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

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

In re

AVIANCA HOLDINGS S.A., *et al.*¹,

Debtors.

Chapter 11

Case No. 20-11133 (MG)

Jointly Administered

**SUMMARY SHEET TO THE FOURTH INTERIM AND FINAL FEE APPLICATION
OF SMITH, GAMBRELL & RUSSELL, LLP AS SPECIAL AVIATION COUNSEL TO
THE DEBTORS AND DEBTORS-IN-POSSESSION FOR (I) THE INTERIM PERIOD
FROM JUNE 1, 2021 THROUGH NOVEMBER 30 2021, AND (II) THE TOTAL
COMPENSATION PERIOD FROM MAY 10, 2020 THROUGH NOVEMBER 30, 2021**

General Information

Name of Applicant:	Smith, Gambrell & Russell, LLP (“SGR”)
Authorized to provide professional services to:	Avianca Holdings S.A., <i>et al.</i> , Debtors and Debtors-in-Possession
Petition Date:	May 10, 2020

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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors’ principal offices are located at Avenida Call



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General Information (Continued)

Date of Retention:	Order entered on June 9, 2020 retaining SGR <i>nunc pro tunc</i> to the Petition Date [Docket No. 263]
Prior Fee Applications:	Three [Docket No. 1167, Supplemented by Docket Nos. 1222 and 1238 (First Interim); Docket No. 1472 (Second Interim); Docket No. 1891 (Third Interim)]
Period for which Compensation and Expense Reimbursement is Sought:	June 1, 2021 through November 30, 2021 (the “ Fourth Interim Fee Period ”) and May 10, 2020 through November 30, 2021 (the “ Final Compensation Period ”)

Summary of Fees and Expenses Sought for the Fourth Interim Fee Period

Total Compensation Sought for the Fourth Interim Fee Period:	\$4,037,661.50 (includes 20% fee holdback)
Total Expenses Sought for the Fourth Interim Fee Period:	\$7,613.64
Total Compensation and Expense Reimbursement Sought for the Fourth Interim Fee Period:	\$4,045,275.14

Total Fees and Expenses Paid Pursuant to Monthly Statements During Fourth Int. Fee Period

Compensation Sought for the Fourth Interim Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed (80% of fees):	\$3,230,129.20
Expenses Sought for the Fourth Interim Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed (100% of expenses):	\$7,613.64
Total Compensation and Expenses Sought for the Fourth Interim Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed:	\$3,237,742.84

Total Compensation and Expenses Sought for the Fourth Interim Fee Period Not Yet Paid: \$807,532.30
(20% fee holdback)

Summary of Rates and Other Related Information for the Fourth Interim Fee Period

Blended Rate in this Application for All Attorneys: \$627.41

Blended Rate in this Application for All Timekeepers: \$605.54

Increase in Rates Since Date of Retention: None²

Number of Timekeepers Included in this Application: 33
(25 Attorneys; 8 Paraprofessionals)

Number of Professionals Billing Fewer than 15 Hours During the Fourth Interim Fee Period: 10

Difference Between Fees Budgeted and Fees Sought for the Fourth Interim Fee Period: Compensation sought is \$765,200.90 less than Fees Budgeted

Summary of Fees and Expenses Sought for the Final Compensation Period

Total Compensation Approval Sought for the Final Compensation Period: \$7,794,309.75
(includes fee holdback)

Total Expense Reimbursement Approval Sought for the Final Compensation Period: \$10,827.72

Total Compensation and Expense Reimbursement Approval Sought for the Final Compensation Period: \$7,805,137.47

Total Fees and Expenses Paid During the Final Compensation Period

Compensation for the Final Compensation Period Paid but Not Yet Allowed (Fees less 20% holdbacks): \$6,229,948.85

Expense Reimbursement for the Final Compensation Period Paid but Not Yet Allowed (100% of expenses): \$10,827.72

² There have been no fee increases for the professionals set forth in the table provided in paragraph 9 of this Fee Application nor for the counsel, associates and paralegals who performed services in this matter on a regular basis since the Petition Date. All other SGR timekeepers performing services pertaining to this engagement charged their time at their standard or customary billing rates without variation.

Total Compensation and Expense \$6,240,776.57
Reimbursement Approval Sought for the Final
Compensation Period Already Paid Pursuant to
Monthly Fee Statements and Interim
Compensation Orders:

Total Compensation Sought for the Final \$1,564,360.90
Compensation Period Not Yet Paid: (total fee holdback)

This is an interim and final fee application.

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

First Interim Fee Period (Petition Date through September 30, 2020)

Date Filed & ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Requested with Prior Monthly Fee Statements		Total Amount Paid to Date ³		20% Fee Holdback for Period
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (80%)	Expenses (100%)	
6/30/2020 ECF No 367	5/10/2020 – 5/31/2020	\$409,968.00	\$731.40	\$327,974.40	\$731.40	\$327,974.40 ⁴	\$731.40	\$81,993.60
7/30/2020 ECF No. 650	6/1/2020 – 6/30/2020	\$498,716.50	\$145.47	\$398,973.20	\$145.47	\$398,973.20	\$145.47	\$99,743.30
8/26/2020 ECF No. 760	7/1/2020 – 7/31/2020	\$343,399.00	\$127.80	\$274,719.20	\$127.80	\$274,719.20	\$127.80	\$68,679.80
9/29/2020 ECF No. 986	8/1/2020 – 8/31/2020	\$219,332.00	\$205.34	\$175,465.60	\$205.34	\$175,465.60	\$205.34	\$43,866.40
10/14/2020 ECF No. 1085	9/1/2020 – 9/30/2020	\$252,980.00	\$65.60	\$202,384.00	\$65.60	\$202,384.00	\$65.60	\$50,596.00
Totals for First Interim Fee Period	5/10/2020 – 9/30/2020	\$1,724,395.50	\$1,275.61	\$1,379,516.40	\$1,275.61	\$1,359,689.65⁵ (\$1,379,516.40 less voluntary fee reduction)	\$1,275.61⁶	\$344,879.10

Summary of Objections to Monthly Fee Statements for First Interim Fee Period: None

³ On December 17, 2020, the Court entered an omnibus order granting, among others, SGR's First Interim Fee Application [Docket No. 1278] (the "First Fee Order").

⁴ In accordance with the Order authorizing the Debtors to retain SGR as counsel in these cases [Docket No. 263], SGR applied all remaining amounts of its prepetition retainer toward payment of the fees requested for the First Interim Fee Period.

⁵ To resolve objections that the U.S. Trustee raised informally, SGR agreed to reduce its first interim fee request by \$19,826.75.

⁶ \$600.00 of these expenses were not allowed by the First Fee Order, but were subsequently allowed by the Second Fee Order (as defined herein).

