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**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)

**COVERSHEET FOR FINAL APPLICATION OF MORRISON & FOERSTER LLP AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

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 Union, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovias 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); Aviatega, 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); Isle & de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviacion, Sociedad Anonima (Nica, S.A.) (N/A); Regional Express Americas 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 Mexico, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 —15 Bogota, Colombia.



Name of Applicant:	Morrison & Foerster LLP (“ Morrison & Foerster ” or the “ Applicant ”)
Name of Client:	Official Committee of Unsecured Creditors (the “ Committee ”)
Petition Date:	May 10, 2020
Retention Date:	July 14, 2020, <i>nunc pro tunc</i> to May 24, 2020
Date of Order Approving Employment:	July 14, 2020 [ECF No. 460]
Period for which Compensation and Reimbursement is Sought:	May 24, 2020 through July 15, 2021 (the “ Final Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for Final Application Period:	\$5,573,571.67
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary for Final Application Period:	\$94,208.49
Total Compensation and Expenses Previously Awarded by Court / Paid To Date:	See Chart on Next Page
Name and Applicable Billing Rate for Each Person Who Billed Time During the Compensation Period, and Date of Bar Admission for Each Attorney:	See Exhibit C to Application
Total Hours Billed and Total Amount of Billing for Each Person Who Billed Time During the Compensation Period:	See Exhibit C to Application
Blended Hourly Rate for Persons Who Billed Time During the Final Application Period, Excluding Paralegal or Other Paraprofessional Time:	\$915.73

This is a(n): ___ monthly ___ interim X final application.

Summary of Prior Interim Fee Applications:

Date and Dkt. No. of Application	Date and Dkt. No. of Order on Application	Period Covered by Application	Interim Fees Allowed	Interim Fees Paid	Interim Expenses Allowed	Interim Expenses Paid	Fee Holdback
1 st Interim Fee Application ² Filed 11/13/2020 ECF No. 1170	12/17/2020 ECF No. 1278	5/24/2020 – 9/30/2020	\$2,354,572.17	\$1,883,657.74	\$71,810.18	\$71,810.18	\$462,592.57
2 nd Interim Application ³ Filed 03/16/2021 ECF No. 1457	04/29/2021 ECF No. 1599	10/1/2020 – 1/31/2021	\$1,752,495.50	\$1,401,996.40	\$7,835.77	\$7,835.77	\$340,190.70
3 rd Interim Application Filed 7/15/2021 ECF No. 1907	08/19/2021 ECF No. 2038	2/1/2021 – 5/31/2021	\$1,417,551.00	\$1,134,040.80	\$14,451.64	\$14,451.64	\$283,510.20
		6/1/2021 – 7/15/2021 (stub period)	\$48,953.00	\$58,304.06	\$110.90	\$110.90	(\$9,351.06)
			\$5,573,571.67	\$4,477,999.00	\$94,208.49	\$94,208.49	\$1,095,572.67

Note Regarding Third Interim Application: Applicant filed the Third Application after its services in these chapter 11 cases had concluded. In the Third Application, Applicant sought final allowance of all of its fees and expenses for the Final Application Period. The Court granted that application on an interim basis and directed Morrison & Foerster to file this final fee application at the time that the other estate professionals filed their final applications. The Applicant is not seeking any new fees or expenses in this Application that were not included in the Third Application.

² Applicant voluntarily agreed to reduce its fee request by \$10,402.33 for the First Interim Application Period. The amounts in this chart reflect that reduction.

³ Applicant voluntarily agreed to reduce its fee request by \$2,460.50 and expense request by \$511.40 for the Second Interim Application Period. The amounts in this chart reflect those reductions.

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AVIANCA HOLDINGS S.A., *et al.*,¹

Debtors.

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Case No. 20-11133 (MG)

(Jointly Administered)

**FINAL APPLICATION OF MORRISON & FOERSTER LLP AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Morrison & Foerster LLP (“**Morrison & Foerster**” or the “**Applicant**”), former counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Avianca Holdings S.A.

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 Union, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovias 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); Isle& de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviacion, Sociedad Anonima (Nica, S.A.) (N/A); Regional Express Americas 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 Mexico, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 —15 Bogota, Colombia.

and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby submits this application (the “**Application**”) for final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Morrison & Foerster for the period from May 24, 2020 through July 15, 2021 (the “**Final Application Period**” or the “**Compensation Period**”). In support of the Application, Morrison & Foerster respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue before this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”). The Applicant is not seeking compensation under any other provisions of the Bankruptcy Code.

3. This Application has been prepared in accordance with General Order M-447, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (entered June 17, 2013) (the “**Local Guidelines**”), and the *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 as of November 1, 2013) (the “**U.S. Trustee Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Attached hereto as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

BACKGROUND

A. The Chapter 11 Cases

4. On May 10, 2020 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

5. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of the chapter 11 cases is set forth in the *Declaration of Adrian Neuhauser in Support of Chapter 11 Petitions and First Day Pleadings* [ECF No. 20].

6. On May 22, 2020, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code [ECF No. 154].² The Committee selected Caja de Auxilios y Prestaciones de la Asociación Colombiana de Aviadores Civiles Acdac and Delaware Trust Company as its co-chairs (the “**Co-Chairs**”).

7. The Debtors filed the *Disclosure Statement for Joint Chapter 11 Plan of Avianca Holdings S.A. and its Affiliated Debtors* [ECF No. 2138] on September 15, 2021, and on that same date, the Court entered the *Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures; (III) Approving Forms of Ballots; (IV) Establishing*

² The members of the Committee are as follows: (a) Caja de Auxilios y Prestaciones de la Asociación Colombiana de Aviadores Civiles Acdac; (b) The Boeing Company; (c) Puma Energy; (d) SMBC Aviation Capital, Ltd.; (e) KGAL Investment Management GmbH & Co KG; (f) Delaware Trust Company; and (g) Columbian Pilots Union.

Procedures for Allowing Certain Claims for Voting Purposes; (V) Scheduling a Confirmation Hearing; and (VI) Establishing Notice and Objection Procedures [ECF No. 2136]. The Debtors filed the *Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and its Affiliated Debtors* [ECF No. 2259] on October 24, 2021, and 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* [ECF No. 2300] on November 2, 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* [ECF No. 2384] on December 1, 2021. The remainder of the information set forth in Local Guidelines § A(2)(ii) and (iv) is not known to and cannot be reasonably ascertained by the Applicant.

B. The Retention of Morrison & Foerster

8. Following its appointment, the Committee conducted its initial meeting and selected Morrison & Foerster as its counsel.

9. On July 1, 2020 the Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 24, 2020* [ECF No. 371] (the “**Morrison & Foerster Retention Application**”). On July 14, 2020, the Court entered the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 24, 2020* [ECF No. 460] (the “**Retention Order**”).

