	TOTAL (with agreed reductions)		\$2,394,411.85

EXHIBIT C

Attorneys' and Paraprofessionals' Information for the Fourth 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	8.20	\$12,361.50
McGovern, Michael G.	Partner, Litigation, Admitted in the District of Columbia in 1988 Admitted in New York in 2006	\$1,476.00	14.20	\$20,959.20
Calvet, Maria	Partner, Litigation Admitted in Pennsylvania in 2004 Admitted in the District of Columbia in 2020	\$1,188.00	19.50	\$23,166.00
Egan, Daniel	Counsel, Business Restructuring Admitted in New York in 2008	\$1,075.50	9.90	\$10,647.45
Gilligan Palermo, Meghan	Associate, Litigation Admitted in New York in 2013	\$1,071.00	7.70	\$8,246.70
Mary Brust	Associate, Litigation Admitted in New York in 2015	\$1,017.00	0.60	\$610.20
Miller, Juliette	Associate, Litigation Admitted in New York in 2018	\$873.00	0.50	\$396.00
Mercado Violand, Natalia	Associate, Litigation Admitted in Massachusetts in 2018	\$792.00	9.70	\$7,682.40
Maciuch, Mark	Associate, Business Restructuring Admitted in New York in 2020	\$693.00	40.00	\$27,720.00
Levengood, Jennifer	Associate, Litigation Admitted in New York in 2020	\$693.00	47.80	\$33,125.40
Colorado, Stephanie	Associate, Litigation Admitted in New York in 2020	\$693.00	2.50	\$1,732.50
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	1.50	\$1,039.50
Thomas, Karina	Contract Attorney	\$445.50	1.20	\$534.60
Alindogan, Nova	Paralegal	\$409.50	11.50	\$4,709.25
Grammer, Elizabeth D.	Litigation Support Analyst	\$409.50	0.30	\$122.85
Melanson, Chad	Litigation Support Analyst	\$409.50	0.60	\$245.70
TOTAL			175.70	\$153,299.25

Attorneys' and Paraprofessionals' Information for the Final Fee 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	21.90	\$33,014.25
		\$1,467.00	22.80	\$33,447.60
McGovern, Michael G.	Partner, Litigation Admitted in the District of Columbia in 1988 Admitted in New York in 2006	\$1,476.00	195.40	\$288,410.40
		\$1,386.00	163.20	\$226,195.20
Calvet, Maria	Partner, Litigation Admitted in Pennsylvania in 2004 Admitted in the District of Columbia in 2020	\$1,188.00	88.90	\$105,613.20
		\$1,098.00	131.30	\$144,167.40
Egan, Daniel	Counsel, Business Restructuring Admitted in New York in 2008	\$1,075.50	44.70	\$48,074.85
		\$1,004.00	53.50	\$53,687.25
Kirk, Shannon Capone	Counsel, Litigation Admitted in Massachusetts in 2009 Admitted in Illinois in 1998	\$1,134.00	6.20	\$7,030.80
		\$1,066.50	3.60	\$3,839.40
FERENCE-BURKE, Jonathan	Associate, Litigation Admitted in California in 2010 Admitted in the District of Columbia in 2011	\$1,071.00	90.90	\$97,353.90
		\$990.00	154.20	\$152,658.00
Gilligan Palermo, Meghan	Associate, Litigation Admitted in New York in 2013	\$1,071.00	49.00	\$52,479.00
		\$990.00	62.30	\$61,677.00
Mary Brust	Associate, Litigation Admitted in New York in 2015	\$1,071.00	3.10	\$3,152.70
		\$900.00	62.30	\$46,641.60
Kodis, Kimberly	Associate, Business Restructuring Admitted in New York in 2017	\$828.00	3.80	\$3,146.40
Miller, Juliette	Associate, Litigation Admitted in New York in 2018	\$873.00	183.60	\$160,242.30
		\$738.00	232.10	\$171,289.80
Murray, John	Associate, Business Restructuring Admitted in Massachusetts in 2020	\$738.00	164.60	\$114,416.10
Mercado Violand, Natalia	Associate, Litigation Admitted in Massachusetts in 2018	\$792.00	129.50	\$102,564.00
		\$639.00	141.20	\$90,226.80
Bergelson, Lauren M.	Associate, Litigation Admitted in New York in 2020	\$558.00	88.80	\$49,550.40
Maciuch, Mark	Associate, Business Restructuring Admitted in New York in 2020	\$693.00	110.80	\$76,784.40
		\$558.00	6.60	\$3,682.80

