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Counsel to the Official Committee of Unsecured Creditors

**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)

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.



**COVERSHEET FOR SECOND INTERIM AND FINAL APPLICATION OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Name of Applicant:	Willkie Farr & Gallagher LLP (“ <u>Willkie</u> ” or the “ <u>Applicant</u> ”)
Name of Client:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Petition Date:	May 10, 2020
Retention Date:	June 16, 2021 <i>nunc pro tunc</i> to May 1, 2021
Date of Order Approving Employment:	July 14, 2020 [ECF No. 1802]
Periods for which Compensation and Reimbursement is Sought:	June 1, 2021 through November 30, 2021 (the “ <u>Second Application Period</u> ”) and May 1, 2021 through November 30, 2021 (the “ <u>Final Application Period</u> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for Second Application Period:	\$2,332,825.50
Amount of Compensation Sought as Actual, Reasonable and Necessary for Final Application Period:	\$2,692,065.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary for Second Application Period:	\$10,339.87
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary for Final Application Period:	\$10,359.78
Total Compensation and Expenses Previously Awarded by Court / Paid To Date:	\$359,240.00 (fees) / \$19.91 (expenses)
Name and Applicable Billing Rate for Each Person Who Billed Time During the Compensation Periods, and Date of Bar Admission for Each Attorney:	See <u>Exhibit C</u> to Application
Total Hours Billed and Total Amount of Billing for Each Person Who Billed Time During the Compensation Periods:	See <u>Exhibit C</u> to Application

Blended Hourly Rate for Persons Who Billed Time During the Second Application Period, Excluding Paralegal or Other Paraprofessional Time:	\$1,144.49
Blended Hourly Rate for Persons Who Billed Time During the Final Application Period, Excluding Paralegal or Other Paraprofessional Time:	\$1,151.43

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

Summary of Monthly Fee Statements for Second Application Period:

Date Submitted and ECF No.	Fee Statement Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	Fee Holdback
07/30/2021 Dkt. No. 1953	06/01/2021 – 06/30/2021	\$416,680.00	\$2,330.38	\$333,344.00	\$2,330.38	\$83,336.00
08/30/2021 Dkt. No. 2060	07/01/2021 – 07/31/2021	\$457,934.00	\$282.54	\$366,347.20	\$282.54	\$91,586.80
09/30/2021 Dkt. No. 2173	08/01/2021 – 08/31/2021	\$545,531.50	\$2,904.12	\$436,425.20	\$2,904.12	\$109,106.30
10/29/2021 Dkt. No. 2296	09/01/2021 – 09/30/2021	\$376,064.50	\$2,623.64	\$300,851.60	\$2,623.64	\$75,212.90
12/10/2021 Dkt. No. 2397	10/01/2021 – 10/31/2021	\$457,213.50	\$1,257.87	\$365,770.80	\$1,257.87	\$91,442.70
01/07/2022 Dkt. No. 2430	11/01/2021 – 11/30/2021	\$79,402.00	\$941.32	\$0.00	\$0.00	\$15,880.40
Total:		\$2,332,825.50	\$10,339.87	\$1,802,738.80	\$9,398.55	\$466,565.10

Summary of Monthly Fee Statements for Final Application Period:

Date Submitted and ECF No.	Fee Statement Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	Fee Holdback
7/1/2021 Dkt. No. 1802	05/01/2021 – 05/31/2021	\$359,240.00	\$19.91	\$287,392.00	\$19.91	\$71,848.00
07/30/2021 Dkt. No. 1953	06/01/2021 – 06/30/2021	\$416,680.00	\$2,330.38	\$333,344.00	\$2,330.38	\$83,336.00
08/30/2021 Dkt. No. 2060	07/01/2021 – 07/31/2021	\$457,934.00	\$282.54	\$366,347.20	\$282.54	\$91,586.80
09/30/2021 Dkt. No. 2173	08/01/2021 – 08/31/2021	\$545,531.50	\$2,904.12	\$436,425.20	\$2,904.12	\$109,106.30
10/29/2021 Dkt. No. 2296	09/01/2021 – 09/30/2021	\$376,064.50	\$2,623.64	\$300,851.60	\$2,623.64	\$75,212.90
12/10/2021 Dkt. No. 2397	10/01/2021 – 10/31/2021	\$457,213.50	\$1,257.87	\$365,770.80	\$1,257.87	\$91,442.70
01/07/2022 Dkt. No. 2430	11/01/2021 – 11/30/2021	\$79,402.00	\$941.32	\$63,521.60	\$941.32	\$15,880.40
Total:		\$2,692,065.50	\$10,359.78	\$2,153,652.40	\$10,359.78	\$538,413.10

Summary of Prior Interim Fee Applications:

Date and Docket Number of Application	Period Covered by Application	Date and Dkt. No. of Order on Application	Interim Fees Requested	Interim Fees Allowed	Interim Fees Paid	Interim Expenses Allowed	Interim Expenses Paid	Fee Holdback
1st Interim Fee Application Filed 7/15/2021 Dkt. No. 1901	05/01/2021 – 05/31/2021	08/19/2021 Dkt. No. 2038	\$359,240.00	\$359,240.00	\$287,392.00	\$19.91	\$19.91	\$71,848.00
Totals:			\$359,240.00	\$359,240.00	\$287,392.00	\$19.91	\$19.91	\$71,848.00

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**UNITED STATES BANKRUPTCY COURT
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In re:

AVIANCA HOLDINGS S.A., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11133 (MG)

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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.

**SECOND INTERIM AND FINAL APPLICATION OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Willkie, counsel to the Committee of Avianca Holdings S.A. 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 (a) interim allowance of compensation for professional services rendered and reimbursement of its actual and necessary expenses incurred by Willkie for the Second Application Period, and (b) final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Willkie for the Final Application Period. In support of the Application, Willkie 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* [Docket 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 [Docket 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”).

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) KGAL Investment Management GmbH & Co KG; (e) Delaware Trust Company; and (f) Colombian Pilots Union.

7. On September 15, 2021, the Debtors filed the solicitation version of their proposed *Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors* [Docket No. 2137] (together with the Plan Supplement and all schedules and exhibits thereto, and as amended, supplemented, or modified from time to time, the “Plan”). On November 2, 2021, the Bankruptcy Court entered the *Order (I) Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors and (II) Granting Related Relief* [Docket No. 2300] (the “Confirmation Order”) and on December 1, 2021 (the “Effective Date”), the Plan went effective pursuant to that certain *Notice of (I) Entry of Order Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims* [Docket No. 2384]. The remainder of the information set forth in Local Guidelines § A(2)(iv) is not known to and cannot be reasonably ascertained by the Applicant.

B. The Retention of Willkie

8. Following its appointment, the Committee conducted its initial meeting and selected Morrison & Foerster LLP (“Morrison & Foerster”) as its counsel. On May 24, 2020, following its appointment and the selection of the Co-Chairs, the Committee conducted its initial meeting and selected Morrison & Foerster as its proposed counsel. 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* [Docket No. 371]. 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* [Docket No. 460].

9. On May 1, 2021, Brett H. Miller and Todd M. Goren, the attorneys with primary responsibility for Morrison & Foerster’s representation of the Committee in the Debtors’ chapter

11 cases, resigned from their positions at Morrison & Foerster and joined Willkie.³ Given that Mr. Miller and Mr. Goren represented the Committee since its inception and are intimately familiar with the Debtors' businesses, the Committee's needs, and the progress of the chapter 11 cases, the Committee determined to retain Willkie as its main counsel as of May 1, 2021.

10. On May 21, 2021, the Committee filed the *Application for Entry of an Order Authorizing the Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021* [Docket No. 1720] (the "Retention Application"). On June 16, 2021, the Court entered the *Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021* [Docket No. 1802] (the "Retention Order").

11. The terms and conditions of the Applicant's retention and compensation are set forth in the Retention Application and the Retention Order. As set forth therein, the 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 below). 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.