Second Interim Fee Period
(October 1, 2020 through January 31, 2021)

Date Filed & ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Requested with Prior Monthly Fee Statements		Total Amount Paid to Date ⁷		20% Fee Holdback for Period
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (80%)	Expenses (100%)	
11/18/2020 ECF No. 1183	10/1/2020 – 10/31/2020	\$234,106.00	\$157.82	\$187,284.80	\$157.82	\$187,284.80	\$157.82	\$46,821.20
12/30/2020 ECF No. 1294	11/1/2020 – 11/30/2020	\$148,519.00	\$744.05	\$118,815.20	\$744.05	\$118,815.20	\$744.05	\$29,703.80
1/28/2021 ECF No. 1360	12/1/2020 – 12/31/2020	\$125,598.00	\$648.00	\$100,478.40	\$648.00	\$100,478.40	\$648.00	\$25,119.60
2/18/2021 ECF No. 1410	1/1/2021 – 1/31/2021	\$173,923.00	\$0.00	\$139,138.40	\$0.00	\$139,138.40	\$0.00	\$34,784.60
Totals for Second Interim Fee Period	10/1/2020 – 1/31/2021	\$681,978.00⁸ (\$682,146.00 less \$168.00 voluntary write-off)	\$1,549.87	\$545,716.80	\$1,549.87	\$538,048.80^{8,9} (\$545,716.80 less voluntary write-offs)	\$1,549.87	\$136,429.20

Summary of Objections to Monthly Fee Statements for Second Interim Fee Period: None

⁷ On April 29, 2021, the Court entered an omnibus order granting, among others, SGR's Second Interim Fee Application [Docket No. 1599] (the "**Second Fee Order**").

⁸ In SGR's Seventh Monthly Fee Statement, two non-bankruptcy timekeepers were inadvertently billed at their standard rates, which are increased annually in November, resulting in a fee difference of \$168.00. SGR has voluntarily written off this fee difference.

⁹ This amount reflects a reduction in fees in the amount of \$7,500.00 on account of voluntary write-offs, as reflected in the Second Fee Order.

Third Interim Fee Period
(February 1, 2021 through May 31, 2021)

Date Filed & ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Requested with Prior Monthly Fee Statements		Total Amount Paid to Date ¹⁰		20% Fee Holdback for Period
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (80%)	Expenses (100%)	
3/24/2021 ECF No. 1493	2/1/2021 – 2/28/2021	\$288,814.50	\$0.00	\$231,051.60	\$0.00	\$231,051.60	\$0.00	\$57,762.90
4/27/2021 ECF No. 1590	3/1/2021 – 3/31/2021	\$247,129.00	\$0.00	\$197,703.20	\$0.00	\$197,703.20	\$0.00	\$49,425.80
5/28/2021 ECF No. 1743	4/1/2021 – 4/30/2021	\$423,901.00	\$287.63	\$339,120.80	\$287.63	\$339,120.80	\$287.63	\$84,780.20
6/30/2021 ECF No. 1850	5/1/2021 – 5/31/2021	\$417,757.00	\$248.60	\$334,205.60	\$248.60	\$334,205.60	\$248.60	\$83,551.40
Totals for Third Interim Fee Period	2/1/2021 – 5/31/2021	\$1,377,601.50	\$536.23	\$1,102,081.20	\$536.23	\$1,102,081.20	\$388.60¹¹ (\$536.23 less \$147.63)	\$275,520.30

Summary of Objections to Monthly Fee Statements for Third Interim Fee Period: None

¹⁰ On August 19, 2021, the Court entered an omnibus order granting, among others, SGR's Third Interim Fee Application [Docket No. 2038] (the "**Third Fee Order**").

¹¹ \$147.63 paid to Corporation Service Company, as reflected on SGR's Twelfth Monthly Fee Statement, was in respect of an erroneous registered agent appointment, so the amount of \$147.63 has been deducted from the expenses sought herein.

Fourth Interim Fee Period
(June 1, 2021 through November 30, 2021)

Date Filed & ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Requested with Prior Monthly Fee Statements		Total Amount Paid to Date		20% Fee Holdback for Period
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (80%)	Expenses (100%)	
07/26/2021 ECF No. 1939	06/01/2021 – 06/30/2021	\$478,316.00	\$0.00	\$382,652.80	\$0.00	\$382,652.80	\$0.00	\$95,663.20
8/30/2021 ECF No. 2055	07/01/2021 – 07/31/2021	\$523,901.50	\$152.74	\$419,121.20	\$152.74	\$419,121.20	\$152.74	\$104,780.30
9/28/2021 ECF No. 2167	08/01/2021 – 08/31/2021	\$552,019.50	\$437.00	\$441,615.60	\$437.00	\$441,615.60	\$437.00	\$110,403.90
10/29/2021 ECF No. 2292	09/01/2021 – 09/30/2021	\$603,847.00	\$164.72	\$483,077.60	\$164.72	\$483,077.60	\$164.72	\$120,769.40
11/12/2021 ECF No. 2333	10/01/2021 – 10/31/2021	\$1,015,128.50	\$6,681.78	\$812,102.80	\$6,681.78	\$812,102.80	\$6,681.78	\$203,025.70
12/21/2021 ECF No. 2407	11/01/2021 – 11/30/2021	\$864,449.00	\$177.40	\$691,559.20	\$177.40	\$691,559.20	\$177.40	\$172,889.80
Totals for Fourth Interim Fee Period	06/01/2021 – 11/30/2021	\$4,037,661.50	\$7,613.64	\$3,230,129.20	\$7,613.64	\$3,230,129.20	\$7,613.64	\$807,532.30

Summary of Objections to Monthly Fee Statements for Fourth Interim Fee Period: None

Total Fee and Expense Approval Sought in the Fourth Interim Fee Application: \$4,045,275.14 (includes 20% fee holdback)

Compensation Approval Sought in this Interim Application Not Yet Paid: \$807,532.30 (20% fee holdback)

Total Fee and Expense Approval Sought in the Fourth Interim Fee Application: \$3,237,742.84 (80% fees, plus 100% expenses)

Final Compensation Period Summary
(May 10, 2020 through November 30, 2021)

Interim Compensation Period	Period Covered	Total Compensation and Expenses Incurred		Total Amount Requested in Interim Fee Applications		Total Amount Paid to Date		20% Fee Holdback for All Periods
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (80%) ¹²	Expenses (100%)	
First Interim Period	05/10/2020 – 09/30/2020	\$1,724,395.50	\$1,275.61	\$1,379,516.40	\$1,275.61	\$1,359,689.65	\$1,275.61	\$344,879.10
Second Interim Period	10/1/2020 – 01/31/2021	\$681,978.00	\$1,549.87	\$545,716.80	\$1,549.87	\$538,048.80	\$1,549.87	\$136,429.20
Third Interim Period	02/1/2021 – 05/31/2021	\$1,377,601.50	\$388.60	\$1,102,081.20	\$388.60	\$1,102,081.20	\$388.60	\$275,520.30
Fourth Interim Period	06/01/2021 – 11/30/2021	\$4,037,661.50	\$7,613.64	\$3,230,129.20	\$7,613.64	\$3,230,129.20	\$7,613.64	\$807,532.30
Totals for All Fee Periods	05/10/2020 – 11/30/2021	\$7,821,636.50	\$10,827.72	\$6,257,443.60	\$10,827.72	\$6,229,948.85¹²	\$10,827.72	\$1,564,360.90

Summary of Objections to Monthly Fee Statements and Interim Fee Applications for All Periods: None.

Compensation Approval Sought in this Final Application Not Yet Paid: \$1,564,360.90 (20% fee holdback)

Total Fee and Expense Approval Sought in the Final Application: \$7,805,137.47

¹² 80% of fees incurred, less voluntary reductions as reflected in the First and Second Fee Orders.