10. The terms and conditions of the Applicant’s retention and compensation are set forth in the Morrison & Foerster Retention Application and the Retention Order. As set forth therein, Applicant is authorized to apply for compensation for professional services rendered on

an hourly basis and reimbursement of expenses in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, Guidelines, and Interim Compensation Order (as defined herein). The fees and expenses of the Applicant that are authorized to be paid shall be paid by the Debtors' estates. The Applicant does not hold a retainer. In accordance with the Guidelines, the Applicant works with the Co-Chairs to develop a budget and staffing plan for each application period.

11. As of May 1, 2021, Brett H. Miller and Todd M. Goren, the attorneys with primary responsibility for the Committee's representation in the Debtors' chapter 11 cases, resigned from their positions at Morrison & Foerster and joined Willkie Farr & Gallagher LLP ("**Willkie**"). Shortly thereafter, Morrison & Foerster was informed by Willkie that the Committee determined to retain Willkie as its main counsel as of May 1, 2021. The services performed by Morrison & Foerster on or after May 1, 2021 relate primarily to transitioning its representation of the Committee to Willkie in an orderly and efficient manner, filing monthly fee statements, and filing fee applications.

C. The Interim Compensation Order

12. On June 9, 2020, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 256] (the "**Interim Compensation Order**"). Pursuant to the Interim Compensation Order, Applicant is authorized to file and serve its monthly fee statements on the Application Recipients (as defined in the Interim Compensation Order). If no objections are raised prior to the expiration of the applicable Objection Deadline, the Debtors are authorized to pay 80% of the fees and 100% of the expenses identified in such monthly fee statements.

D. Morrison & Foerster's Prior Fee Applications

13. On November 13, 2020, Applicant filed the *First Interim Application of Morrison & Foerster LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period May 24, 2020 Through September 30, 2020* [ECF No. 1170] (the “**First Application**”). In the First Application, Applicant requested payment of \$2,364,974.50 in fees and \$71,810.18 in expenses. On December 17, 2020, the Bankruptcy Court entered an order awarding Applicant \$1,883,657.74 in fees and \$71,810.18 in expenses [ECF No. 1278].³

14. On March 16, 2021, Applicant filed the *Second Interim Application of Morrison & Foerster LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period October 1, 2020 Through January 31, 2021* [ECF No. 1457] (the “**Second Application**”). In the Second Application, Applicant requested payment of \$1,754,956.00 in fees and \$8,347.17 in expenses. On April 29, 2021, the Bankruptcy Court entered an order awarding Applicant \$1,752,495.50 in fees and \$7,835.77 in expenses [ECF No. 1599].⁴

15. On July 15, 2021, after its services to the Committee in these chapter 11 cases had concluded, Applicant filed the *Third Interim and Final Application of Morrison & Foerster LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses* [ECF No. 1907] (the “**Third Application**”). In the Third Application, Applicant requested interim allowance and payment of \$1,417,551.00 in fees and \$14,451.64 in expenses for the third interim period, and interim allowance and payment of \$48,953.00 in fees and \$110.90 in expenses for the “stub” period from June 1, 2021 through July

³ Applicant voluntarily agreed to reduce its fee request by \$10,402.33 for the First Interim Fee Application Period.

⁴ Applicant voluntarily agreed to reduce its fee request by \$2,460.50 and expense request by \$511.40 for the Second Interim Application Period.

15, 2021. Applicant also sought final allowance of \$5,573,571.67 in fees and \$94,208.49 in expenses, but deferred its request for release of applicable fee holdbacks to the time that fee holdbacks attributable to the other estate professionals were released. On August 19, 2021, the Bankruptcy Court entered an order granting the Third Application on an interim basis [ECF No. 2038]. At the hearing on the Third Application, the Court directed Morrison & Foerster to file this final fee application at the time that the other estate professionals filed their final applications. Applicant is not seeking any new fees or expenses in this Application that were not included in the Third Application.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

16. By this Application, Morrison & Foerster requests approval of its fees and expenses relating to professional services provided to the Committee during the Compensation Period.

17. Specifically, Morrison & Foerster requests allowance on a final basis of \$5,667,780.16 for the Final Application Period, consisting of \$5,573,571.67 in fees for professional services rendered to the Committee and \$94,208.49 for reimbursement of actual, reasonable, and necessary expenses incurred by Morrison & Foerster during the Final Application Period.

18. The fees sought by this Application reflect an aggregate of 6,266.9 hours of attorney and paraprofessional time for services rendered during the Final Application Period. The blended hourly rate for both professionals and paraprofessionals was \$893.08 for the Final Application Period. The blended hourly rate for attorneys only was \$915.73 for the Final Application Period. Morrison & Foerster is only seeking compensation for services rendered to the Committee in connection with these chapter 11 cases.

19. Pursuant to this Application, Morrison & Foerster now seeks final payment of the remaining amounts it is owed—namely, the holdback amounts—in connection with its previously-filed monthly fee statements.

20. The Co-Chairs, on behalf of the Committee, have been given the opportunity to review this Application and have approved the requested amounts set forth herein.

21. In the ordinary course of its business, Applicant maintains computerized records of the time spent in connection with providing professional services to the Committee in connection with these chapter 11 cases. Attached hereto as **Exhibit B** is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Final Application Period. In addition, attached hereto as **Exhibit C** is a billing summary for the Final Application Period, which identifies each attorney and paraprofessional who rendered services during the Compensation Period, each attorney's year of bar admission and area of practice, the aggregate time billed by each attorney and paraprofessional during the Final Application Period, the hourly billing rate for each attorney and paraprofessional, and the aggregate amount of fees generated by each professional and paraprofessional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under title 11.

22. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses incurred during the Final Application Period for which reimbursement is sought is attached hereto as **Exhibit D**.

23. Attached hereto as **Exhibit E** is a summary and comparison of the aggregate blended hourly rates billed by Morrison & Foerster's New York and Miami timekeepers to non-

bankruptcy matters during the current fiscal year as available and the blended hourly rates billed to the Committee during the Final Application Period.

24. The Applicant’s invoices for the Compensation Period are attached to the Applicant’s prior fee applications. This Application does not seek any further compensation or expense reimbursement.

25. There is no agreement or understanding between Applicant and any other person, other than partners of Morrison & Foerster, for the sharing of compensation to be received for services rendered in these chapter 11 cases.