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* [Docket No. 256] (the "Interim

³ Craig A. Damast also resigned from his position as an attorney at Morrison & Foerster and joined Willkie as counsel as of May 1, 2021.

Compensation Order”). Pursuant to the Interim Compensation Order, the 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. Willkie’s Prior Fee Applications

13. On July 15, 2021, Willkie filed the *First Interim Application of Willkie Farr & Gallagher LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period May 1, 2021 Through May 31, 2021* [Docket No. 1901] (the “First Application”). On August 18, 2021, Willkie filed the *Supplemental Declaration of Brett Miller in Support of First Interim Application of Willkie Farr & Gallagher LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period May 1, 2021 through May 31, 2021* [Docket No. 2036] in further support of its First Application. In the First Application, the Applicant requested payment of \$359,240.00 in fees and \$19.91 in expenses, which the Court approved on August 19, 2021, pursuant to that certain *Omnibus Order Granting Fee Applications of Professionals for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses* [Docket No. 2038].

E. Willkie’s Monthly Invoices for the Second Application Period

14. As shown in the chart below, as of the date hereof the Applicant has received payments totaling \$1,802,738.80 in fees and \$9,398.55 in expenses on account of the Applicant’s monthly fee statements (the “Monthly Invoices”) filed during the Second Application Period. The Monthly Invoices reflect voluntary aggregate deductions of \$14,515.50 in fees, consisting of a 100% reduction for the Applicant’s review of the Monthly Invoices in compliance with the

Guidelines. The Monthly Invoices submitted by the Applicant are subject to a 20% holdback as provided for in the Interim Compensation Order. The aggregate amount of the Applicant's 20% holdback during the Second Application Period is \$466,565.10. To date, no party has objected to the Monthly Invoices.

Date Submitted and ECF No.	Fee Statement Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	Fee Holdback
07/30/2021 Dkt. No. 1953	06/01/2021 – 06/30/2021	\$416,680.00	\$2,330.38	\$333,344.00	\$2,330.38	\$83,336.00
08/30/2021 Dkt. No. 2060	07/01/2021 – 07/31/2021	\$457,934.00	\$282.54	\$366,347.20	\$282.54	\$91,586.80
09/30/2021 Dkt. No. 2173	08/01/2021 – 08/31/2021	\$545,531.50	\$2,904.12	\$436,425.20	\$2,904.12	\$109,106.30
10/29/2021 Dkt. No. 2296	09/01/2021 – 09/30/2021	\$376,064.50	\$2,623.64	\$300,851.60	\$2,623.64	\$75,212.90
12/10/2021 Dkt. No. 2397	10/01/2021 – 10/31/2021	\$457,213.50	\$1,257.87	\$365,770.80	\$1,257.87	\$91,442.70
01/07/2022 Dkt. No. 2430	11/01/2021 – 11/30/2021	\$79,402.00	\$941.32	\$0.00	\$0.00	\$15,880.40
Total:		\$2,332,825.50	\$10,339.87	\$1,802,738.80	\$9,398.55	\$466,565.10

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

15. By this Application, Willkie requests approval of its fees and expenses relating to professional services provided to the Committee during the Final Application Period. Willkie may request allowance of compensation and reimbursement of expenses for services rendered as

Committee counsel after the Final Application Period and reserves the right to supplement this Application to request allowance of such amount prior to the hearing on this Application.

16. Specifically, Willkie requests allowance (a) on an interim basis of \$2,343,165.37 (the “Second Period Compensation Amount”) for the Second Application Period, consisting of \$2,332,825.50 in fees for professional services rendered to the Committee and \$10,339.87 for reimbursement of actual, reasonable, and necessary expenses incurred by Willkie during the Second Application Period; and (b) on a final basis of \$2,702,425.28 for the Final Application Period (which includes the Second Period Compensation Amount), consisting of \$2,692,065.50 in fees for professional services rendered to the Committee and \$10,359.78 for reimbursement of actual, reasonable, and necessary expenses incurred by Willkie during the Final Application Period.

17. The fees sought by this Application reflect (a) an aggregate of 2,094.3 hours of attorney and paraprofessional time spent and recorded in performing services for the Committee during the Second Application Period, and (b) an aggregate of 2,407.6 hours of attorney and paraprofessional time for services rendered during the Final Application Period. The blended hourly rate for both professionals and paraprofessionals was \$1,120.82 for the Second Application Period and \$1,118.43 for the Final Application Period. The blended hourly rate for attorneys only was \$1,144.49 for the Second Application Period and \$1,151.43 for the Final Application Period. Willkie is only seeking compensation for services rendered to the Committee in connection with these chapter 11 cases.

18. 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.

19. In the ordinary course of its business, the 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 Second Application Period and the Final Application Period. In addition, attached hereto as **Exhibit C** is a billing summary for the Second Application Period and the Final Application Period, which identifies each attorney and paraprofessional who rendered services during the Final Application Period, each attorney's year of bar admission and area of practice, the aggregate time billed by each attorney and paraprofessional during the Second Application Period and 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.

20. 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 Second Application Period and the Final Application Period for which reimbursement is sought is attached hereto as **Exhibit D**.

21. Attached hereto as **Exhibit E** is a summary and comparison of the aggregate blended hourly rates billed by Willkie's New York timekeepers to non- bankruptcy matters during the Final Application Period as available and the blended hourly rates billed to the Committee during the Second Application Period and the Final Application Period.

22. Attached hereto as **Exhibit F** is a summary of Willkie's budget for the Second Application Period. The budget was developed prior to filing this Application and was approved by the Committee's chairperson.

23. Attached hereto as **Exhibit G** is a summary of Willkie's staffing plan for the Second Application Period. The staffing plan was developed prior to filing this Application and was approved by the Committee's chairperson.

24. A copy of Applicant's computerized records of fees and expenses for the Final Application Period, in the format specified by the Guidelines, is attached hereto as **Exhibit H**.

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

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

Date and Docket Number of Application	Period Covered by Application	Date and Dkt. No. of Order on Application	Interim Fees Requested	Interim Fees Allowed	Interim Fees Paid	Interim Expenses Allowed	Interim Expenses Paid	Fee Holdback
1st Interim Fee Application Filed 7/15/2021 Dkt. No. 1901	05/01/2021 – 05/31/2021	08/19/2021 Dkt. No. 2038	\$359,240.00	\$359,240.00	\$287,392.00	\$19.91	\$19.91	\$71,848.00
Totals:			\$359,240.00	\$359,240.00	\$287,392.00	\$19.91	\$19.91	\$71,848.00

**DESCRIPTION OF SERVICES PERFORMED BY WILLKIE
DURING THE COMPENSATION PERIOD**

27. In general, the 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 the Committee in the review, analysis, and negotiation of the chapter 11 plan and its accompanying disclosure statement, and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan;
- (f) taking all necessary action to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf and (ii) review and analysis of 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 this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- (i) performing all other necessary legal services in these cases.

28. To provide an orderly and meaningful summary of the services rendered by the Applicant on behalf of the Committee during the Final Application Period, the 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 the Applicant during the Second Application Period and the Final Application Period organized in accordance with Applicant's internal system of task codes.

29. The summary is divided according to the project billing codes that the 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 Analysis and Recovery – 001.

Second Application Period: Fees: \$837.00; Total Hours: 0.9

Final Application Period: Fees: \$7,887.00; Total Hours: 5.6

30. This category includes time spent by Willkie attorneys reviewing analysis regarding asset recovery (including analysis prepared by the Committee’s financial advisor, Alvarez & Marsal North America, LLC (“A&M”) and the Committee’s investment banker, Jefferies LLC (“Jefferies”)) and related documentation.