**SMITH, GAMBRELL & RUSSELL, LLP
SUMMARY OF FEES BY PROFESSIONAL**

(FOURTH INTERIM FEE PERIOD)

ATTORNEY	YEAR ADMITTED	PRACTICE AREA	HOURLY RATE	HOURS	FEE TOTAL
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PARTNERS:

Jeffrey S. Tenen	1987	Aviation	\$760.00	1177.30	\$894,748.00
Ronald E. Barab	1977	Bankruptcy	\$740.00	37.00	\$27,380.00
Peter B. Barlow	1995	Aviation	\$695.00	965.70	\$671,161.50
Israel I. Sanchez	1996	Aviation	\$695.00	1122.60	\$780,207.00
Joseph C. Mandarino	1992	Tax	\$685.00	7.60	\$5,206.00
Brian P. Hall	1995	Bankruptcy	\$655.00	4.00	\$2,620.00
Benjamin J. Graham-Evans	2003	Aviation	\$615.00	32.50	\$19,987.50
Jason P. Huff	1999	Aviation	\$875.00	60.60	\$53,025.00
Marc D. Latman	1998	Aviation	\$765.00	317.40	\$242,811.00
John G. McCarthy	1991	Bankruptcy	\$630.00	21.40	\$13,482.00
Donald B. Mitchell	1987	Aviation	\$695.00	17.10	\$11,884.50
Matthew Leigh	2007	Aviation	\$615.00	16.60	\$10,209.00
Colin D. Delaney	2000	Litigation	\$610.00	1.00	\$610.00
K. Alex Khoury	2003	Litigation	\$495.00	0.50	\$247.50

COUNSEL:

Mickey L. Jett	2013	Aviation	\$675.00	157.50	\$106,312.50
Ellen H. Fontanella	2011	Aviation	\$515.00	909.10	\$468,186.50

ASSOCIATES:

Jonathan Russell	2006	Aviation	\$610.00	61.10	\$37,271.00
Rory W. O'Driscoll	2019	Aviation	\$445.00	133.20	\$59,274.00
Anna C. Stangle	2018	Aviation	\$305.00	504.10	\$153,750.50
Jeremy D. Schara	2017	Aviation	\$620.00	251.70	\$156,054.00
Gareth Hawes	2013	Aviation	\$565.00	150.00	\$84,750.00
Daniel S. Rohleder	2019	Aviation	\$395.00	60.60	\$23,937.00
Nicole Godani	2020	Corporate/Aviation	\$340.00	7.90	\$2,686.00
Alexandra Davidson	2020	Corporate/Aviation	\$325.00	149.50	\$48,587.50
Morgan V. Manley	2016	Litigation/Bankruptcy	\$385.00	23.80	\$9,163.00

TOTAL (Attorneys):

6189.80 \$3,883,551.00

PARAPROFESSIONALS:

Alessandra E. Ferrero ¹³	2021	Corporate/Aviation	\$325.00	198.90	\$64,642.50
Adebukola Ola ¹³	2021	Aviation	\$325.00	154.60	\$50,245.00
Zara L.F. Evans	N/A	Aviation	\$335.00	9.30	\$3,115.50

¹³ Professional services rendered during the fee period as a Law Clerk.

PARAPROFESSIONALS:					
Lorna J. Virts	N/A	Aviation/Bankruptcy	\$320.00	81.60	\$26,112.00
Robert C. Hamilton, Jr.	N/A	Aviation	\$370.00	11.80	\$4,276.00
Jean Harris	N/A	Aviation	\$260.00	13.20	\$3,432.00
Peter Choi	N/A	Litigation	\$275.00	7.20	\$1,980.00
Richard H. Schoonewolff	N/A	Litigation	\$205.00	1.50	\$307.50

TOTAL (Paraprofessionals):	478.10	\$154,110.50
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TOTAL (All Timekeepers):	6667.90	\$4,037,661.50
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The Blended Hourly Rate for all Attorneys equals \$627.41

The Blended Hourly Rate for all Timekeepers equals \$605.54

**SMITH, GAMBRELL & RUSSELL, LLP
SUMMARY OF FEES BY PROFESSIONAL**

(FINAL COMPENSATION PERIOD)

ATTORNEY	YEAR ADMITTED	PRACTICE AREA	HOURLY RATE	HOURS	FEE TOTAL
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PARTNERS:					
Jason P. Huff	1999	Aviation	875.00	60.60	53,025.00
Marc D. Latman	1998	Aviation	765.00	317.40	242,811.00
Jeffrey S. Tenen	1987	Aviation	760.00	2,778.00	2,111,280.00
Ronald E. Barab	1977	Bankruptcy	740.00	84.20	62,308.00
Peter B. Barlow	1995	Aviation	695.00	1,545.10	1,073,844.50
Israel I. Sanchez	1996	Aviation	695.00	2,732.70	1,899,226.50
Donald B. Mitchell	1987	Aviation	695.00	20.10	13,879.50
Joseph C. Mandarino	1992	Tax	685.00	11.80	8,083.00
Brian P. Hall	1995	Bankruptcy	655.00	34.70	22,728.50
John G. McCarthy	1991	Bankruptcy	630.00	21.40	13,482.00
Andrew M. Thompson	1998	Litigation	625.00	2.70	1,615.50
Mark D. Turnbull	2005	Aviation	615.00	1.80	1,101.00
Benjamin J. Graham-Evans	2003	Aviation	615.00	34.10	20,971.50
Matthew Leigh	2007	Aviation	615.00	16.60	10,209.00
Jason S. Bell	1994	Litigation	610.00	2.70	1,647.00
Colin D. Delaney	2000	Litigation	580.00	7.30	4,423.00
Michael F. Holbein	1999	Bankruptcy	575.00	3.60	2,070.00
K. Alex Khoury	2003	Litigation	495.00	0.50	247.50

COUNSEL:					
Mickey L. Jett	2013	Aviation	675.00	157.50	106,312.50
Ellen H. Fontanella	2011	Aviation	515.00	1,988.90	1,024,283.50

ASSOCIATES:					
Jeremy D. Schara	2017	Aviation	620.00	251.70	156,054.00
Jonathan Russell	2006	Aviation	610.00	66.50	40,565.00
Gareth Hawes	2013	Aviation	565.00	150.00	84,750.00
Rory W. O'Driscoll	2019	Aviation	445.00	134.40	59,808.00
Daniel S. Rohleder	2019	Aviation	395.00	60.60	23,937.00
Erin P. McCallum	2016	Aviation	385.00	216.10	83,198.50
Morgan V. Manley	2016	Bankruptcy/Litigation	385.00	23.80	9,163.00
Nicole Godani	2020	Corporate/Aviation	340.00	7.90	2,686.00
Alexandra Davidson	2020	Corporate/Aviation	325.00	149.50	48,587.50
Anna C. Stangle	2018	Aviation	305.00	1,012.50	308,812.50

TOTAL (Attorneys):				11,894.70	\$7,491,110.00
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PARAPROFESSIONALS:					
Alessandra E. Ferrero ¹⁴	2021	Corporate/Aviation	325.00	198.90	64,642.50
Adebukola Ola ¹⁴	2021	Aviation	325.00	154.60	50,245.00
Robert C. Hamilton, Jr.	N/A	Aviation	370.00	173.50	60,871.00
Zara L.F. Evans	N/A	Aviation	335.00	10.90	3,651.50
Lorna J. Virts	N/A	Aviation/Bankruptcy	320.00	321.50	102,880.00
Selena Hernandez	N/A	Corporate	305.00	6.20	1,891.00
Peter Choi	N/A	Litigation	275.00	7.20	1,980.00
Jean Harris	N/A	Aviation	260.00	165.60	43,056.00
Devora L. Nealy	N/A	Bankruptcy	260.00	4.50	1,170.00
Richard H. Schoonewolff	N/A	Litigation	205.00	1.50	307.50

TOTAL (Paraprofessionals):	1,044.40	\$330,694.50
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TOTAL (All Timekeepers):	12,939.10	\$7,821,804.50
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The Blended Hourly Rate for all Attorneys equals \$629.79

The Blended Hourly Rate for all Timekeepers equals \$604.51

¹⁴ Professional services rendered during the fee period as a Law Clerk.