26. Morrison & Foerster has been allowed, on an interim basis, fees and expenses in the following amounts on account of its previous interim fee applications:

Date and Dkt. No. of Application	Date and Dkt. No. of Order on Application	Period Covered by Application	Interim Fees Allowed	Interim Fees Paid	Interim Expenses Allowed	Interim Expenses Paid	Fee Holdback
1 st Interim Fee Application ⁵ Filed 11/13/2020 ECF No. 1170	12/17/2020 ECF No. 1278	5/24/2020 – 9/30/2020	\$2,354,572.17	\$1,883,657.74	\$71,810.18	\$71,810.18	\$462,592.57
2 nd Interim Application ⁶ Filed 03/16/2021 ECF No. 1457	04/29/2021 ECF No. 1599	10/1/2020 – 1/31/2021	\$1,752,495.50	\$1,401,996.40	\$7,835.77	\$7,835.77	\$340,190.70
3 rd Interim Application Filed 7/15/2021 ECF No. 1907	08/19/2021 ECF No. 2038	2/1/2021 – 5/31/2021	\$1,417,551.00	\$1,134,040.80	\$14,451.64	\$14,451.64	\$283,510.20
		6/1/2021 – 7/15/2021 (stub period)	\$48,953.00	\$58,304.06	\$110.90	\$110.90	(\$9,351.06)
			\$5,573,571.67	\$4,477,999.00	\$94,208.49	\$94,208.49	\$1,095,572.67

⁵ Applicant voluntarily agreed to reduce its fee request by \$10,402.33 for the First Interim Application Period. The amounts in this chart reflect that reduction.

⁶ Applicant voluntarily agreed to reduce its fee request by \$2,460.50 and expense request by \$511.40 for the Second Interim Application Period. The amounts in this chart reflect those reductions.

**DESCRIPTION OF SERVICES PERFORMED BY MORRISON & FOERSTER
DURING THE COMPENSATION PERIOD**

27. In general, Applicant has represented the Committee in connection with the following aspects of the chapter 11 cases:

- (a) Advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- (b) Assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- (c) Attending meetings and negotiating with the representatives of the Debtors and other parties in interest;
- (d) Assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) Assisting and advising the Committee in connection with the Debtors' assumption or rejection of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code;
- (f) Taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, reviewing and analyzing claims filed against the Debtors' estates;
- (g) Generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses and papers in support of positions taken by the Committee;
- (h) Appearing, as appropriate, before the Court and the United States Trustee, and advocating for the interests of the Committee before the Court and before the United States Trustee; and
- (i) Performing all other necessary legal services in these cases as directed by the Committee in connection with these chapter 11 cases.

28. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Committee during the Compensation Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the chapter 11 cases. The following is a summary of the most significant

professional services rendered by Applicant during the Final Period organized in accordance with Applicant's internal system of task codes.

29. The summary is divided according to the project billing codes that Applicant created to best reflect the categories of tasks that it was required to perform in connection with these chapter 11 cases. Nevertheless, under the circumstances, and given the interconnectedness of the issues in these chapter 11 cases, certain of these categories may overlap with one another and it is possible that fees attributed to a particular category could have been attributed to other categories. For the avoidance of doubt, however, no work performed by Applicant has been included in more than one task code category.

(a) Asset Disposition – 002.

Final Application Period: Fees: \$245.00; Total Hours: 0.2

30. This category includes time spent by Morrison & Foerster attorneys in connection with valuation of the Debtors' assets, including its intellectual property, pledged as collateral for the DIP lenders' liens.

(b) Assumption and Rejection of Leases and Contracts – 003.

Final Application Period: Fees: \$237,837.50; Total Hours: 250.4

31. This category includes time spent by Morrison & Foerster attorneys reviewing, analyzing, and conducting diligence with respect to various matters concerning the assumption or rejection of unexpired leases. During the Compensation Period, Morrison & Foerster attorneys spent time analyzing and reviewing aircraft and equipment leases in connection with the Debtors' various stipulations to reject/assume airline contracts. In addition, this category includes time spent analyzing similar stipulations and agreements in the bankruptcy cases of the Debtors' peer airlines to evaluate potential implications for the estates in these chapter 11 cases.

(c) Budgeting (Case) – 005.

Final Application Period: Fees: \$23,885.00; Total Hours: 28.9

32. This category includes time spent by Morrison & Foerster attorneys in preparing a prospective budget and staffing plan in accordance with the U.S. Trustee Guidelines.

(d) Business Operations – 006.

Final Application Period: Fees: \$310,149.50; Total Hours: 360.0

33. This category includes time spent by Morrison & Foerster on all matters relating to the Debtors' business operations. During the Compensation Period, Morrison & Foerster spent time: (a) analyzing various documents regarding business operations and related reporting; (b) reviewing and analyzing the Debtors' business plan and monthly operating reports; (c) coordinating with the Debtors regarding proposed intercompany transactions and management and board changes; (d) analyzing flight and governmental travel restrictions; and (e) monitoring peer airlines' business operations for precedential value.

(e) Case Administration – 007.

Final Application Period: Fees: \$576,959.00; Total Hours: 662.1

34. This category includes all matters related to the internal administration of the Committee, including participating on weekly videoconference calls with the Committee's professionals, managing various task lists, monitoring the case docket, coordinating with local Colombian counsel and Committee counsel from Willkie regarding open issues, and tracking case deadlines.

35. Morrison & Foerster typically had four regularly-scheduled update calls per week. The first weekly call was attended by the Committee's professionals and usually lasted from 15 to 30 minutes. The second weekly call was attended by the Debtors' professionals and the Committee's professionals and usually lasted from 15 to 30 minutes. The third weekly call

was attended by Morrison & Forester attorneys and usually lasted from 10 to 20 minutes. The purpose of these calls was to share information about the case in an efficient manner and to prepare for the weekly call with the members of the Committee. These three calls were billed to the “Case Administration” task code. The fourth weekly call, which was attended by Committee members, typically occurred the day after the initial professionals’ calls, could last anywhere from 30 to 45 minutes, and was billed to the “Meetings and Communications with Creditors” task code. The purpose of the fourth call was to update the Committee on material developments in the case so that the Committee was informed and could provide its professionals with direction as may be appropriate.

36. These regularly scheduled calls were typically attended by all attorneys that were primary responsible for the representation of the Committee. To ensure that each Committee member’s time was spent efficiently, Morrison & Foerster carefully coordinated and reviewed the progress of open workstreams during these specifically-arranged update calls. In Morrison & Foerster’s experience, this process is much more efficient than requiring senior members of the team to speak with the different workstream teams and then relay relevant information to other workstream teams.

37. The members of the Morrison & Forester team prepared for these calls so that they could share all relevant information with the Committee’s advisors and provide the Committee with the best possible advice and strategy. These workstreams occurred in real time, so Morrison & Foerster believes it was more sensible to have weekly calls where possible to update parties on status and ensure insights from each team were shared with other teams. Attendance was necessary to keep the Committee’s professionals up to date on the various

happenings in the case. It was also necessary to include attorneys from other practice groups to ensure coordination and efficiency.

(f) Claims Administration and Objections – 008.