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

Second Application Period: Fees: \$70,968.50; Total Hours: 60.4

Final Application Period: Fees: \$105,297.50; Total Hours: 87.4

31. This category includes time spent by Willkie attorneys reviewing, analyzing, and conducting diligence with respect to various matters concerning the assumption or rejection of unexpired leases. During the Final Application Period, Willkie attorneys spent time analyzing and reviewing aircraft and equipment leases in connection with several assumption and rejection motions, as well as monitoring negotiations with various airline counterparties in connection with the amendment and/or assumption of related agreements. This category also includes time spent communicating with the Debtors and various creditors regarding these assumption and rejection motions.

(c) Budgeting (Case) – 005.

Second Application Period: Fees: \$6,237.00; Total Hours: 5.9

Final Application Period: Fees: \$8,683.00; Total Hours: 9.2

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

(d) Business Operations – 006.

Second Application Period: Fees: \$38,008.50; Total Hours: 38.0

Final Application Period: Fees: \$53,932.50; Total Hours: 51.1

33. This category includes time spent by Willkie on all matters relating to the Debtors' business operations. During the Final Application Period, Willkie attorneys spent time: (i) analyzing various documents relating to current flight restrictions; (ii) analyzing the Debtors' capital structure, business operations, and related reporting; (iii) corresponding with the Committee and Debtors' professionals regarding current case issues relating to the Debtors' operations, and (iv) coordinating with the Debtors and their contract counterparties with respect to certain operational tasks, such as payments to airport concessionaires.

(e) Case Administration – 007.

Second Application Period: Fees: \$269,448.00; Total Hours: 252.1

Final Application Period: Fees: \$338,724.00; Total Hours: 316.7

34. This category includes all matters related to the internal administration of the Committee and consists in significant part of time related to: (i) weekly internal calls among Willkie team members, (ii) weekly update calls among the Debtors' and Committee's legal and financial advisors, (iii) weekly calls among the Committee's advisors to prepare and discuss agenda items for weekly meetings with the Committee, and (iv) other preparation for weekly videoconference calls with the Committee. This category also includes time related to updating

case task lists, monitoring the case docket, tracking case deadlines, and otherwise managing open workstreams.

35. Willkie typically had four regularly scheduled calls per week. The first weekly call was attended by a subset of the Willkie team and focuses on organizing work streams to be completed during the week and ensuring that such work is completed by applicable upcoming deadlines. This call typically lasted from 15 to 30 minutes. The second weekly call was attended by the Committee's professionals and the Debtors' professionals and usually lasted from 30 to 45 minutes. The third weekly call was attended by the Committee's professionals and usually lasted from 30 to 45 minutes. The purpose of these calls was for the Debtors' and the Committee's professionals to share information about the case in an efficient manner and for the Committee's professionals to prepare for the weekly call with the members of the Committee. All of these calls were billed to the "Case Administration" task code. The fourth weekly call, which was attended by the Committee's professionals and the Committee members, typically occurred the day after the professionals' calls described above, can last anywhere from 30 to 60 minutes, and was billed to the "Meetings and Communications with Creditors" task code. The purpose of this call was to update the Committee on material developments in the case so that the Committee was informed and can provide its individual professionals with direction as may be appropriate.

36. These regularly scheduled calls were typically attended by all Willkie attorneys that are primarily responsible for the representation of the Committee. Based on Mr. Miller and Mr. Goren's experience in these cases since July 2020, this process was much more efficient than requiring senior members of the team to speak with Willkie team members (or other Committee professionals) working on one workstream and then needing to relay relevant information from those discussions to Willkie team members (or other Committee professionals) handling another

workstream. Rather, these discussions took place among all of the necessary professionals on the appropriate weekly call.

37. The members of the Willkie team prepared for these calls so that they could efficiently share all relevant information with the Committee's advisors and provided the Committee with the best possible advice and strategy. These workstreams occurred in real time, so Willkie 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.

Second Application Period: Fees: \$38,485.50; Total Hours: 32.2

Final Application Period: Fees: \$47,559.50; Total Hours: 40.2

38. This category includes time spent by Willkie attorneys: (i) analyzing the Debtors' proposed reconciliation of certain claims; (ii) reviewing certain omnibus claims objections; and (iii) communicating with Committee professionals regarding the claims objections.

(g) Corporate Governance and Board Matters – 009.

Second Application Period: Fees: \$15,710.00; Total Hours: 12.4

Final Application Period: Fees: \$15,710.00; Total Hours: 12.4

39. This category includes time spent by Willkie attorneys analyzing corporate governance issues, including the Debtors' interactions with their non-Debtor affiliates, as well as time spent reviewing and corresponding with Debtors' counsel regarding the Debtors' governance term sheet in connection with their Plan and the related shareholders agreement.

(h) Employee Benefits and Pensions – 010.

Second Application Period: Fees: \$9,478.00; Total Hours: 7.8

Final Application Period: Fees: \$11,167.00; Total Hours: 9.3

40. This category includes all time spent by Willkie attorneys on issues relating to employee benefits and related obligations. During the Final Application Period, Willkie attorneys spent time reviewing, discussing, and conducting diligence with respect to the Debtors' incentive motion to approve bonuses to noninsiders of the Debtors, and potential payment options and pension issues.

(i) Employment and Fee Applications – 011.

Second Application Period: Fees: \$62,217.50; Total Hours: 72.9

Final Application Period: Fees: \$104,712.50; Total Hours: 121.9

41. This category has been used for two purposes. In the first instance, this category included time spent by Willkie with respect to (a) the retention and employment of Willkie, including the drafting and filing of its retention application and supplemental declarations; and (b) corresponding with the Committee's other professionals regarding their interim fee applications, monthly fee statements and supplemental declarations in support of the professionals' retention. Further, pursuant to the Court's request, all time spent on Willkie's monthly and interim fee application is not included in this matter and can be found in Willkie Fee Statements and Applications (Task Code 036).

(j) Financing and Cash Collateral – 013.

Second Application Period: Fees: \$106,491.00; Total Hours: 86.1

Final Application Period: Fees: \$147,661.00; Total Hours: 117.8

42. This category includes time spent by Willkie on tasks relating to the Debtors' exit financing process, including: (i) extensive calls and negotiations with the key stakeholders in the Debtors' cases, as well as the Debtors' and the Committee's professionals regarding the Debtors'

exit financing; (ii) review and analysis of the Debtors' exit financing transaction proposals and related documentation; (iii) review of existing credit documents, including detailed analysis of the credit agreement governing the Debtors' superpriority debtor-in-possession financing facility, dated as of October 13, 2020 (the "DIP Credit Agreement"), the amendments thereto and the order and amended orders authorizing the DIP Credit Agreement and exit financing (including analysis of the conversion rights held by lenders under the Debtors' Tranche B DIP facility); and (iv) review and revision of and correspondence regarding financing term sheets.

(k) Other Litigation – 014.

Second Application Period: Fees: \$1,626.00; Total Hours: 2.2

Final Application Period: Fees: \$1,626.00; Total Hours: 2.2

43. This category includes all time spent by Willkie attorneys reviewing various pleadings filed by the Debtors, including various briefing and stipulations regarding the appeals filed in connection with the Debtors' chapter 11 cases.

(l) Meetings and Communications with Creditors – 015.

Second Application Period: Fees: \$280,711.00; Total Hours: 217.9

Final Application Period: Fees: \$351,851.00; Total Hours: 277.0

44. This category includes time spent by Willkie 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 professionals. Willkie 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.

45. As noted above, in order to ensure that Willkie provided the most efficient and cost-effective services to the Committee, each weekly Committee call was typically attended by each

member of the core Willkie team working on this representation. Their attendance was necessary to keep the Committee's other professionals up to date on the various developments in the case. It was also necessary to include attorneys from other practice groups to ensure coordination and efficiency.

46. During Committee calls, Willkie addressed key legal and operational issues, as well as general case updates, with the full Committee and its advisors. Prior to such calls, Willkie reviewed pending matters requiring the Committee's attention, analyzed any underlying filings and other documentation in connection therewith, and coordinated with the Debtors' other professionals on providing advice to the Committee. Willkie also assisted the Committee in formulating a position with respect to each matter and work stream discussed at weekly meetings. To facilitate these meetings, Willkie also provided Committee members with formal presentations 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.