Peter B. Barlow
Brian P. Hall
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*Special Aviation Counsel to Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
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Chapter 11

Case No. 20-11133 (MG)

Jointly Administered

**FOURTH INTERIM AND FINAL FEE APPLICATION OF
SMITH, GAMBRELL & RUSSELL, LLP AS SPECIAL AVIATION COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR (I) THE INTERIM
PERIOD FROM JUNE 1, 2021 THROUGH NOVEMBER 30 2021, AND (II) THE TOTAL
COMPENSATION PERIOD FROM MAY 10, 2020 THROUGH NOVEMBER 30, 2021**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

Smith, Gambrell & Russell, LLP (“SGR”), as special aviation counsel to Avianca Holdings S.A., *et al.*, debtors and debtors in possession (the “*Debtors*”), hereby submits this application (the “*Application*”) for (a) interim allowance of compensation for professional

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); 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.

services rendered and reimbursement of its actual and necessary expenses incurred for the period June 1, 2021 through November 30, 2021 (the “***Fourth Interim Fee Period***”) and (b) final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses for the period from May 10, 2020 (the “***Petition Date***”) through and including November 30, 2021 (the “***Final Compensation Period***”), pursuant to sections 330(a) and 331 of 11 U.S.C. §§101, et seq. (the “***Bankruptcy Code***”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”), Rule 2016-1 of the Local Rules for the Southern District of New York (the “***Local 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’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the “***UST Guidelines***”), and the Court’s *Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals*, dated June 6, 2020 [Docket No. 256] (the “***Interim Compensation Order***”)², and respectfully represents as follows:

1. Prefixed to this Application is the summary sheet required by the UST Guidelines, which includes a schedule setting forth the names of all SGR professionals and paraprofessionals who have performed services for which interim and final compensation is sought, the capacities in which each such individual is employed by SGR, the department in which each individual practices, the hourly billing rate charged by SGR for the services performed by such individual, the aggregate number of hours expended and fees billed therefor, and the year in which each professional was first licensed to practice law.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed thereto in the Interim Compensation Order.

JURISDICTION AND VENUE

2. The Interim Compensation Order provides, *inter alia*,

Commencing with the period ending September 30, 2020 and at four-month intervals thereafter (each such period, an “*Interim Fee Period*”), each of the Retained Professionals shall serve and file with the Court an application (an “*Interim Fee Application*”) for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Fee Statements served during each applicable Interim Fee Period.

SGR files this Application in compliance and in accordance with the aforesaid provisions of the Interim Compensation Order.

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these proceedings and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 105, 327, 330 and 331 of the Bankruptcy Code and Rules 2002(a) and 2016 of the Federal Rules of Bankruptcy Procedure.

BACKGROUND

A. The Debtors’ Chapter 11 Cases

4. On May 10, 2020 (the “*Petition Date*”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ 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].

6. On May 22, 2020, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the “*Committee*”) as set forth in

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

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

B. Retention of SGR as Special Aviation Counsel

8. On June 9, 2020, the Court entered an Order pursuant to which SGR was retained as special aviation counsel to the Debtors pursuant to section 327(e) of the Bankruptcy Code, *nunc pro tunc* to the Petition Date [Docket No. 263].

9. Except as noted below in this paragraph 9, (i) SGR's fees in these cases are based on its ordinary and customary hourly rates, and are billed in accordance with SGR's existing billing rates and procedures in effect at the outset of these Chapter 11 Cases, and (ii) the rates SGR charges for services rendered by its professionals and paraprofessionals in these Chapter 11 Cases are the same or lower than the rates SGR charges for professionals and paraprofessionals for services rendered in comparable non-bankruptcy matters. The SGR partners anticipated to be primarily involved in these cases at the time of SGR's engagement agreed to reduced hourly billing rates as follows:

Timekeeper	Title	2021 Standard Hourly Rate	Reduced Hourly Rate Applicable During the Fee Period
Jeffrey S. Tenen	Partner	\$885	\$760
Peter B. Barlow	Partner	\$765	\$695
Israel I. Sanchez	Partner	\$765	\$695
Howard E. Turner	Partner	\$850	\$760
Ronald E. Barab	Partner	\$815	\$740
Brian P. Hall	Partner	\$720	\$655

Timekeeper	Title	2021 Standard Hourly Rate	Reduced Hourly Rate Applicable During the Fee Period
Joseph C. Mandarin	Partner	\$750	\$685
Ellen H. Fontanella	Counsel	\$575	\$515

There have been no fee increases for the professionals set forth above nor for the counsel, associates and paralegals who performed services in this matter on a regular basis since the Petition Date.

C. Budget and Staffing

10. The fees requested by SGR for the Fourth Interim Fee Period are \$765,200.90 less than the fees budgeted for the period. Due to the unanticipated acceleration of the timeframe for completing transactions during the Fourth Interim Fee Period, the staffing included five additional partners, nine additional associates and four additional paraprofessionals than originally budgeted for the period.

RELIEF REQUESTED

11. With respect to the Fourth Interim Fee Period, SGR respectfully requests the entry of an order (i) approving allowance of \$4,037,661.50 for compensation for services rendered during the Fourth Interim Fee Period; (ii) approving the reimbursement of SGR's out-of-pocket expenses in the amount of \$7,613.64 during the Fourth Interim Fee Period; and (iii) directing the payment of \$3,237,742.84, consisting of compensation of \$3,230,129.20, plus \$7,613.64 of expenses incurred in the Fourth Interim Fee Period, less any sums previously paid. Such services were rendered and disbursements incurred during the Fourth Interim Fee Period.

12. With respect to the Final Compensation Period, SGR respectfully requests the entry of an order (i) granting final approval and allowance of \$7,794,309.75 for compensation for services rendered during the Final Compensation Period; (ii) approving the reimbursement of SGR's out-of-pocket expenses in the amount of \$10,827.72 during the Final Compensation

Period; and (iii) directing the payment of \$7,805,137.47, consisting of compensation of \$7,794,309.75, plus \$10,827.72 of expenses incurred in the Final Compensation Period, less any sums previously paid. All services were rendered and expenses incurred during the Final Compensation Period.

13. Attached hereto as **Exhibit “A”** are schedules, pursuant to Section (b)(4) of the UST Guidelines, summarizing by project category, the services performed by SGR during the Fourth Interim Fee Period and the Final Compensation Period.

14. Attached hereto as **Exhibit “B”** are schedules specifying the categories of expenses for which SGR is seeking reimbursement and the total amount of each such expense category.

15. Attached hereto as **Exhibit “C”** is a disclosure of the customary and comparable compensation charged by SGR’s professionals and paraprofessionals during the Fourth Interim Fee Period, including a summary of the blended hourly rates of the applicable timekeepers (segregated by rank) as compared to the blended hourly rates for non-bankruptcy timekeepers in SGR’s U.S. offices.