Final Application Period: Fees: \$190,771.00; Total Hours: 217.1

38. This category includes all time spent by Morrison & Foerster attorneys on issues related to the Debtors' administration of claims and objections thereto. Specifically, Morrison & Foerster attorneys (a) analyzed proof of claims filed by counterparties to the Debtors' aircraft leases; and (b) reviewed claim objections filed by the Debtors' peer airlines in their bankruptcy cases to evaluate potential implications for the estates in these chapter 11 cases.

(g) Corporate Governance and Board Matters – 009.

Final Application Period: Fees: \$26,991.50; Total Hours: 31.2

39. This category includes time spent by Morrison & Foerster attorneys analyzing corporate governance issues, including the Debtors' interactions with their non-Debtor affiliates, as well as time spent drafting and revising the Committee bylaws, and corresponding with the Debtors' counsel regarding their comments to the confidentiality provisions of the bylaws.

(h) Employee Benefits and Pensions – 010.

Final Application Period: Fees: \$40,305.00; Total Hours: 43.9

40. This category includes all time spent by Morrison & Foerster attorneys on issues relating to employee benefits and related obligations. During the Compensation Period, Morrison & Foerster attorneys spent time reviewing, discussing, and conducting diligence with respect to labor/union issues, pre-petition incentive plans for employees, and potential payment options, pension issues, and local labor regulations.

(i) Employment and Fee Applications – 011.

Final Application Period: Fees: \$402,860.00; Total Hours: 543.8

41. This category has been used for two purposes. In the first instance, this category included time spent by Morrison & Foerster with respect to (a) the retention and employment of Morrison & Foerster, including the drafting and filing of its interim fee applications, monthly fee statements, and any supplemental declarations; and (b) corresponding with the Committee's other professionals regarding their first interim fee applications, monthly fee statements, and rate increase disclosures.

42. Since February 2021, however, this category has been used exclusively for time spent on account of Morrison & Foerster's fee statements and fee applications. Thus, the Applicant notes that during the Third Application Period all time billed to this category was on account of Morrison & Foerster's fee statements and fee applications for the Third Application Period.

43. To facilitate this Court's analysis under the "*Mesa*" standard, the Applicant notes that the fees billed by Morrison & Foerster on account of its own fee statements and fee applications during the Final Application Period represent 2.91% of the total fees billed by the Applicant during the Final Application Period.⁷

(j) Employment and Fee Application Objections – 012.

Final Application Period: Fees: \$296,068.00; Total Hours: 345.2

44. This category includes time spent by Morrison & Foerster identifying and resolving informal objections with respect to the retention and employment of the Debtors'

⁷ In the Third Application, the Applicant reported that the fees billed by Morrison & Foerster on account of its own fee statements and fee applications during the Final Application Period represented 3.51% of the total fees billed by the Applicant during the Final Application Period. This percentage, however, was erroneously calculated including fees incurred on account of time spent preparing the Applicant's retention application.

professionals. During the Compensation Period, Morrison & Foerster attorneys and paraprofessionals (a) analyzed the Debtors' professionals' fee statements; (b) coordinated with the Debtors regarding the scope of the Debtors' professionals' engagements; and (c) conducted legal research regarding professionals' retention and fees.

(k) Financing and Cash Collateral – 013.

Final Application Period: Fees: \$747,275.50; Total Hours: 750.9

45. This category includes time spent by Morrison & Foerster on tasks relating to the Debtors' debtor-in-possession financing facility (the "**DIP Facility**") and the related DIP motion [ECF No. 964] (the "**DIP Motion**"), and order authorizing the Debtors to obtain DIP financing [ECF No. 1031] (the "**DIP Order**"). During the Compensation Period, Morrison & Foerster attorneys analyzed the provisions set forth in the DIP Motion, DIP Order, and related DIP documents and prepared for a court hearing on the DIP. Morrison & Foerster attorneys also analyzed documents related to (a) the Debtors' obligors and guarantors under debt facilities, (b) the bondholder RSA, and (c) the Debtors' BAC Credomatic transaction.

(l) Other Litigation – 014.

Final Application Period: Fees: \$225,868.50; Total Hours: 248.2

46. This category includes all time spent by Morrison & Foerster attorneys in connection with the USAVFlow, Citibank, G4S, and other pending adversary proceeding including: (a) analyzing complaints and related pleadings; (b) drafting memoranda to the Committee regarding the impact of the same and the potential impact on recoveries for unsecured creditors; (c) drafting motions to intervene in the adversary proceedings; (d) analyzing Court orders and decisions regarding the USAV proceeding; and (e) corresponding with the Debtors regarding each of the same.

(m) Meetings and Communications with Creditors – 015.

Final Application Period: Fees: \$1,018,776.00; Total Hours: 989.4

47. This category includes time spent by Morrison & Foerster relating to communications with creditors, including preparation for and participation on weekly videoconference calls with the Committee as a whole, as well as calls and correspondence with individual Committee members, and with the Committee's additional advisors. Morrison & Foerster coordinated all of the Committee's activities, including preparing and distributing materials to facilitate Committee deliberations, raising individual Committee member concerns with the entire Committee, setting agendas for Committee videoconference calls, and leading those calls.

48. In order to ensure that Morrison & Foerster provided the most efficient and cost-effective services to the Committee, each weekly Committee call was typically attended by each member of the core Morrison & Foerster team working on this representation. Given the level of activity in these chapter 11 cases during the Compensation Period, these Committee calls required extensive preparation by Morrison & Foerster attorneys.

49. During Committee calls, Morrison & Foerster addressed key issues with the full Committee and its advisors. Prior to such calls, Morrison & Foerster reviewed pending matters requiring the Committee's attention, analyzed any underlying documentation in connection therewith, and coordinated with the Committee's other advisors on providing advice to the Committee. Thereafter, Morrison & Foerster discussed pending matters and ongoing work streams with the Committee and assisted the Committee in formulating a position with respect to each matter and work stream. In addition, during the Compensation Period, Morrison & Foerster provided Committee members with presentations and memoranda addressing pending motions

and upcoming case matters, as well as email updates regarding the status of the chapter 11 cases and any important pleadings or issues that arose between Committee calls.

(n) Plan and Disclosure Statement – 017.

Final Application Period: Fees: \$152,026.00; Total Hours: 154.8

50. This category includes time spent analyzing the Debtors' motion to extend their exclusivity periods [ECF No. 638] and the order granting the same [ECF No. 678], as well as analyzing similar motions filed by the Debtors' peer airlines in their bankruptcy cases to evaluate potential implications for the estates in these chapter 11 cases. In addition, Morrison & Foerster coordinated with the Committee's other advisors and the Debtors' advisors and analyzed various plan structuring issues, including conducting legal research regarding plan structuring considerations and analyzing the draft equity term sheet. Morrison & Foerster analyzed certain claim priority and labor matters under Colombian law.