(m) Plan and Disclosure Statement – 017.

Second Application Period: Fees: \$821,032.00; Total Hours: 631.6
Final Application Period: Fees: \$837,753.00; Total Hours: 646.3

47. This category includes time spent during the Final Application Period: (i) negotiating the Debtors plan and exit financing with the Debtors and other key parties, including extensive settlement discussions with various lenders, shareholders and the Debtors; (ii) reviewing and analyzing the Debtors' additional exclusivity motion; (iii) drafting of a letter on behalf of the Committee outlining support for the Debtors' Plan; (iv) reviewing and analyzing objections filed by equity holders and other constituents to the Debtors' Plan; (v) preparing for the confirmation hearing on the Debtors' Plan; (vi) follow up with counsel to the Debtors on post-hearing briefing

required in connection with confirmation by the Court; (vii) analyzing appeal; and (viii) extensive communications with the Debtors' professionals on Plan formulation and confirmation.

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

Second Application Period: Fees: \$749.00; Total Hours: 0.7

Final Application Period: Fees: \$749.00; Total Hours: 0.7

48. This category includes time spent by Willkie analyzing, summarizing, and discussing various motions and related pleadings regarding the automatic stay.

(o) Reporting – 020

Second Application Period: Fees: \$1,516.50; Total Hours: 1.8

Final Application Period: Fees: \$1,730.50; Total Hours: 2.0

49. This category includes time spent by Willkie reviewing and analyzing the Debtors' monthly operating reports and 2015.3 reports.

(p) Tax – 021

Second Application Period: Fees: \$14,051.00; Total Hours: 8.3

Final Application Period: Fees: \$15,428.00; Total Hours: 9.1

50. This category includes time spent by Willkie analyzing the potential tax implications of the Debtors' restructuring. Specifically, Willkie attorneys coordinated with the Debtors and the Committee's other professionals regarding tax analysis related to redomiciliation and conducted legal research related to same.

(q) Discovery – 023.

Second Application Period: Fees: \$5,040.00; Total Hours: 2.8

Final Application Period: Fees: \$5,040.00; Total Hours: 2.8

51. This category includes time spent by Willkie attorneys reviewing discovery and document productions from the Debtors, as well as corresponding with the Debtors regarding various diligence requests.

(r) Hearings – 024.

Second Application Period: Fees: \$96,132.50; Total Hours: 81.9

Final Application Period: Fees: \$96,886.50; Total Hours: 82.5

52. This category includes time spent by Willkie attorneys preparing for, attending, and reporting to the Committee regarding Court hearings. During the Final Application Period, the Court held several hearings with respect to a wide variety of issues related to these chapter 11 cases, including certain claims settlement motions, approval of the Debtors' Disclosure Statement and confirmation of the Debtors' Plan. Willkie attorneys also attended hearings in the LATAM bankruptcy that related to or could impact the Debtors' chapter 11 cases or exit financing process. When hearings addressed multiple motions for which various Willkie attorneys were primarily responsible, those hearings were attended by more than one Willkie attorney in order to ensure that Willkie provided the most efficient and effective representation of the Committee.

(s) First and Second Day Motions – 025.

Second Application Period: Fees: \$1,080.00; Total Hours: 0.6

Final Application Period: Fees: \$1,080.00; Total Hours: 0.6

53. This category includes time spent by Willkie attorneys reviewing and analyzing certain first and second day motions for their impact on future matters in these cases.

(t) Claims Investigation – 026.

Second Application Period: Fees: \$328,307.00; Total Hours: 399.7

Final Application Period: Fees: \$356,000.00; Total Hours: 420.6

54. This category includes time spent by Willkie attorneys regarding the Committee's investigation of potential causes of action, communicating and reviewing materials relating to the status of the Committee's claims investigation, and analyzing asset searches as they relate to potential sources of value for the Debtors' estates and, in turn, their unsecured creditors.

(u) Lien Investigation – 027.

Second Application Period: Fees: \$130,098.00; Total Hours: 114.9

Final Application Period: Fees: \$138,296.00; Total Hours: 121.9

55. This category includes time spent investigating the validity and perfection of the liens securing the Debtors' secured debt, including by reviewing debt documentation and other related diligence. Willkie extensively analyzed these documents and engaged in frequent correspondence with Debtors' special aviation counsel (in addition to regular internal discussions) to finalize its investigation.

(v) Intercompany Claims – 028.

Second Application Period: Fees: \$3,800.00; Total Hours: 3.0

Final Application Period: Fees: \$5,900.00; Total Hours: 4.4

56. This category includes time spent by Willkie attorneys reviewing A&M's intercompany claims analysis and consideration of issues relating to potential recharacterization of claims.

(w) Other Motions/Applications – 029.

Second Application Period: Fees: \$10,948.00; Total Hours: 9.8

Final Application Period: Fees: \$14,557.00; Total Hours: 12.5

57. 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.

(x) Schedules and Statements – 030.

Second Application Period: Fees: \$0.00; Total Hours: 0.0

Final Application Period: Fees: \$3,981.00; Total Hours: 2.8

58. This category includes time spent reviewing the Debtors’ amended Statements of Financial Affairs (“SOFAs”) and Schedules of Assets and Liabilities (“Schedules”) and communicating with the Committee and Debtors’ professionals regarding the amended SOFAs and Schedules.

(y) Time Entry Review – 032.

Second Application Period: Fees: \$14,515.50; Total Hours: 24.6

Final Application Period: Fees: \$14,729.50; Total Hours: 24.8

59. This category includes time spent reviewing and revising attorney and paraprofessional time entries in order to comply with the Guidelines. Willkie incurred \$14,515.50 in fees during the Second Application Period and \$14,729.50 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, Willkie is not seeking compensation for any of the time that it spent in connection with this category.

(z) Willkie Fee Statements and Applications – 036.

Second Application Period: Fees: \$19,853.50; Total Hours: 25.8

Final Application Period: Fees: \$19,853.50; Total Hours: 25.8

60. This category includes the time spent preparing Willkie’s monthly fee statements and interim fee application. To facilitate this Court’s analysis under the “Mesa” standard, Willkie notes that the fees billed by Willkie on account of its own fee statements and fee applications during the Second and Final Application Periods represents less than 1% of the total fees billed by Willkie during the Final Application Period.

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

61. 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: Yes. In agreement with the U.S. Trustee, Willkie agreed to charge the same hourly rates for Brett Miller, Todd Goren and Craig Damast as the rates they used at Morrison & Foerster, resulting in a discount on Willkie's fees in the amount of \$29,814.50.

- (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: A chart comparing the amounts billed to each project category to the amount budgeted for each project category is attached hereto as **Exhibit F**. In total, the fees sought for the Second Application Period (\$2,332,825.50) are less than the fees budgeted (\$2,447,500.00) for the time period covered by this Application.

- (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 24.8 hours totaling \$19,853.50 in fees reviewing and revising time records in the Second and Final Application Periods, 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 Willkie's 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 [Docket No. 2145].

**THE SERVICES RENDERED BY WILLKIE
WERE REASONABLE, NECESSARY, AND APPROPRIATE**

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

63. During the Second and Final Application Periods, Willkie's hourly billing rates for attorneys ranged from \$410 to \$1,900. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$1,144.49 for the Second Application Period and \$1,151.43 for the Final Application Period.

64. The fees charged by Willkie in these chapter 11 cases are consistent with Willkie's existing billing rates and procedures in effect during the Final Application Period. The rates Willkie charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates Willkie 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 WILLKIE WERE
REASONABLE, ACTUAL AND NECESSARY**

65. As set forth in **Exhibit D** attached hereto, Willkie has incurred a total of \$10,339.87 in expenses on behalf of the Committee in providing professional services during the Second Application Period and \$10,359.78 in expenses during the Final Application Period. Willkie states as follows regarding these expenses:

- (a) It is Willkie'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 Willkie's policy to charge its clients only the amount actually incurred by Willkie in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, computer assisted legal research, filing fees, e-discovery consultants, third-party copying services, long-distance telephone calls and meals.