16. Attached hereto as **Exhibit “D”** is a budget and staffing plan prepared in connection with SGR’s representation of the Debtors in these Chapter 11 Cases during the Fourth Interim Fee Period. The fees requested by SGR during the Fourth Interim Fee Period are significantly less than those budgeted for the period.

17. Attached hereto as **Exhibit “E”** is the declaration of Peter B. Barlow with respect to the Application, with the certifications required by the UST Guidelines.

SERVICES RENDERED

18. Detailed descriptions of the principal activities of SGR professionals and paraprofessionals during the Fourth Interim Fee Period are found in the invoices attached to the

Fee Statements (as defined herein). A summary of these activities is as follows:

- a. Advising, negotiating and drafting amendments to leases, amended and restated leases, and new leases for aircraft, engines and other equipment related agreements among the Debtors and various equipment lessors and financing parties, and assistance with required administrative and regulatory filings of the same including with the Debtor lessees' aviation authorities and other governmental and administrative authorities (as applicable);
- b. Assisting the Debtors in connection with drafting and coordinating the implementation of aircraft abandonment, lease rejection and related return documentation including assembling documentation and preparation of exhibits to rejection motions, preparation and negotiation of ferry flight agreements, tripartite agreements involving MROs performing engine overhauls and release of engines from MRO custody and possessory liens in connection with such abandonment and rejection, engine swap documents, reassignments of remaining warranty rights, and related arrangements and required lease terminations and related documents and regulatory filings (as applicable);
- c. Advising the Debtors in connection with matters relating to the termination and replacement of certain guarantees related to aircraft and engine financing and leasing arrangements; in connection with the orderly rejection and return of certain aircraft subject to export credit agency supported financing arrangements and the earlier payment and termination of certain export credit agency supported financing facilities occasioned in connection with or as a result of the Debtors' Plan of Reorganization
- d. Advising the Debtors in connection with their rights and obligations under agreements with the manufacturers of aircraft and engines including in the context of assumption and rejection of agreements and repayment obligations and cross-defaults that may be triggered by the rejection of certain agreements;
- e. Assisting the Debtors with restructuring analysis and implementation in relation to existing aircraft financings and leases and with respect to restructuring proposals and implementation documentation with respect to the Debtors' narrow body aircraft fleet;
- f. Advising the Debtors in connection with matters relating to the mortgage of aircraft equipment and related pledges of contractual rights provided as security to the lenders in connection with various financing arrangements and drafting of related mortgages, releases, review of non-U.S. pledges and related powers of attorney, International Registry, UCC and local and foreign filings related to the perfection of such security interests and liaising with various existing creditor parties, Debtors and collateral agents in order to implement such security interests;

- g. Advising the Debtors in connection with Federal Aviation Administration, Convention on International Interests in Mobile Equipment (Cape Town Convention) and related filings and registrations and Uniform Commercial Code and title tracing matters relating to the foregoing;
- h. Advising the Debtors in connection with tax matters specific to the foregoing (as applicable);
- i. Advising the Debtors and working with FAA and local counsel in connection with property tax liens and liability issues arising as a result of tax rendition forms improperly filed by owner trustees with local taxing authorities in Harris County, Texas and resolution of same; advise Debtors and local tax counsel with respect to FAA related issues in connection with aircraft liens and related lien releases; liaise with special FAA counsel and provide assistance with review and approval of proposed lien releases;
- j. Review and participate in advising Debtors with respect to and drafting and negotiation of documentation for the purpose of restructuring of certain structured financing facilities, export credit agency supported financing facilities, and operating leases with respect to aircraft currently operated by the Debtors and with respect to new aircraft operating lease agreements covering replacement/additional aircraft from third party lessors on commercial terms advantageous to the Debtor airlines;
- k. Assisting the Debtors in connection with the drafting of lessor designation statements related to the special flight permits required to perform maintenance related checks on aircraft following entry into stipulations with aircraft counterparties, and negotiation of same with aircraft counterparties, related financiers and their respective counsel;
- l. Providing such further aviation and aircraft fleet related legal assistance in connection with the Debtors' aircraft and engine fleet as requested by the Debtors from time to time;
- m. Providing assistance and advice with respect to the restructuring of equipment purchase arrangements for fleet aircraft with equipment manufacturer; and
- n. Advising the Debtors, to the extent necessary or appropriate, in connection with seeking the approval of the foregoing fleet, financing and related matters by the Committee, interested creditors and other parties in interest, and the Bankruptcy Court.

19. The foregoing professional services performed by SGR were necessary and appropriate to the administration of the Debtors' Chapter 11 Cases.

EXPENSES INCURRED

20. As set forth in **Exhibit “B”**, SGR incurred expenses of \$7,613.64 in providing professional services during the Fourth Interim Fee Period. These charges are intended to cover SGR’s direct operating costs which are not incorporated into SGR’s billing rates.

21. SGR has made efforts to minimize disbursements in these cases. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Debtors, their estates and creditors.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

22. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court’s award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. §330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should 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 at which the services were rendered toward the completion of, a case under this title;
- (D) whether the services were preformed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) 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).

23. In the instant case, SGR respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, necessary for, beneficial to, and in the best interest of the Debtors, their estates and their creditors. SGR further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and their creditors and were performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. Accordingly, the compensation sought herein is warranted.

24. No agreement or understanding exists between SGR and any third person for the sharing of compensation, except as allowed by Section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of SGR. All of the services for which compensation is sought in this Application were rendered at the request of, and solely on behalf of, the Debtors, and not at the request of, or on behalf of, any other person or entity.

FEE STATEMENTS AND PAYMENTS RECEIVED

25. On July 26, 2021, SGR filed its *Fourteenth Monthly Fee Statement of Smith, Gambrell & Russell, LLP, as Special Aviation Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from June 1, 2021 through June 30, 2021* [Docket No. 1939] (the “*Fourteenth Fee Statement*”). The Fourteenth Fee Statement requested fees in the amount of \$382,652.80 for professional services rendered (80% of \$478,316.00), plus \$0.00 for actual and reasonable expenses incurred, resulting in a total charge of \$382,652.80. No objection to the Fourteenth Fee Statement was filed or submitted to SGR by

the Objection Deadline; therefore, SGR received payment from the Debtors in the amount of \$382,652.80, as authorized by the Interim Compensation Order.

26. On August 30, 2021, SGR filed its *Fifteenth Monthly Fee Statement of Smith, Gambrell & Russell, LLP, as Special Aviation Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from July 1, 2021 through July 31, 2021* [Docket No. 2055] (the “**Fifteenth Fee Statement**”). The Fifteenth Fee Statement requested fees in the amount of \$419,121.20 for professional services rendered (80% of \$523,901.50), plus \$152.74 for actual and reasonable expenses incurred, resulting in a total charge of 419,273.94. No objection to the Fifteenth Fee Statement was filed or submitted to SGR by the Objection Deadline; therefore, SGR received payment from the Debtors in the amount of \$419,273.94, as authorized by the Interim Compensation Order.

27. On September 28, 2021, SGR filed its *Sixteenth Monthly Fee Statement of Smith, Gambrell & Russell, LLP, as Special Aviation Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from August 1, 2021 through August 31, 2021* [Docket No. 2167] (the “**Sixteenth Fee Statement**”). The Sixteenth Fee Statement requested fees in the amount of \$441,615.60 for professional services rendered (80% of \$552,019.50), plus \$437.00 for actual and reasonable expenses incurred, resulting in a total charge of \$442,052.60. No objection to the Sixteenth Fee Statement was filed or submitted to SGR by the Objection Deadline; therefore, SGR received payment from the Debtors in the amount of \$442,052.60, as authorized by the Interim Compensation Order.