(o) Relief from Stay and Adequate Protection – 019.

Final Application Period: Fees: \$22,264.00; Total Hours: 28.1

51. This category includes time spent by Morrison & Foerster analyzing, summarizing, and discussing various motions and related pleadings regarding the automatic stay. This category also includes time spent analyzing and summarizing similar motions and related pleadings filed by the Debtors' peer airlines in their bankruptcy cases to evaluate potential implications for the estates in these chapter 11 cases.

(p) Tax – 021

Final Application Period: Fees: \$58,541.50; Total Hours: 44.4

52. This category includes time spent by Morrison & Foerster analyzing the potential tax implications of the Debtors' restructuring. Specifically, Morrison & Foerster attorneys

coordinated with the Debtors regarding tax analysis related to redomiciliation and conducted legal research related to same.

(q) Valuation – 022.

Final Application Period: Fees: \$8,180.50; Total Hours: 7.4

53. This category includes time spent by Morrison & Foerster attorneys working with the Committee's other advisors to diligence the valuation of the Debtors' trademarks.

(r) Discovery – 023.

Final Application Period: Fees: \$5,173.00; Total Hours: 6.3

54. This category includes time spent by Morrison & Foerster attorneys preparing and responding to informal discovery requests and analyzing materials uploaded to the virtual data room.

(s) Hearings – 024.

Final Application Period: Fees: \$255,903.17; Total Hours: 318.4⁸

55. This category includes time spent by Morrison & Foerster attorneys preparing for, attending, and reporting to the Committee regarding Court hearings. During the Compensation Period, the Court held several hearings with respect to a wide variety of issues related to these chapter 11 cases, including approval on a final basis of certain first and second day operational motions, DIP financing, G4S International's motion to dismiss, the USAV Settlement Motion, and multiple omnibus hearings on smaller matters. When hearings addressed multiple motions for which various Morrison & Foerster attorneys were primarily responsible, those hearings were attended by more than one Morrison & Foerster attorney in order to ensure that Morrison & Foerster provided the most efficient and effective representation of the Committee.

⁸ Applicant voluntarily agreed to reduce its fee request relating to hearing attendance by \$10,402.33 for the First Application Period and by \$10,425 for the Second Application Period.

(t) First and Second Day Motions – 025.

Final Application Period: Fees: \$103,646.00; Total Hours: 107.2

56. This category includes time spent by Morrison & Foerster addressing issues related to relief granted pursuant to certain motions filed on the Petition Date or shortly thereafter. During the Compensation Period, Morrison & Foerster reviewed, analyzed, and responded to the first and second day motions and drafted memoranda analyzing the relief sought in the motions for the Committee. Morrison & Foerster spent significant time analyzing and discussing the terms of the final orders with the Committee's other professionals, as well as negotiating changes to the final orders with the Debtors' professionals. Morrison & Foerster also reviewed, analyzed, and corresponded with the Debtors' advisors regarding a proposed intercompany transfer, the amendment of the customer programs order, and the amendment of the foreign creditors order.

(u) Claims Investigation – 026.

Final Application Period: Fees: \$219,557.00; Total Hours: 215.7

57. This category includes time spent by Morrison & Foerster regarding the Committee's investigation of potential estate claims and causes of action that might serve as a source of recovery for the Debtors' unsecured creditors.

Lien Investigation – 027.

Final Application Period: Fees: \$195,079.50; Total Hours: 250.7

58. This category includes time spent by Morrison & Foerster attorneys investigating and analyzing the scope and perfection of liens granted in connection with the Debtors' various secured financing facilities.

Intercompany Claims – 028.

Final Application Period: Fees: \$32,723.50; Total Hours: 31.3

59. This category includes time spent by Morrison & Foerster investigating and analyzing the recharacterization of claims, including coordinating with the Committee's other advisors regarding the same and conducting legal research regarding intercompany claims.

Other Motions/Applications – 029.

Final Application Period: Fees: \$51,866.50; Total Hours: 67.6

60. This category includes time spent reviewing and analyzing other motions and pleadings that the Debtors have filed, or anticipate needing to file, in these chapter 11 cases. This category also includes time spent reviewing and summarizing similar motions filed by the Debtors' peer airlines in their bankruptcy cases to evaluate potential implications for the estates in these chapter 11 cases.

Schedules and Statements – 030.

Final Application Period: Fees: \$3,999.50; Total Hours: 4.7

61. This category includes time spent by Morrison & Foerster analyzing, reviewing, and coordinating with the Committee's other advisors and the Debtors' advisors regarding the Debtors' schedules of assets and liabilities and statements of financial affairs.

Insurance – 031.

Final Application Period: \$916.00; Total Hours: 1.0

62. This category includes time spent analyzing the Debtors' insurance policy renewals request and related materials.

Time Entry Review – 032.

Final Application Period: Fees: \$0.00; Total Hours: 196.4

63. This category includes time spent reviewing and revising attorney and paraprofessional time entries in order to comply with the Guidelines. Applicant incurred \$146,234.00 in fees during the Final Application Period on account of the Time Entry Review project category. However, as a concession to the Debtors' estates and in accordance with the Guidelines, Morrison & Foerster is not seeking compensation for any of the time that it spent in connection with this category.

Mediation – 034.

Final Application Period: \$297,122.00; Total Hours: 267.4

64. This category includes time spent by Morrison & Foerster in connection with the USAV mediation. Specifically, Morrison & Foerster (a) drafted the Committee's mediation statement; (b) analyzed other parties' mediation statements, as well as draft stipulations, settlement term sheets, and proposals exchanged among the parties; (c) prepared for and participated on mediation calls with Judge Chapman; (d) analyzed USAV loan agreement and trust documents; and (e) participated on internal calls regarding mediation strategy.

LATAM Bankruptcy – 038.

Final Application Period: Fees: \$71,042.50; Total Hours: 94.2

65. This category includes time spent by Morrison & Foerster reviewing and analyzing developments in the bankruptcy cases of LATAM Airlines Group S.A. ("LATAM") for relevance to these cases. Specifically, Morrison & Foerster attorneys analyzed LATAM pleadings and case developments in connection with LATAM's proposed DIP financing and its

potential relevance to the Debtors' chapter 11 cases, and analyzed the LATAM docket and hearings for pleadings that have relevance to the Debtors' chapter 11 cases.

**APPLICANT STATEMENT PURSUANT TO
APPENDIX B OF THE U.S. TRUSTEE GUIDELINES**

66. The following statement is provided pursuant to ¶ C.5. of the U.S. Trustee Guidelines.

- (a) **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.

Answer: No.

- (b) **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?

Answer: Information regarding the Applicant's case budgets for the Compensation Period was provided in the First Application, Second Application, and Third Application, respectively.