66. The basis for these rates is Willkie'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 Willkie's direct operating costs, which costs are not incorporated into the Willkie 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.

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

**WILLKIE’S REQUESTED FEES AND REIMBURSEMENT OF
EXPENSES SHOULD BE ALLOWED BY THIS COURT**

68. 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).

69. In the instant case, Willkie respectfully submits that the services for which it seeks compensation in this Application, which includes the Second Application Period and the Final Application Period, were necessary for and beneficial to the Committee. Willkie 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. Willkie

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.

70. Accordingly, Willkie believes that the services rendered during the Final Application 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, Willkie respectfully requests that the Bankruptcy Court enter an order:

(a) awarding on an interim basis compensation for professional services rendered during the Second Application Period in the amount of \$2,332,825.50 and reimbursement for actual and necessary expenses incurred by Willkie during the Second Application Period in the amount of \$10,339.87;

(b) awarding on a final basis compensation for professional services rendered by Willkie during the Final Application Period in the amount of \$2,692,065.50 and reimbursement for actual and necessary expenses incurred by Willkie during the Final Application Period in the amount of \$10,359.78;

(c) approving the Debtors' payment of all allowed fees for services rendered and expenses incurred by Willkie in connection with these chapter 11 cases that remain unpaid as of the date of entry of the Order; provided, further, that this Application shall serve as a request for the release of Willkie's fee holdback in connection with approval of its Final Fee Application;

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

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

(e) granting Willkie such other and further relief as is just and proper.

Dated: January 18, 2022
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Brett H. Miller

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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)

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.

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF THE SECOND INTERIM AND FINAL
APPLICATION OF WILLKIE FARR & GALLAGHER LLP AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES INCURRED**

I, Brett H. Miller, hereby certify that:

1. I am a partner with Willkie Farr & Gallagher LLP (the “Firm”), which serves as 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 and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013) (the “Local Guidelines”) in connection with the Firm’s application filed contemporaneously herewith (the “Application”),² for interim and final compensation and reimbursement of expenses for the period commencing May 1, 2021 through and including November 30, 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 Application are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and

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

- (d) in providing any reimbursable service, the Firm did not make a profit on such service, 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
New York, New York

/s/ Brett H. Miller
Brett H. Miller

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY WILLKIE FARR & GALLAGHER LLP ON BEHALF OF THE COMMITTEE**

		Second (June 1, 2021 through November 30, 2021)		Final (May 1, 2021 through November 30, 2021)	
Task Code	Matter Description	Hours	Fees	Hours	Fees
1	Asset Analysis and Recovery	0.9	\$837.00	5.6	\$7,887.00
3	Assumption and Rejection of Leases and Contracts	60.4	\$70,968.50	87.4	\$105,297.50
5	Budgeting (Case)	5.9	\$6,237.00	9.2	\$8,683.00
6	Business Operations	38.0	\$38,008.50	51.1	\$53,932.50
7	Case Administration	252.1	\$269,448.00	316.7	\$338,724.00
8	Claims Administration and Objections	32.2	\$38,485.50	40.2	\$47,559.50
9	Corporate Governance and Board Matters	12.4	\$15,710.00	12.4	\$15,710.00
10	Employee Benefits and Pensions	7.8	\$9,478.00	9.3	\$11,167.00
11	Employment and Fee Applications	72.9	\$62,217.50	121.9	\$104,712.50
12	Employment and Fee Application Objections	0.0	\$0.00	0.0	\$0.00
13	Financing and Cash Collateral	86.1	\$106,491.00	117.8	\$147,661.00
14	Other Litigation	2.2	\$1,626.00	2.2	\$1,626.00
15	Meetings and Communications with Creditors	217.9	\$280,711.00	277.0	\$351,851.00
17	Plan and Disclosure Statement	631.6	\$821,032.00	646.3	\$837,753.00
19	Relief from Stay and Adequate Protection	0.7	\$749.00	0.7	\$749.00
20	Reporting	1.8	\$1,516.50	2.0	\$1,730.50
21	Tax	8.3	\$14,051.00	9.1	\$15,428.00
22	Valuation	0.0	\$0.00	0.0	\$0.00
23	Discovery	2.8	\$5,040.00	2.8	\$5,040.00
24	Hearings	81.9	\$96,132.50	82.5	\$96,886.50
25	First and Second Day Motions	0.6	\$1,080.00	0.6	\$1,080.00
26	Claims Investigation	399.7	\$328,307.00	420.6	\$356,000.00
27	Lien Investigation	114.9	\$130,098.00	121.9	\$138,296.00
28	Intercompany Claims	3.0	\$3,800.00	4.4	\$5,900.00
29	Other Motions/Applications	9.8	\$10,948.00	12.5	\$14,557.00
30	Schedules and Statements	0.0	\$0.00	2.8	\$3,981.00

31	Insurance	0	\$0.00	0.0	\$0.00
32	Time Entry Review	24.6	\$14,515.50	24.8	\$14,729.50
34	Mediation	0.0	\$0.00	0.0	\$0.00
36	Willkie Fee Statements and Applications	25.8	\$19,853.50	25.8	\$19,853.50
Total Incurred:		2,094.3	\$2,347,341.00	2,407.6	\$2,706,795.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):		n/a	\$(14,515.50)	n/a	\$(14,729.50)
Less Accommodations per First Interim Fee Order:		n/a	\$(0.00)	n/a	n/a
Total Requested:		2,094.3	\$2,332,825.50	2,407.6	\$2,692,065.50

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL
BY WILLKIE FARR & GALLAGHER LLP ON BEHALF OF THE COMMITTEE**

	I	I	Second (June 1, 2021 through November 30, 2021)I		Final (May 1, 2021 through November 30, 2021)I	
Name of Professional	Year Admitted or No. of Years with Firm / Departments	Hourly Billing Rate	Total Hours Billed	Total Compensation	Total Hours Billed	Total Compensation
Partners						
James C. Dugan	1994 / Litigation	\$1,800 / \$1,900	29.1	\$52,910.00	29.1	\$52,910.00
Weston Eguchi	2006 / Corporate & Financial Services	\$1,275 / \$1,350	33.4	\$42,615.00	33.4	\$42,615.00
Matthew Freimuth	2002 / Litigation	\$1,550	15.3	\$23,715.00	22.4	\$34,720.00
A. Mark Getachew	2003 / Corporate & Financial Services	\$1,650 / \$1,750	13.4	\$23,020.00	13.4	\$23,020.00
Todd Goren	2003 / Business Reorganization & Restructuring (“ BR&R ”)	\$1,350 / \$1,430	258.5	\$354,047.00	300.2	\$410,342.00
Brian S. Lennon	2004 / BR&R	\$1,650	3.4	\$5,370.00	3.4	\$5,370.00
Vadim Mahmoudov	2000 / Tax	\$1,700 / \$1,800	7.6	\$13,260.00	7.6	\$13,260.00
Brett H. Miller	1992 / BR&R	\$1,500 / \$1,650	343.8	\$528,855.00	409.4	\$627,255.00
Jane Scobie	1998 (England & Wales) / Tax	\$1,750	2.3	\$4,025.00	2.3	\$4,025.00
Counsel / Senior Counsel						
Cindy Chernuchin	1985 / Corporate & Financial Services	\$1,225	0.4	\$490.00	0.4	\$490.00
Henry Cohn	1981 / Tax	\$1,800 / \$1,900	4.8	\$8,770.00	5.5	\$10,030.00
Craig A. Damast	1992 / BR&R	\$1,070 / \$1,135	262.7	\$284,995.50	316.2	\$342,882.50
Associates						
Azra Baksic	2001 / Litigation / Document Review Attorney	\$410	147.6	\$60,516.00	147.6	\$60,516.00
Natalia Benitez	2020 / Litigation	\$775	0.5	\$387.50	0.5	\$387.50
Pablo Benjumea Gutierrez	2021 (Illinois) / Corporate & Financial Services	\$775	7.2	\$5,580.00	7.2	\$5,580.00
Agustina Berro	2013 / BR&R	\$1,170	80.2	\$93,834.00	82.8	\$96,876.00
Joseph Brandt	2021 / BR&R	\$460 / \$615 / \$825	106.4	\$65,963.50	115.5	\$70,149.50
Robert Engelke	2018 / BR&R	\$1,010 / \$1,125	296.5	\$306,836.50	366.6	\$377,637.50
Vincent Iannece	2016 / Litigation	\$1,115 / \$1,240	56.3	\$63,312.00	56.3	\$63,312.00
Alina Mian	2019 / Litigation	\$930 / \$1,070	72.0	\$67,660.00	72.0	\$67,660.00
Erin Ryan	2019 / BR&R	\$930	50.6	\$47,058.00	55.9	\$51,987.00