28. On October 29, 2021, SGR filed its *Seventeenth Monthly Fee Statement of Smith, Gambrell & Russell, LLP, as Special Aviation Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from September 1, 2021 through September 30, 2021* [Docket No. 2292] (the “**Seventeenth Fee Statement**”). The Seventeenth

Fee Statement requested fees in the amount of \$483,077.60 for professional services rendered (80% of \$603,847.00), plus \$164.72 for actual and reasonable expenses incurred, resulting in a total charge of \$483,242.32. No objection to the Seventeenth Fee Statement was filed or submitted to SGR by the Objection Deadline; therefore, SGR received payment from the Debtors in the amount of \$483,242.32, as authorized by the Interim Compensation Order.

29. On November 12, 2021, SGR filed its *Eighteenth Monthly Fee Statement of Smith, Gambrell & Russell, LLP, as Special Aviation Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from October 1, 2021 through October 31, 2021* [Docket No. 2333] (the “**Eighteenth Fee Statement**”). The Eighteenth Fee Statement requested fees in the amount of \$812,102.80 for professional services rendered (80% of \$1,015,128.50), plus \$6,681.78 for actual and reasonable expenses incurred, resulting in a total charge of \$1,021,810.28. No objection to the Eighteenth Fee Statement was filed or submitted to SGR by the Objection Deadline; therefore, SGR received payment from the Debtors in the amount of \$1,021,810.28, as authorized by the Interim Compensation Order.

30. On December 21, 2021, SGR filed its *Nineteenth Monthly Fee Statement of Smith, Gambrell & Russell, LLP, as Special Aviation Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from November 1, 2021 through November 30, 2021* [Docket No. 2407] (the “**Nineteenth Fee Statement**”). The Nineteenth Fee Statement requested fees in the amount of \$691,559.20 for professional services rendered (80% of \$864,449.00), plus \$177.40 for actual and reasonable expenses incurred, resulting in a total charge of \$691,736.60. No objection to the Nineteenth Fee Statement was filed or submitted to SGR by the Objection Deadline; therefore, SGR received payment from the Debtors in the amount of \$691,736.60, as authorized by the Interim Compensation Order.

31. Each of the foregoing fee statements (collectively, the “*Fee Statements*”) was served upon the Fee Notice Parties, as required by the Interim Compensation Order, and, as of the filing date of this Application, SGR has received no objection to any of the Fee Statements.

32. The aggregate amount of SGR’s 20% fee holdback (as provided for by the Interim Compensation Order) during the Fourth Interim Fee Period is \$807,532.30.

PRIOR APPLICATIONS

33. This is SGR’s fourth and final application for allowance of interim compensation for services rendered and for reimbursement of expenses.

NOTICE

34. In accordance with the provisions of the Interim Compensation Order, notice of this Application and the hearing thereon will be served upon the Fee Notice Parties and any party who files a Notice of Objection to any Fee Statement or a notice of appearance and request for notice in these Chapter 11 Cases. In light of the noticing provisions of the Interim Compensation Order and the nature of the relief requested, SGR submits that no other or further notice need be provided.

35. No previous request for the relief sought herein has been made by SGR or the Debtors to this or any other court.

WHEREFORE, SGR respectfully requests the entry of an order (i) approving allowance of \$4,037,661.50 (which includes the 20% “holdback”) for compensation for services rendered during the Fourth Interim Fee Period; (ii) approving the reimbursement of SGR’s out-of-pocket expenses in the amount of \$7,613.64 during the Fourth Interim Fee Period; (iii) directing the payment of \$3,237,742.84, consisting of compensation of \$3,230,129.20, plus \$7,613.64 of expenses incurred in the Fourth Interim Fee Period, less any sums previously paid; (iv) granting final approval and allowance of \$7,794,309.75 for compensation for services rendered during the

Final Compensation Period; (v) approving the reimbursement of SGR's out-of-pocket expenses in the amount of \$10,827.72 during the Final Compensation Period; (vi) directing the payment of \$7,805,137.47, consisting of compensation of \$7,794,309.75, plus \$10,827.72 of expenses incurred in the Final Compensation Period, less any sums previously paid; and (vii) granting such other and further relief as this Court deems just and proper.

Dated: January 18, 2022
Atlanta, Georgia

/s/Peter B. Barlow

Peter B. Barlow
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*Special Aviation Counsel to the Debtors and
Debtors-in-Possession*

EXHIBIT "A"

FEES SUMMARIZED BY PROJECT CATEGORY

Fourth Interim Period

Aircraft Matters (023663.212)

Time Period	Hours	Fees
June 1, 2021 – June 30, 2021	736.80	\$473,232.00
July 1, 2021 – July 31, 2021	822.00	\$509,061.00
August 1, 2021 – August 31, 2021	889.00	\$544,588.50
September 1, 2021 – September 30, 2021	958.60	\$597,351.00
October 1, 2021 – October 31, 2021	1,651.30	\$1,008,119.50
November 1, 2021 – November 30, 2021	1,504.50	\$855,595.50
Total:	6,562.20	\$3,987,947.50

Retention and Fee Applications (023663.216)

Retention Applications

Time Period	Hours	Fees
June 1, 2021 – June 30, 2021	0.00	\$0.00
July 1, 2021 – July 31, 2021	0.00	\$0.00
August 1, 2021 – August 31, 2021	0.00	\$0.00
September 1, 2021 – September 30, 2021	0.00	\$0.00
October 1, 2021 – October 31, 2021	0.00	\$0.00
November 1, 2021 – November 30, 2021	0.00	\$0.00
Total:	0.00	\$0.00

Fee Applications

Time Period	Hours	Fees
June 1, 2021 – June 30, 2021	11.20	\$5,084.00
July 1, 2021 – July 31, 2021	36.70	\$14,840.50
August 1, 2021 – August 31, 2021	14.00	\$7,431.00
September 1, 2021 – September 30, 2021	12.80	\$6,496.00
October 1, 2021 – October 31, 2021	14.70	\$7,009.00
November 1, 2021 – November 30, 2021	16.30	\$8,853.50
Total:	105.70	\$49,714.00

Final Compensation Period

Aircraft Matters (023663.212)

Time Period	Hours	Fees
May 10, 2020 – May 31, 2020	670.80	\$395,278.00
June 1, 2020 – June 30, 2020	786.80	\$460,908.50
July 1, 2020 – July 31, 2020	580.40	\$322,995.00
August 1, 2020 – August 31, 2020	306.60	\$196,301.00
September 1, 2020 – September 30, 2020	399.80	\$242,575.50
October 1, 2020 – October 31, 2020	322.70	\$209,967.00
November 1, 2020 – November 30, 2020	208.60	\$135,929.00
December 1, 2020 – December 31, 2020	188.30	\$110,877.50
January 1, 2021 – January 31, 2021	262.50	\$169,955.50
February 1, 2021 – February 28, 2021	466.20	\$285,226.50
March 1, 2021 – March 31, 2021	353.30	\$230,949.00
April 1, 2021 – April 30, 2021	622.00	\$415,872.50
May 1, 2021 – May 31, 2021	623.10	\$413,698.00
June 1, 2021 – June 30, 2021	736.80	\$473,232.00
July 1, 2021 – July 31, 2021	822.00	\$509,061.00
August 1, 2021 – August 31, 2021	889.00	\$544,588.50
September 1, 2021 – September 30, 2021	958.60	\$597,351.00
October 1, 2021 – October 31, 2021	1,651.30	\$1,008,119.50
November 1, 2021 – November 30, 2021	1,504.50	\$855,595.50
Total:	12,353.30	\$7,578,480.50