- (c) **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Answer: No.

- (d) **Question:** Does the fee application include time or fees related to reviewing or revising 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.

Answer: The Applicant spent 196.4 hours totaling \$146,234.00 in fees reviewing and revising time records in the Final Application Period, but is not seeking payment of those fees.

- (e) **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.

Answer: No.

- (f) **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11–458?

Answer: The Application included the Applicant’s standard yearly rate increase for 2021. The Applicant’s hourly rates are consistent with the rates charged by other firms rendering comparable services. In accordance with the Morrison & Foerster Retention Order, the Applicant provided ten business days’ notice of the rate changes to the Debtors, the U.S. Trustee, and the Committee and filed such notice with the Court [ECF No. 1272].

THE SERVICES RENDERED BY MORRISON & FOERSTER WERE REASONABLE, NECESSARY, AND APPROPRIATE

67. Morrison & Foerster respectfully submits that the professional services that it rendered on behalf of the Committee during the Final Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases.

68. Prior to the substitution of Willkie as counsel to the Committee, Morrison & Foerster advised and assisted the Committee in all aspects these Chapter 11 Cases. To this end, as set forth in detail in **Exhibit C** of this Final Application, numerous Morrison & Foerster attorneys and paraprofessionals from various Morrison & Foerster practice groups spent approximately 6,266.9 hours during the Final Application Period rendering professional services on behalf of the Committee.

69. During the Final Application Period, Morrison & Foerster’s hourly billing rates for attorneys ranged from \$425 to \$1,550. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$915.73 for the Final Application Period.

70. The fees charged by Morrison & Foerster in these chapter 11 cases are consistent with Morrison & Foerster's existing billing rates and procedures in effect during the Compensation Period. The rates Morrison & Foerster charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates Morrison & Foerster charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in non-bankruptcy cases in a competitive national legal market.

**THE EXPENSES INCURRED BY MORRISON & FOERSTER WERE
REASONABLE, ACTUAL AND NECESSARY**

71. As set forth in **Exhibit D** attached hereto, Morrison & Foerster has incurred a total of \$94,208.49 in expenses during the Final Application Period. Morrison & Foerster states as follows regarding these expenses:

- (a) It is Morrison & Foerster's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client.
- (b) It is also Morrison & Foerster's policy to charge its clients only the amount actually incurred by Morrison & Foerster in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, computer assisted legal research, third-party copying services, outgoing facsimile transmissions, long-distance telephone calls, airfare, meals, and lodging. However, to comply with the Debtors' billing policy, Morrison & Foerster did not charge for certain of these expenses.

72. The basis for these rates is Morrison & Foerster's calculation of the actual cost of these services. Each of these categories of expenses does not exceed and, in some instances, is below the maximum rate set by the Guidelines. These charges are intended to cover Morrison & Foerster's direct operating costs, which costs are not incorporated into the Morrison & Foerster hourly billing rates. Only clients who actually use services of the types set forth in **Exhibit D** of

this Final Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require such expenses to be incurred on their behalf.

73. Morrison & Foerster believes that the actual expenses incurred in providing professional services during the Final Application Period were necessary, reasonable and justified under the circumstances to serve the needs of the Committee in these chapter 11 cases.

**MORRISON & FOERSTER’S REQUESTED FEES AND REIMBURSEMENT OF
EXPENSES SHOULD BE ALLOWED BY THIS COURT**

74. 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 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . 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 at 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 experience 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).

75. In the instant case, Morrison & Foerster respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Committee. Morrison & Foerster respectfully submits that the services rendered to the Committee were performed economically, effectively and efficiently and the results obtained have benefited the unsecured creditor body as a whole. Morrison & Foerster further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Committee and all parties in interest.

76. Accordingly, Applicant believes that the services rendered during the Compensation Period on behalf of the Committee were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were reasonable, actual and necessary to the performance of Applicant's services.

CONCLUSION

WHEREFORE, Morrison & Foerster respectfully requests that the Bankruptcy Court enter an order:

(a) awarding on a final basis compensation for professional services rendered by Morrison & Foerster during the Final Application Period in the amount of \$5,573,571.67 and reimbursement for actual and necessary expenses incurred by Morrison & Foerster during the Final Application Period in the amount of \$94,208.49;

(b) approving the Debtors' payment of all allowed fees for services rendered and expenses incurred by Morrison & Foerster in connection with these chapter 11 cases that remain unpaid as of the date of entry of the Order;

(d) providing that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Morrison

& Foerster's right to seek additional compensation for services performed and expenses incurred in connection with these chapter 11 cases; and

(e) granting Morrison & Foerster such other and further relief as is just and proper.

Dated: January 18, 2022
New York, New York

MORRISON & FOERSTER LLP

/s/ Juan M. Delgado

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EXHIBIT A

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**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)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF THE FINAL
APPLICATION OF MORRISON & FOERSTER LLP AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED**

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 Union, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovias 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); Isle& de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviacion, Sociedad Anonima (Nica, S.A.) (N/A); Regional Express Americas 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 Mexico, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 —15 Bogota, Colombia.

I, Juan M. Delgado, hereby certify that:

1. I am a partner with Morrison & Foerster LLP (the “**Firm**”), former counsel to the Official Committee of Unsecured Creditors of Avianca Holdings, S.A., *et al.* and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with General Order M-447, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (entered June 17, 2013) (the “**Local Guidelines**”), and the *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 as of November 1, 2013) (the “**U.S. Trustee Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 256] (the “**Interim Compensation Order**”), in connection with the Firm’s application filed contemporaneously herewith (the “**Application**”)², for final compensation and reimbursement of expenses for the period commencing May 24, 2020 through and including July 15, 2021.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines, except as specifically noted in this certification and described in the Application;
- (c) except to the extent that fees or disbursements are prohibited by the Local Guidelines, the fees and disbursements sought by the

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

Application are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients; and

(d) in providing any reimbursable services reflected in the Application, the Firm did not make a profit on such services, whether performed by the Firm in-house or through a third party.

4. I certify that the Firm has complied with the notice provisions of the Interim Compensation Order with respect to notice of its monthly statements of fees and disbursements and this Application.