Debra M. Sinclair	2014 / BR&R	\$1,170 / \$1,260	214.6	\$256,518.00	251.1	\$299,223.00
Law Clerk						
Makobe Tabengwa	Litigation	\$460	19.3	\$8,878.00	19.3	\$8,878.00
Paraprofessionals						
Alison R. Ambeault	Associate Director, Practice Support / 15 ½ years	\$460 / \$490	49.7	\$23,165.00	67.5	\$31,353.00
Michael Arakelyan	LTS Senior Project Coordinator / 14 years	\$325	0.4	\$130.00	0.4	\$130.00
Davis Gonsalves	BR&R Paralegal / 2 years	\$280	0.4	\$112.00	0.4	\$112.00
Ashley Halloran	BR&R Paralegal / 6 months	\$280 / \$295	12.0	\$3,384.00	12.0	\$3,384.00
John Kaelin	BR&R Paralegal / 2 years	\$280	0.3	\$84.00	3.0	\$840.00
Henriona Pepaj	LTS Senior Project Coordinator / 20 years	\$325	3.8	\$1,235.00	3.8	\$1,235.00
Bonnie Schmidt	Senior Corporate Paralegal / 19 years	\$400	0.8	\$320.00	0.8	\$320.00
Isabelle Van Oppen	BR&R Paralegal / 6 months	\$295	1.0	\$295.00	1.0	\$295.00
Total Incurred:			2,094.3	\$2,347,341.00	2,407.6	\$2,706,795.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			n/a	\$(14,729.50)	n/a	\$(14,729.50)
Less Accommodations per First Interim Fee Order:			n/a	\$(0.00)	n/a	\$(0.00)
Total Requested:			2,094.3	\$2,332,825.50	2,407.6	\$2,692,065.50

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY
WILLKIE FARR & GALLAGHER LLP ON BEHALF OF THE COMMITTEE**

	Second (June 1, 2021 through November 30, 2021)	Final (May 1, 2021 through November 30, 2021)
Service Description	Amount	Amount
Overnight Delivery (Federal Express)	\$0.00	\$19.91
Teleconferencing	\$41.74	\$41.74
Air Freight	\$20.12	\$20.12
Data Acquisition (including Legal Research)	\$4,117.86	\$4,117.86
Transcript Costs	\$387.60	\$387.60
Local Meals	\$306.37	\$306.37
Outside Consultants (including e-discovery consultants)	\$4,944.91	\$4,944.91
Filing Fees	\$466.27	\$466.27
Postage / Messenger / Overnight Delivery	\$55.00	\$55.00
Total Incurred:	\$10,339.87	\$10,359.78

EXHIBIT E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

	Blended Hourly Rate		
Category of Timekeeper	Billed by New York Offices (May 1, 2021 through November 30, 2021)	Billed to Committee in the Second Application Period	Billed to Committee in the Final Application Period
Partner	\$1,486.60	\$1,482.48	\$1,477.74
Counsel / Senior Counsel	\$1,372.14	\$1,098.38	\$1,097.18
Associates	\$944.71	\$1,213.94	\$946.20
Law Clerks	\$610.70	\$460.00	\$460.00
Paraprofessionals	\$349.76	\$419.96	\$423.72
Total Blended Rate (Attorneys and Paraprofessionals)	\$1,100.21	\$1,120.82	\$1,118.43

EXHIBIT F

BUDGET FOR THE SECOND APPLICATION PERIOD
(ESTIMATED VS. ACTUAL)

Task Code	Matter Description	Actual Hours	Actual Fees	Estimated Hours	Estimated Fees
1	Asset Analysis and Recovery	0.9	\$837.00	15.0	\$16,500.00
3	Assumption and Rejection of Leases and Contracts	60.4	\$70,968.50	75.0	\$82,500.00
5	Budgeting (Case)	5.9	\$6,237.00	10.0	\$11,000.00
6	Business Operations	38.0	\$38,008.50	45.0	\$49,500.00
7	Case Administration	252.1	\$269,448.00	245.0	\$269,500.00
8	Claims Administration and Objections	32.2	\$38,485.50	45.0	\$49,500.00
9	Corporate Governance and Board Matters	12.4	\$15,710.00	15.0	\$16,500.00
10	Employee Benefits and Pensions	7.8	\$9,478.00	15.0	\$16,500.00
11	Employment and Fee Applications	72.9	\$62,217.50	65.0	\$71,500.00
12	Employment and Fee Application Objections	0.0	\$0.00	0.0	\$0.00
13	Financing and Cash Collateral	86.1	\$106,491.00	20.0	\$22,000.00
14	Other Litigation	2.2	\$1,626.00	200.0	\$220,000.00
15	Meetings and Communications with Creditors	217.9	\$280,711.00	700.0	\$770,000.00
17	Plan and Disclosure Statement	631.6	\$821,032.00	0.0	\$0.00
19	Relief from Stay and Adequate Protection	0.7	\$749.00	5.0	\$5,500.00
20	Reporting	1.8	\$1,516.50	15.0	\$16,500.00
21	Tax	8.3	\$14,051.00	100.0	\$110,000.00
22	Valuation	0.0	\$0.00	0.0	\$0.00
23	Discovery	2.8	\$5,040.00	25.0	\$27,500.00
24	Hearings	81.9	\$96,132.50	75.0	\$82,500.00
25	First and Second Day Motions	0.6	\$1,080.00	0.0	\$0.00
26	Claims Investigation	399.7	\$328,307.00	350.0	\$385,000.00
27	Lien Investigation	114.9	\$130,098.00	100.0	\$110,000.00
28	Intercompany Claims	3.0	\$3,800.00	0.0	\$0.00
29	Other Motions/Applications	9.8	\$10,948.00	25.0	\$27,500.00
30	Schedules and Statements	0.0	\$0.00	0.0	\$0.00
31	Insurance	0	\$0.00	0.0	\$0.00
32	Time Entry Review	24.6	\$14,515.50	50.0	\$55,000.00
34	Mediation	0.0	\$0.00	0.0	\$0.00
36	Willkie Fee Statements and Applications	25.8	\$19,853.50	30.0	\$33,000.00
Total Incurred:		2,094.3	\$2,347,341.00	2,225.0	\$2,447,500.00

EXHIBIT G

STAFFING PLAN FOR THE SECOND APPLICATION PERIOD

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Senior Partner	2	\$1,750.00
Junior Partner	4	\$1,480.00
Counsel	1	\$1,275.00
Senior Associate (7 or more years since first admission)	3	\$1,225.00
Midlevel Associate (4-6 years since first admission)	4	\$1,100.00
Junior Associate (1-3 years since first admission)	2	\$900.00
Discovery/Document Review Attorneys	2	\$565.00
Paralegal	2	\$460.00
All timekeepers aggregated	20	\$1,094.38¹

¹ The average hourly rate for all timekeepers was calculated by adding the average hourly rate for each category of timekeeper, and then dividing by the number of different timekeeper categories.