NAME OF PROFESSIONAL	TITLE	HOURLY RATE	HOURS BILLED	TOTAL COMPENSATION
Levengood, Jennifer	Associate, Litigation Admitted in New York in 2020	\$693.00	102.40	\$70,963.20
		\$558.00	92.20	\$51,447.60
Colorado, Stephanie	Associate, Litigation Admitted in New York in 2020	\$693.00	47.20	\$32,709.60
		\$558.00	82.10	\$45,811.80
Sosa, Nathalia	Associate, Litigation Admitted in New York in 2020	\$693.00	38.30	\$26,541.90
		\$558.00	25.40	\$14,173.20
Vazquez, Krystal	Associate, Litigation Admitted in New York in 2020	\$693.00	25.30	\$17,532.90
		\$558.00	30.80	\$17,186.40
Sherman, Eric	Associate, Business Restructuring Admitted in New York in 2021	\$594.00	7.20	\$4,276.80
Thomas, Karina	Contract Attorney	\$445.50	4.30	\$1,915.65
Bardis, Joann	Paralegal	\$459.00	0.40	\$183.60
Hermes, Lisa R.	Library Services	\$445.50	0.80	\$356.40
Pantaleo, Michelle M.	Paralegal	\$432.00	0.40	\$172.80
Montesinos, Delia	Other Professional	\$419.00	0.20	\$83.70
Alindogan, Nova	Paralegal	\$409.50	42.10	\$17,239.95
		\$382.50	17.60	\$6,732.00
Brustman, Charles D.	Paralegal	\$409.50	14.00	\$5,733.00
		\$382.50	19.70	\$7,535.25
Grammer, Elizabeth D.	Litigation Support Analyst	\$409.50	3.90	\$1,597.05
		\$382.50	27.60	\$10,557.00
Melanson, Chad	Litigation Support Analyst	\$409.50	1.50	\$614.25
		\$382.50	21.90	\$8,376.75
D'Imperio, Joseph A.	Graphics	\$351.00	0.30	\$105.30
		\$328.50	1.10	\$361.35
Carson Dottin	Litigation Support Analyst	\$328.50	8.00	\$2,628.00
Greene, Doron	Graphics	\$292.50	8.00	\$2,340.00
		\$274.50	2.00	\$549.00
Ontaneda, Gabriela	Paralegal	\$238.50	3.10	\$739.35
Tempesta, Julia	Paralegal	\$238.50	4.70	\$1,120.95
Soumela, Stamatia	Other Professional	\$216.00	45.00	\$9,720.00
TOTAL (without reduction)			2,891.80	\$2,488,650.30
Less Agreed Reductions Per Interim Fee Orders				(\$94,238.45)
TOTAL (with agreed reductions)				\$2,394,411.85

EXHIBIT D

Summary of Expenses Incurred During the Fourth Interim Application Period

(June 1, 2021 – December 1, 2021)

Expense Category	Amount
Third Party Vendors	\$70,973.53
TOTAL	\$70,973.53

Summary of Expenses Incurred During the Final Fee Period

(May 10, 2020 – December 1, 2021)

Expense Category	Amount
Computer Assisted Research	\$2,360.76
Courier	\$632.13
CourtCall	\$420.00
Third-Party Vendors	\$423,319.92
TOTAL	\$426,732.81

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 June 1, 2021 and ending December 1, 2021 (the “Comparable Period”) was, in the aggregate, approximately \$872.51 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	\$1,321.17	\$1,348.13
Counsel	\$1,068.25	\$1,256.25
Associates	\$770.96	\$1,150.12
Paraprofessional	\$306.25	\$409.50
Blended Rate	\$844.19	\$872.51

EXHIBIT F

Budget and Staffing Plan

BUDGET PLAN (June 1, 2021 – September 30, 2021)

Task Code	Project Category	Estimated Hours	Estimated Fees
-0001	Tickets Issue	325.00	\$325,000.00
-0002	Retention	20.00	\$20,000.00
-0003	Fee Applications	70.00	\$70,000.00
-0004	Case Administration	10.00	\$6,000.00
-0005	Nonworking Travel Time	0.00	\$0.00
-0006	Court Hearings	10.00	\$10,000.00
-0007	Airbus Issue	105.00	\$100,000.00
-0008	General Investigation/Other Investigations	155.00	\$150,000.00
	TOTAL	695.00	\$681,000.00

STAFFING PLAN (June 1, 2021 – September 30, 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	10	\$786.36
Paraprofessional	5	\$372.85
Contract Attorneys	3	\$81.00

EXHIBIT G

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

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
-0001	Tickets Issue	325.00	\$325,000.00	77.20	\$64,303.65
-0002	Retention	20.00	\$20,000.00	1.30	\$939.15
-0003	Fee Applications	70.00	\$70,000.00	37.60	\$29,066.85
-0004	Case Administration	10.00	\$6,000.00	6.30	\$5,663.25
-0005	Nonworking Travel Time	0.00	\$0.00	0.00	\$0.00
-0006	Court Hearings	10.00	\$10,000.00	11.70	\$11,300.85
-0007	Airbus Issue	105.00	\$100,000.00	27.30	\$27,453.60
-0008	General Investigation/Other Investigations	155.00	\$150,000.00	14.30	\$14,571.90
	TOTAL	695.00	\$681,000.00	175.70	\$153,299.25