Dated: January 18, 2022
Miami, Florida

/s/ Juan M. Delgado
Juan M. Delgado

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE**

Task Code	Matter Description	Hours	Fees
2	Asset Disposition	0.20	\$245.00
3	Assumption and Rejection of Leases and Contracts	250.40	\$237,837.50
5	Budgeting (Case)	28.90	\$23,885.00
6	Business Operations	360.00	\$310,149.50
7	Case Administration	662.10	\$576,959.00
8	Claims Administration and Objections	217.10	\$190,771.00
9	Corporate Governance and Board Matters	31.20	\$26,991.50
10	Employee Benefits and Pensions	43.90	\$40,305.00
11	Employment and Fee Applications	543.80	\$402,860.00
12	Employment and Fee Application Objections	345.20	\$296,068.00
13	Financing and Cash Collateral	750.90	\$747,275.50
14	Other Litigation	248.20	\$225,868.50
15	Meetings and Communications with Creditors	989.40	\$1,018,776.00
17	Plan and Disclosure Statement	154.80	\$152,026.00
19	Relief from Stay and Adequate Protection	28.10	\$22,264.00
21	Tax	44.40	\$58,541.50
22	Valuation	7.40	\$8,180.50
23	Discovery	6.30	\$5,173.00
24	Hearings	318.40	\$276,730.50
25	First and Second Day Motions	107.20	\$103,646.00
26	Claims Investigation	215.70	\$219,557.00
27	Lien Investigation	250.70	\$195,079.50
28	Intercompany Claims	31.30	\$32,723.50
29	Other Motions/Applications	67.60	\$51,866.50
30	Schedules and Statements	4.70	\$3,999.50
31	Insurance	1.00	\$916.00
32	Time Entry Review	196.40	\$146,234.00
34	Mediation	267.40	\$297,122.00
38	LATAM Bankruptcy	94.20	\$71,042.50
Total Incurred:		6,266.9	\$5,743,093.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):		n/a	\$(146,234.00)
Less Voluntary Accommodations:		n/a	\$(23,287.83)
Total Requested:		6,266.9	\$5,573,571.67

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE**

Name of Professional	Title, Department & Earliest Licensure <i>Or</i> No. of Years with Firm	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners & Of Counsel				
Aguirre, Alexandra	Title: Partner Dep't: Corporate Licensure: 2001	\$1,050 (2020)	48.30	\$50,715.00
		\$1,150 (2021)	21.80	\$25,070.00
Bullard, Randy	Title: Partner Dep't: Corporate Licensure: 1993	\$1,400 (2021)	0.40	\$560.00
Carbone, Anthony	Title: Partner Dep't: Tax Licensure: 1982	\$1,600 (2020)	1.00	\$1,600.00
Delgado, Juan Manuel	Title: Partner Dep't: Corporate Licensure: 2006	\$1,050 (2020)	136.40	\$143,220.00
		\$1,150 (2021)	63.30	\$72,795.00
Goren, Todd M.	Title: Partner Dep't: Business Restructuring & Insolvency Group ¹ Licensure: 2003	\$1,225 (2020)	455.50	\$557,987.50
		\$1,300 (2021)	173.30	\$225,290.00
James, Trevor L.	Title: Partner Dep't: Tax Licensure: 1989 (England & Wales)	\$1,550 (2021)	32.80	\$50,840.00
Marines, Jennifer L.	Title: Partner Dep't: BRIG Licensure: 2005	\$1,350 (2021)	2.50	\$3,375.00
Miller, Brett H.	Title: Partner Dep't: BRIG Licensure: 1992	\$1,500 (2020)	483.70	\$725,550.00
		\$1,550 (2021)	151.60	\$234,980.00
Smithline, Ruti	Title: Partner Dep't: Litigation Licensure: 2002	\$1,200 (2020)	150.40	\$180,480.00
		\$1,300 (2021)	94.10	\$122,330.00

¹ Hereinafter referred to as "BRIG".

Name of Professional	Title, Department & Earliest Licensure <i>Or</i> No. of Years with Firm	Hourly Billing Rate	Total Hours Billed	Total Compensation
Butterfield, Benjamin	Title: Of Counsel Dep't: BRIG Licensure: 2014	\$975 (2021)	109.20	\$106,470.00
Dopsch, Peter C.	Title: Senior Of Counsel Dep't: Finance Licensure: 1983	\$1,225 (2020)	19.00	\$23,275.00
		\$1,300 (2021)	3.90	\$5,070.00
Richards, Erica J.	Title: Of Counsel Dep't: BRIG Licensure: 2007	\$995 (2020)	167.00	\$166,165.00
		\$1,050 (2021)	65.40	\$68,670.00
			2,179.6	\$2,764,442.50
Associates & Attorneys				
Buksunski, Ian V.	Title: Associate Dep't: Litigation Licensure: 2021	\$650 (2021)	6.90	\$4,485.00
Butterfield, Benjamin	Title: Associate Dep't: BRIG Licensure: 2014	\$880 (2020)	468.40	\$412,192.00
B. P. do Lago, Luiz Fernando	Title: Visiting Int'l Attorney Dep't: Corporate Licensure: Pending	\$580 (2020)	7.00	\$4,060.00
		\$615 (2021)	12.00	\$7,380.00
		\$425 (2021)	17.20	\$7,310.00
Damast, Craig	Title: Attorney Dep't: BRIG Licensure: 1992	\$990 (2020)	1.10	\$1,089.00
		\$1,070 (2021)	105.50	\$112,885.00
Danforth, Julia	Title: Associate Dep't: Corporate Licensure: 2013	\$975 (2021)	26.20	\$25,545.00
Daryanani, Nitesh	Title: Associate Dep't: Litigation Licensure: 2020	\$690 (2020)	3.70	\$2,553.00
Erbeznik, Katherine	Title: Associate Dep't: Tax Licensure: 2012	\$1,000 (2021)	0.50	\$500.00
Gardani, Ludovica	Title: Associate Dep't: Corporate Licensure: 2019	\$540 (2020)	200.10	\$108,054.00
		\$675 (2021)	0.30	\$202.50

Name of Professional	Title, Department & Earliest Licensure <i>Or</i> No. of Years with Firm	Hourly Billing Rate	Total Hours Billed	Total Compensation
Good, Thomas H.	Title: Associate Dep't: BRIG Licensure: 2017	\$810 (2020)	122.40	\$99,144.00
Greer, Jocelyn Edith	Title: Associate Dep't: Litigation Licensure: 2016	\$810 (2020)	108.60	\$87,966.00
		\$925 (2021)	23.40	\$21,645.00
Guardazzi, Fernando	Title: Associate Dep't: Corporate Licensure: 2021	\$585 (2021)	23.00	\$13,455.00
Gunner, Claire	Title: Associate Dep't: Litigation Licensure: 2016	\$810 (2020)	5.00	\$4,050.00
Gupta, Aarti	Title: Associate Dep't: BRIG Licensure: 2018	\$710 (2020)	33.70	\$23,927.00
Kim, Hanna	Title: Associate Dep't: Finance Licensure: 2020	\$560 (2020)	129.00	\$72,240.00
		\$695 (2021)	8.30	\$5,768.50
Lee, Dong Hun	Title: Associate Dep't: Corporate Licensure: 2016	\$810 (2020)	17.80	\$14,418.00
Llerena, Ana Beatriz	Title: Associate Dep't: Corporate Licensure: 2019	\$540 (2020)	125.40	\$67,716.00
		\$675 (2021)	89.40	\$60,345.00
Miranda, Axel	Title: Associate Dep't: Corporate Licensure: 2016	\$720 (2020)	0.50	\$360.00
		\$845 (2021)	65.20	\$55,094.00
Richardson Arnould, Katherine	Title: Associate Dep't: BRIG Licensure: 2019	\$650 (2020)	0.40	\$260.00
Rodriguez, Roberto	Title: Associate Dep't: Corporate Licensure: 2014	\$810 (2020)	206.40	\$167,184.00
		\$925 (2021)	148.60	\$137,455.00
Russell, Miranda Kelsey	Title: Associate Dep't: BRIG Licensure: 2021	\$560 (2020)	23.40	\$13,104.00
		\$650 (2021)	271.00	\$176,150.00
Sardinas, Giselle Caridad	Title: Associate	\$585 (2021)	17.50	\$10,237.50