EXHIBIT H

BILLING DETAIL FOR FINAL APPLICATION PERIOD

MAY 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22110011
Client/Matter No. 128272.00001
June 30, 2021

FOR PROFESSIONAL SERVICES RENDERED

through May 31, 2021 as set out in the
attached detail

Asset Analysis and Recovery	\$	7,050.00
Assumption and Rejection of Leases and Contracts	\$	34,329.00
Budgeting (Case)	\$	2,446.00
Business Operations	\$	15,924.00
Case Administration	\$	69,276.00
Claims Administration and Objections	\$	9,074.00
Employee Benefits and Pensions	\$	1,689.00
Employment and Fee Applications	\$	42,495.00
Financing and Cash Collateral	\$	41,170.00
Meetings and Communications with Creditors	\$	71,140.00
Plan and Disclosure Statement	\$	16,721.00
Reporting	\$	214.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22110011

Client/Matter No. 128272.00001

Tax	\$ 1,377.00
Hearings	\$ 754.00
Claims Investigation	\$ 27,693.00
Lien Investigation	\$ 8,198.00
Intercompany Claims	\$ 2,100.00
Other Motions/Applications	\$ 3,609.00
Schedules and Statements	\$ 3,981.00
Disbursements and Other Charges	<u>19.91</u>
Total this Invoice	<u><u>\$ 359,259.91</u></u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22110011

Client/Matter No. 128272.00001

Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/12/21	B M	Review materials regarding the assets at the Debtors' various subsidiaries (2.6); discussions with FTI regarding the Debtors' assets (.8); review of the Debtors' trading prices for bonds and claims (.4); memorandum for the committee regarding asset values (.6).	4.40 \$	6,600.00
5/31/21	B M	Review materials regarding the options for the sale of SAI.	0.30	450.00
Sub-Total			4.70	7,050.00

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/7/21	CAD	Review/analyze Debtors' motion for an order authorizing them to assume existing aircraft leases, as amended, w/ EAIIV 2015 (.3); review/analyze Debtors' motion for an order authorizing them to assume existing aircraft leases, as amended, w/ EAIIV 2016 (.3); review/analyze Debtors' motion for an order authorizing them to assume existing aircraft leases, as amended, w/ JOLCO I (.3); review/analyze Debtors' motion for an order authorizing them to assume existing aircraft leases, as amended, w/ JOLCO II (.3); discuss same and analysis/next steps w/ R. Engelke (.3); correspondence w/ Alton/Jefferies teams regarding unredacted versions of same and analysis/next steps (.2) and review unredacted versions (.4).	2.10 \$	2,247.00
5/7/21	T G	Review motions to approve entry into aircraft leases.	0.90	1,215.00
5/7/21	R E	Review aircraft lease motions (.9); obtain unredacted versions (.1); send email to advisors (.3).	1.30	1,313.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22110011

Client/Matter No. 128272.00001

5/10/21	DMS	Review aircraft assumption motions for May 24 hearing (0.6)``	0.60	702.00
5/10/21	B M	Review aircraft lease motions (1.2); correspond with Alton regarding Aircraft lease motions (.4); call with SMBC regarding aircraft lease issues (.4).; memorandum regarding aircraft lease and JOLCO issues (.5).	2.50	3,750.00
5/11/21	CAD	Correspondence w/ internal working group, D. Denny (Milbank) regarding Debtors' draft motion to assume amended aircraft lease (JOLCO MSN 8300) (.2) and review/analyze same (.2); subsequent correspondence w/ internal working group, D. Denny regarding Debtors' draft motion to assume existing aircraft leases, as amended, w/ Merx (.1) and review/analyze same (.2); correspondence w/ internal working group, Alton, Jefferies regarding same and review/analysis (.2).	0.90	963.00
5/11/21	T G	Review motion to approve JOLCO leases	0.50	675.00
5/12/21	CAD	Various correspondence w/ internal working group, Alton, Jefferies regarding Debtors' motion to assume existing aircraft leases, as amended, w/ Merx (.3) and review/analyze same (.2); subsequent correspondence w/ same regarding objection deadlines for various assumption motions (.2); correspondence w/ internal working group, Y. Zahoroda (Milbank) regarding unredacted Merx and JOLCO lease assumption motions (.1) and review/analyze same (.3).	1.10	1,177.00
5/12/21	T G	Review motions to approve aircraft lease agreements and supporting documents.	0.90	1,215.00
5/12/21	T G	Correspondence w/ R. Smithline re Airbus documents.	0.30	405.00
5/13/21	CAD	Correspondence w/ internal working group, J. Mowry (Alton) regarding analysis of Debtors' motions to assume, as amended, JOLCO MSN aircraft lease and Merx aircraft lease	0.30	321.00
5/13/21	DMS	Review correspondence with Milbank re unredacted pleadings.	0.10	117.00
5/14/21	B M	Review of the Debtors' fleet (.8); discussion with Alton regarding fleet options (.6);	1.80	2,700.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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5/17/21	B M	memorandum regarding fleet options (.4). Review Avianca fleet list and assumption/rejection decisions (.6); correspond with the Debtors and Alton regarding fleet decisions (.5); call with SMBC regarding fleet issues (.4).	1.30	1,950.00
5/19/21	DMS	Review latest filed lease assumption motions (JOLCO, ICBC, MERX).	0.50	585.00
5/19/21	DMS	Review Airbus protective order.	0.20	234.00
5/19/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), internal working group regarding CNO and revised form of order authorizing Debtors to assume existing aircraft leases, as amended, with EAIV 2016 (.2) and review/analyze same (.2).	0.40	428.00
5/19/21	DMS	Review changes to EAIV assumption order from Milbank and corr with T. Goren, R. Engelke re same	0.60	702.00
5/19/21	R E	Review Debtors' CNO for aircraft lease assumption motions (0.7); coordinate with D. Sinclair on response (0.7).	1.40	1,414.00
5/20/21	T G	Review updated order re EAIV leases (.2) and correspondence w/ D Sinclair re same (.2).	0.40	540.00
5/20/21	DMS	Call with R. Rodriguez (MoFo) re fleet bible	0.30	351.00
5/21/21	CAD	Review/analyze various signed orders (8) authorizing Debtors to enter into/assume existing aircraft leases, as amended (.5)	0.50	535.00
5/21/21	B M	Review the ECA agreements and discussions with Seabury regarding the ECA deals.	1.60	2,400.00
5/24/21	B M	Review the BOCA leases and potential rejection (1.4); correspond with BOCA's counsel regarding the rejection options (.4); memorandum regarding the BOCA leases (.3).	2.10	3,150.00
5/26/21	CAD	Correspondence w/ B. Schak (Milbank) regarding Debtors' rejection notice for their helpdesk contract w/ Unisys (.1) and review/analyze same (.2).	0.30	321.00
5/26/21	T G	Review helpdesk rejection notice and correspondence w/ financial advisors re same.	0.30	405.00
5/27/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), internal working group regarding proposed	0.20	214.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

		motion to shorten regarding motions for LOIs on new aircraft leases.		
5/27/21	T G	Review recent motions re new aircraft leases (1.4); correspondence w/ Milbank re shortened notice on same (.2).	1.60	2,160.00
5/28/21	CAD	Review/analyze as-filed Debtors' motions (5) to authorize entry into new aircraft leases and LOIs w/ AerCap, Arena, GECAS, Aircastle, and ACG.	1.30	1,391.00
5/30/21	CAD	Review/analyze notice of rejection of certain executory contracts and unexpired leases.	0.20	214.00
5/31/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding possible rejection of SAI shareholders agreement and background/status (.3); correspondence w/ R. Engelke, Alton, Jefferies regarding same (.2)	0.50	535.00
Sub-Total			27.00	34,329.00