Retention and Fee Applications (023663.216)

Retention Applications

Time Period	Hours	Fees
May 10, 2020 – May 31, 2020	33.20	\$13,728.00
June 1, 2020 – June 30, 2020	16.40	\$6,979.50
July 1, 2020 – July 31, 2020	0.00	\$0.00
August 1, 2020 – August 31, 2020	7.50	\$4,560.00
September 1, 2020 – September 30, 2020	1.80	\$1,251.00
October 1, 2020 – October 31, 2020	0.00	\$0.00
November 1, 2020 – November 30, 2020	3.90	\$1,735.50
December 1, 2020 – December 31, 2020	6.60	\$2,337.00
January 1, 2021 – January 31, 2021	1.50	\$480.00
February 1, 2021 – February 28, 2021	0.00	\$0.00
March 1, 2021 – March 31, 2021	0.00	\$0.00
April 1, 2021 – April 30, 2021	0.00	\$0.00
May 1, 2021 – May 31, 2021	1.80	\$763.50
June 1, 2021 – June 30, 2021	0.00	\$0.00

Time Period	Hours	Fees
July 1, 2021 – July 31, 2021	0.00	\$0.00
August 1, 2021 – August 31, 2021	0.00	\$0.00
September 1, 2021 – September 30, 2021	0.00	\$0.00
October 1, 2021 – October 31, 2021	0.00	\$0.00
November 1, 2021 – November 30, 2021	0.00	\$0.00
Total:	72.70	\$31,834.50

Fee Applications

Time Period	Hours	Fees
May 10, 2020 – May 31, 2020	3.70	\$962.00
June 1, 2020 – June 30, 2020	92.40	\$30,828.50
July 1, 2020 – July 31, 2020	53.80	\$20,404.00
August 1, 2020 – August 31, 2020	45.40	\$18,471.00
September 1, 2020 – September 30, 2020	22.00	\$9,153.50
October 1, 2020 – October 31, 2020	61.30	\$24,139.00
November 1, 2020 – November 30, 2020	26.70	\$10,854.50
December 1, 2020 – December 31, 2020	23.90	\$12,383.50
January 1, 2021 – January 31, 2021	7.50	\$3,487.50
February 1, 2021 – February 28, 2021	8.40	\$3,588.00
March 1, 2021 – March 31, 2021	40.40	\$16,180.00
April 1, 2021 – April 30, 2021	15.00	\$8,028.50
May 1, 2021 – May 31, 2021	6.90	\$3,295.50
June 1, 2021 – June 30, 2021	11.20	\$5,084.00
July 1, 2021 – July 31, 2021	36.70	\$14,840.50
August 1, 2021 – August 31, 2021	14.00	\$7,431.00
September 1, 2021 – September 30, 2021	12.80	\$6,496.00
October 1, 2021 – October 31, 2021	14.70	\$7,009.00
November 1, 2021 – November 30, 2021	16.30	\$8,853.50
Total:	513.10	\$211,489.50

EXHIBIT “B”

EXPENSE SUMMARY

Fourth Interim Fee Period

Description	Amount
Express Delivery Service	\$667.36
UCC Recording Fees	\$72.50
Photocopying Expenses	\$359.60
Document Retrieval Fee (UCC copies – Washington DC Recorder of Deeds)	\$442.50
Westlaw – Legal Research	\$103.20
PACER Charges	\$29.30
Postage	\$17.94
Registered Agent Fee for Avianca Affiliate [See Attachment 1]	\$147.63
UCC Search Fees (aircraft sale) [See Attachment 2]	\$5,773.61
TOTAL:	\$7,613.64

Final Compensation Period

Description	Amount
Express Delivery Service	\$813.83
PACER Charges	\$585.50
Westlaw – Legal Research	\$288.34
Delaware Secretary of State - Franchise Taxes for Avianca Affiliates	\$1,145.00
Registered Agent Service Fees for Avianca Affiliates	\$540.90
Simplifile (Washington DC UCC Recording Fees)	\$720.50
Conference Calls	\$140.00
Photocopying Expenses	\$359.60
Document Retrieval Fee (UCC copies – Washington DC Recorder of Deeds)	\$442.50
Postage	\$17.94
UCC Search Fees (aircraft sale)	\$5,773.61
TOTAL:	\$10,827.72

Attachment 1

Invoice for Registered Agent Fees



251 LITTLE FALLS DRIVE
WILMINGTON, DE 19808-1674

ANNUAL INVOICE

Page 1 of 2

ACCOUNT NO.	INVOICE DATE	INVOICE NO.	DUE DATE	TOTAL DUE
8260447	9/11/2021	80504727	10/11/2021	\$147.63

IMPORTANT NOTICE: CSC has new banking information. Please see remittance for new details.

PLEASE INCLUDE REMITTANCE STUB
WITH YOUR PAYMENT AND SEND TO:

CSC
P.O. BOX 7410023
CHICAGO, IL 60674-5023

JEFFREY TENEN
SMITH, GAMBRELL & RUSSELL, LLP
STE 2000, 333 SE 2ND AVE
MIAMI, FL 33131-3238

2 02 8260447 4 80504727 00014763 00000000 00000000 00000000 00000000

Account No.: 8260447
Company ID: 3404875

Group No.:
Reference No.: 154430.010100

Period Ending: 10/31/2022
Terms: Net 30 Days

TRI-AIRCRAFT LEASING LLC			AMOUNT
STATUTORY REPRESENTATION			
Delaware		1@399.00	399.00
Discount	63%		(251.37)
Total Due			\$147.63

Attachment 2

Relevant Portions of Invoice for UCC Search Fees



Page: 1

DAILY INVOICE

Invoice #: 03548088
Invoice Date: Oct 26, 2021
Due Date: Nov 25, 2021
Customer #: 49527
Reference 1: 023663.212

SMITH GAMBRELL & RUSSELL LLP
1301 Avenue of the Americas Fl 21
New York, NY 10019-6036
Attention: ROBERT HAMILTON

Order# 83068675 10/22/21 ROBERT HAMILTON	Service Fee	Disbursement	Total
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Service Rep: Nancy Wiford (800) 713-0728 Ext.3546

	Invoice Totals
Service Charges:	\$2,470.00
Disbursement:	3,084.35
State and Local Taxes:	219.26
Total Amount Due:	\$5,773.61

EXHIBIT “C”

SMITH, GAMBRELL & RUSSELL, LLP

**CUSTOMARY AND COMPARABLE COMPENSATION
DISCLOSURE FOR FOURTH INTERIM FEE APPLICATION**

The blended hourly rate for all SGR non-bankruptcy domestic timekeepers, including both professionals and paraprofessionals (the “*Non-Bankruptcy Blended Rate*”), during the Fourth Interim Fee Period was, in the aggregate, approximately \$499.07 per hour.