Name of Professional	Title, Department & Earliest Licensure <i>Or</i> No. of Years with Firm	Hourly Billing Rate	Total Hours Billed	Total Compensation
	Dep't: Corporate Licensure: 2020			
Selick, Allison	Title: Associate Dep't: BRIG Licensure: 2018	\$710 (2020)	1,061.30	\$753,523.00
		\$825 (2021)	484.60	\$399,795.00
			3,813.8	\$2,870,092.50
Paraprofessionals				
Devine, Alex	Title: Summer Associate Dep't: General Legal No. of Years: 1 month	\$300 (2020)	4.30	\$1,290.00
Guido, Laura	Title: Senior Paralegal Dep't: BRIG No. of Years: 13 ½	\$400 (2020)	148.40	\$59,360.00
		\$420 (2021)	84.70	\$35,574.00
Tice, Susan	Title: Senior Paralegal Dep't: Litigation No. of Years: 17	\$425 (2020)	0.90	\$382.50
		\$445 (2021)	4.00	\$1,780.00
Williams, Jenn J.	Title: Paralegal Dep't: Tax No. of Years: 13 months	\$280 (2020)	0.20	\$56.00
Zaccarelli, Monet D.	Title: Paralegal Dep't: Finance No. of Years: 5 ½	\$325 (2020)	23.60	\$7,670.00
Research Services ²	Title: Various Dep't: Research Services	\$345 (2020)	1.50	\$517.50
Research Services	Title: Various Dep't: Research Services	\$320 (2020)	5.0	\$1,600.00
Research Services	Title: Various Dep't: Research Services	\$295 (2020)	0.30	\$88.50
Research Services	Title: Various Dep't: Research Services	\$400 (2021)	0.60	\$240.00

² The Research Services team leverages our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by this group is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

Name of Professional	Title, Department & Earliest Licensure <i>Or</i> No. of Years with Firm	Hourly Billing Rate	Total Hours Billed	Total Compensation
			273.5	\$108,558.50
Total Incurred:			6,266.9	\$5,743,093.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			n/a	\$(146,234.00)
Less Voluntary Accommodations:			n/a	\$(23,287.83)
Total Requested:			6,266.9	\$5,573,571.67

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY
MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE**

Service Description	Amount
Government Fees	\$70.00
Registration Fees	\$140.00
Search Fees	\$14,380.48
Translation Services	\$1,188.11
On-line Research - LEXIS	\$3,192.00
On-line Research - WESTLAW	\$70,776.30
On-line Research - OTHER DATABASE – PACER	\$1,187.70
Outside Copying Service	\$38.06
Air Freight	\$19.24
Miscellaneous Disbursement – Court-Solutions	\$3,728.00
Total Incurred:	\$94,719.89
Less Client Accommodation per Second Interim Fee Order:	\$(511.40)
Total Requested:	\$94,208.49

EXHIBIT E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES¹

	Blended Hourly Rate	
Category of Timekeeper	Billed by New York and Miami Offices (excluding Morrison & Foerster’s bankruptcy group) January 1, 2020 to December 31, 2020²	Billed to Committee During Application Period
Partner	\$1,108.95	\$1,316.16
Senior Of Counsel	\$1,062.58	\$1,237.77
Of Counsel	\$835.99	\$984.01
Attorneys and Senior Associate (7 or more years since first admission) ³	\$787.67	\$869.70
Associate (4-6 years since first admission)	\$647.56	\$716.27
Junior Associate (1-3 years since first admission) ⁴	\$521.68	\$541.81
Summer Associate ⁵	\$260.21	\$300.00

¹ The non-bankruptcy rates set forth in this Exhibit E to the Application reflect average rates charged by attorneys and paraprofessionals in the New York and Miami offices during the Compensation Period. The vast majority of the fees billed by the Applicant to this representation are attributable to four professionals who were selected due to their significant experience in airline restructurings and their ability to manage this complex representation effectively and efficiently. Specifically, of the 6,266.90 hours billed during the Final Application Period, 3,387.60 hours, or 54% were billed by four attorneys: Brett Miller, Todd Goren, Benjamin Butterfield, and Allison Selick. Because these four professionals billed the majority of time in this representation, the average billing rates for the corresponding category of professional is necessarily skewed since it primarily reflects those individuals’ billing rates rather than a true average.

² In accordance with the U.S. Trustee Guidelines, the “Non-Bankruptcy Blended Rate” was calculated using data for timekeepers in each of the Applicant’s domestic offices in which timekeepers collectively billed at least 10% of the hours to the Debtors’ chapter 11 cases during the Application Period and excludes all bankruptcy timekeepers.

³ There are no “Attorney” level non-bankruptcy attorneys in the New York and Miami offices, so the nonbankruptcy blended rate reflects the nationwide billing rate for attorneys at the “Attorney and Senior Associate” level of seniority.

⁴ This category also includes Luiz Fernando B. P. do Lago, a visiting international attorney assisting on this case, for purposes of calculating the blended rate.

Category of Timekeeper	Blended Hourly Rate	
	Billed by New York and Miami Offices (excluding Morrison & Foerster's bankruptcy group) January 1, 2020 to December 31, 2020 ²	Billed to Committee During Application Period
Senior Paralegal	\$353.05	\$407.79
Paralegal	\$258.64	\$324.62
Research Services ⁶	\$300.63	\$330.54
Attorney Blended Rate	\$853.92	\$915.73
Total Blended Rate (Attorneys, Paraprofessionals)	\$803.50	\$893.08

⁵ Applicant's Summer Associates were located in San Francisco during 2020, so the non-bankruptcy blended rate for "Summer Associates" reflects the blended rate for summer associates in the San Francisco office.

⁶ Applicant's Research Services team is located in San Francisco, so the non-bankruptcy blended rate for "Research Services" paraprofessionals reflects the billing rate for paraprofessionals in the San Francisco office.