The blended hourly rate for all SGR timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fourth Interim Fee Period was approximately \$605.54 per hour.⁴

A detailed comparison of these rates is as follows:

Blended Hourly Rate Disclosures		
Timekeeper Category	Non-Bankruptcy Blended Rate	Blended Hourly Rate in Fee Application
Partner	\$626.10	\$722.92
Counsel	\$573.57	\$538.63
Associate	\$353.84	\$428.85
Paraprofessional	\$258.45	\$322.34
Blended Rate	\$499.07	\$605.54

⁴ The timekeepers that are responsible for the vast majority of the fees billed in this bankruptcy case focus on aviation transactions. Aviation is a legal specialty which is generally billed at higher hourly rates at SGR and at other law firms. The Debtors negotiated a reduction in the standard hourly rates charged by the primary SGR timekeepers working on the Debtors’ bankruptcy cases, as detailed herein, in SGR’s First, Second and Third Interim Fee Applications, and in the accompanying Declarations of Peter B. Barlow.

EXHIBIT “D”

SMITH, GAMBRELL & RUSSELL, LLP

BUDGET AND STAFFING PLAN

Budget Period: June 1, 2021 through November 30, 2021

BUDGET

Project Category	Estimated Hours	Estimated Fees
Aircraft Matters	7,700	\$4,717,097.00
Retention and Fee Applications	140	\$85,765.40
Total	8,840	\$4,802,862.40

STAFFING PLAN

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter During Budget Period	Average Hourly Rate
Partner	8	\$706.87
Counsel	1	\$515.00
Associate	2	\$345.00
Paraprofessional	4	\$297.50

EXHIBIT “E”

DECLARATION OF PETER B. BARLOW

[Attached]

**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

**DECLARATION OF PETER B. BARLOW IN SUPPORT OF THE FOURTH INTERIM
AND FINAL FEE APPLICATION OF SMITH, GAMBRELL & RUSSELL, LLP
AS SPECIAL AVIATION COUNSEL TO THE DEBTORS AND DEBTORS-IN-
POSSESSION FOR (I) THE INTERIM PERIOD FROM JUNE 1, 2021 THROUGH
NOVEMBER 30, 2021, AND (II) THE TOTAL COMPENSATION PERIOD FROM
MAY 10, 2020 THROUGH NOVEMBER 30, 2021**

I, PETER B. BARLOW, make this declaration under 28 U.S.C. § 1746 and certify as follows:

1. I am a partner in the law firm of Smith, Gambrell & Russell, LLP (“SGR”), an international law firm with its principal offices located at 1105 W Peachtree Street NE, Suite 1000, Atlanta, Georgia 30309. I am a lead attorney from SGR working on the above-captioned chapter 11 cases (the “*Chapter 11 Cases*”). I am a member in good standing of the Bars of the states of Georgia, New York and Texas, and there are no disciplinary proceedings pending against me.

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); 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.

2. I have read the Fourth Interim and Final Fee Application (the “***Fee Application***”) of Smith, Gambrell & Russell, LLP as Special Aviation Counsel to the Debtors and Debtors-In-Possession for the interim period from June 1, 2021 through November 30, 2021 (the “***Fee Period***”)² and the total compensation period from May 10, 2020 through November 30, 2021. To the best of my knowledge, information, and belief, the statements contained in the Fee Application are true and correct.

3. In addition, and after reasonable inquiry, I believe that the Fee Application complies in all material respects with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York* (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) (the “***Local Guidelines***”), and the *United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* effective as of November 1, 2013 (the “***UST Guidelines***” and together with the Local Guidelines, the “***Fee Guidelines***”).

4. With respect to section C.5 of the UST Guidelines, I certify the following:

Question 1: Did SGR agree to any variations from, or alternatives to, SGR's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Fee Period? If so, please explain.

Answer: Yes. The SGR partners anticipated to be primarily involved in this representation agreed at the time of SGR’s engagement to reduced hourly billing rates during the Fee Period as follows:

Timekeeper	Title	2021 Standard Hourly Rate	Reduced Hourly Rate Applicable During the Fee Period
Jeffrey S. Tenen	Partner	\$885	\$760
Peter B. Barlow	Partner	\$765	\$695
Israel I. Sanchez	Partner	\$765	\$695

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

Timekeeper	Title	2021 Standard Hourly Rate	Reduced Hourly Rate Applicable During the Fee Period
Howard E. Turner	Partner	\$850	\$760
Ronald E. Barab	Partner	\$815	\$740
Brian P. Hall	Partner	\$720	\$655
Joseph C. Mandarino	Partner	\$750	\$685
Ellen H. Fontanella	Counsel	\$575	\$515
Anna Stangle	Associate	\$330	\$305
Lorna J. Virts	Paralegal	\$335	\$320

All other SGR timekeepers performing services pertaining to this engagement charged their time at their standard or customary billing rates without variation.

Question 2: If the fees sought in the Fee Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did SGR discuss the reasons for the variation with the client?

Answer: The fees sought in the Fee Application are significantly less than the fees budgeted for the time period. A copy of SGR's budget for the Fee Period is attached to the Fee Application as **Exhibit "D"**.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: The Application includes 45.5 hours of time, totaling \$25,472.50 in fees, related to reviewing time records and preparing or reviewing invoices to ensure that SGR's time entries comply with the Fee Guidelines and do not disclose privileged or confidential information. These fees represent approximately 0.63% of the total fees billed during the Fee Period.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: As part of the ordinary review of time records to ensure compliance with the Fee Guidelines, certain information may be redacted or edited to protect privileged or confidential information. Any time expended on reviewing and redacting time records for privileged or confidential information is included within the totals set forth in the Answer to Question 4 above.

Question 6: Does the Application include any rate increases since SGR's retention in these cases? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: The Fee Application does not include any rate increases for the professionals set forth in the table provided in response to question 1 above. All other SGR timekeepers performing services pertaining to this engagement charged their time at their standard or customary billing rates without variation.

5. With respect to Section B(1) of the Local Guidelines, I certify the following:
- (a) I have read the Fee Application;
 - (b) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Local Guidelines and are permissible under the relevant rules, court orders, and Bankruptcy Code provisions;
 - (c) except for the discounted rates identified in paragraph 4 above, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by SGR and generally accepted by SGR's clients;
 - (d) in providing a reimbursable expense, SGR does not make a profit on that expense, whether the service is performed by SGR in-house or through a third party;
 - (e) in accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between SGR and any other person for the sharing of compensation to be received in connection with the Chapter 11 Cases, except as authorized pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules; and
 - (f) all services for which compensation is sought were professional services on

behalf of the Debtors and not on behalf of any other person.

6. Pursuant to Section B(2) of the Local Guidelines, and as required by the Interim Compensation Order, I certify that the Debtors and the other Fee Notice Parties have been provided during the Fee Period with statements of fees and out-of-pocket expenses containing lists of professionals and paraprofessionals providing services, their respective billing rates, the work hours expended by each individual, a general description of services rendered, and a reasonably detailed breakdown of out-of-pocket expenses incurred.

7. Pursuant to Section B(3) of the Local Guidelines, I certify that copies of the Fee Application will be provided to the U.S. Trustee, the Debtors and counsel to the Committee at least 14 days before the date set by the Court for filing fee applications in the Chapter 11 Cases.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge and belief.

Dated: January 18, 2022
Atlanta, Georgia

Respectfully submitted,

/s/Peter B. Barlow
Peter B. Barlow