Budgeting (Case)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/20/21	A A	Draft budget (.7); related corr. w/ D. Sinclair, R. Engelke and J. Brandt (.4).	1.10	\$	506.00
5/20/21	R E	Internal call on budgets with D. Sinclair and J. Brandt.	0.20		202.00
5/21/21	DMS	Call with R. Engelke re budget and staffing plan	0.30		351.00
5/21/21	A A	Further revise budgets.	0.60		276.00
5/21/21	R E	Call with D. Sinclair on budgets.	0.30		303.00
5/23/21	R E	Update budgets for May and interim period (June-Sept).	0.80		808.00
Sub-Total			3.30		2,446.00

Business Operations

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22110011

Client/Matter No. 128272.00001

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/4/21	T G	Review correspondence re Islena sub.	0.30 \$	405.00
5/5/21	B M	Call with the Debtors' advisors regarding open business issues in the case (.7); review of the updated fleet schedule and recent agreements (2.4); review of the USAV agreements (1.2).	4.30	6,450.00
5/7/21	J K	Transfer Intralinks VDR company documents to Internal WFG storage database & mirror folder structure (1.2)	1.20	336.00
5/11/21	J K	Collect amended and restated schedules of debtor entities and circulate to attorneys (1.5)	1.50	420.00
5/12/21	CAD	Correspondence w/ internal working group regarding updated flight restrictions chart (.1) and review/analyze same (.1).	0.20	214.00
5/12/21	B M	Meeting with the Debtors' advisors regarding open case issues (.7); meeting with the committee advisors regarding case issues (.5); review materials regarding the Debtors' operations (.6).	1.80	2,700.00
5/18/21	CAD	Correspondence w/ internal working group regarding updated flight restrictions chart (.1) and review/analyze same (.1).	0.20	214.00
5/19/21	B M	Call with the Debtors' professionals regarding current operations and exit financing discussions (.7); call with the committee advisors regarding business operations (.5).	1.20	1,800.00
5/26/21	CAD	Correspondence w/ internal working group regarding updated flight restrictions (.1) and review/analyze same (.1).	0.20	214.00
5/27/21	CAD	Correspondence w/ internal working group regarding Debtors' various motions to enter into new aircraft leases	0.30	321.00
5/31/21	B M	Review reports regarding Colombia unrest and potential affect on Avianca operations (1.2); correspond with the committee advisors regarding business operations issue (.4); memorandum regarding business issues for the UCC (.3).	1.90	2,850.00
Sub-Total			13.10	15,924.00

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Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/3/21	AGB	Call w/ team re: case status.	0.30 \$	351.00
5/3/21	R E	Review and summarize recently filed pleadings for team.	0.40	404.00
5/4/21	CAD	Meeting w/ internal working group regarding case status, pending motions, and outstanding tasks (.8); correspondence w/ B. Schak (Milbank), D. Sinclair regarding pending matters (Islena, Lufthansa, VAT and professional fees) and next steps (.3); various correspondence w/ internal working group regarding current case status memo and next steps (.4); discuss calendar and administrative matters w/ A. Ambeault (.2); discussion w/ D. Sinclair regarding case status, Debtors' pending action items, and next steps (.3); correspondence w/ internal working group regarding current task list (.1) and review/analyze same (.1).	2.20	2,354.00
5/4/21	T G	Review memo to team re case status, open tasks, next steps.	0.40	540.00
5/4/21	A A	Draft notice of appearance for Willkie on behalf of Committee.	0.40	184.00
5/5/21	T G	Call w/ Debtors' professionals re equity raise, case update (1.0); follow-up discussion with UCC professionals re same (.5); further discussion w/ D Sinclair re same (.2); call w/ team re case status, open tasks (.8); review draft notice of appearance (.2).	2.70	3,645.00
5/5/21	CAD	Telephone conference w/ internal working group regarding pending matters (Islena, Lufthansa, VAT and professional fees) and next steps (.4); subsequent correspondence w/ D. Sinclair regarding same and next steps (.1); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (pending legal matters/exit financing/fleet/cash forecast) (1.0);	3.40	3,638.00

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		participate in weekly committee professionals' call regarding legal and financial updates/case status (pending legal matters/exit financing/fleet/cash forecast) (.5); participate in weekly call w/ internal working group regarding same, WIP list, and things to be done (.8); review/analyze current task list (.4); correspondence w/ A. Ambeault regarding docketing and administrative matters (.2).		
5/5/21	AGB	MoFo / Willkie call re: case transition.	0.80	936.00
5/5/21	DMS	Review working group list and transition memo (0.2); weekly call with debtors' and committee's advisors (1.0); discuss assignments with R. Engelke (0.2); call with Morrison & Foerster and Willkie teams re: works in progress (0.7); review materials for committee meeting and corr with Alton, Jefferies, T. Goren re same (0.6); correspondence with committee members (0.2)	2.90	3,393.00
5/5/21	A A	File and serve notice of appearance.	0.30	138.00
5/5/21	R E	Call with D. Sinclair, T. Goren, J. Brandt, B. Miller and MoFo regarding open items.	0.80	808.00
5/6/21	CAD	Discussion (.2) and correspondence (.2) w/ A. Ambeault regarding case calendar and administrative matters.	0.20	214.00
5/7/21	CAD	Correspondence w/ A. Ambeault regarding docketing and administrative matters.	0.10	107.00
5/8/21	DMS	Review work in progress list.	0.30	351.00
5/10/21	R E	Internal call with D. Sinclair and J. Brandt re: upcoming tasks.	0.50	505.00
5/10/21	DMS	Review WIP list (0.2); call with R. Engelke and J. Brandt regarding case tasks (0.5).	0.70	819.00
5/10/21	J B	Meet with R. Engelke and D. Sinclair re: updating WIP list (.5); follow up re: same (.1).	0.60	276.00
5/11/21	CAD	Various correspondence w/ internal working group (.2), C. Arrieta (.2) regarding pending matters and things to be done (.4); telephone conference w/ D. Denny (Milbank) regarding Debtors' pending motions and action items (.2); correspondence w/ internal working group	0.90	963.00

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		regarding WIP list and draft agenda for this week's committee meeting (.1) and review/analyze same (.2).		
5/11/21	T G	Review memo to team re status of open projects.	0.30	405.00
5/11/21	R E	Update WIP and agenda for weekly professionals call (1.0); corr. w/ D. Sinclair re: same (.6).	1.60	1,616.00
5/11/21	DMS	Call with R. Engelke regarding case WIP and workstreams (0.6)	0.60	702.00
5/12/21	CAD	Various correspondence w/ internal working group (.2), C. Arrieta (.2) regarding Colombian counsel matters and status (.4); correspondence w/ internal working group, Alton, Jefferies, A&M regarding WIP list and draft agenda (.2) and review/analyze same (.3).	0.90	963.00
5/12/21	T G	Call w/ Debtors' professionals re case update, equity raise status, fleet update, etc. (.9); follow-up call w/ UCC professionals re same (.6).	1.50	2,025.00
5/12/21	DMS	Weekly call with UCC professionals re: case update (0.6); call with committee chairs re: pending motions (.4).	1.00	1,170.00
5/12/21	DMS	Corr with R. Engelke re open items.	0.20	234.00
5/13/21	CAD	Correspondence w/ D. Sinclair, B. Schak (Milbank) regarding Lufthansa and Islena matters and status.	0.20	214.00
5/13/21	R E	Communications w/ Debtors to track down and pass along unredacted motions.	0.30	303.00
5/14/21	CAD	Correspondence (.3) and telephone conference (.5) w/ internal working group, C. Arrieta regarding pending matters involving Colombian counsel and status; subsequent correspondence w/ internal working group regarding same and next steps w/ Colombian counsel (.5).	1.30	1,391.00
5/14/21	R E	Internal call with D. Sinclair re: tasks, upcoming calls.	0.40	404.00
5/14/21	DMS	Introductory call with C. Arrieta, C. Damast, A. Berro, M. Ossa Daza re local Colombian issues.	0.30	351.00
5/14/21	T G	Correspondence w/ team re call w/ Colombian counsel.	0.20	270.00
5/14/21	AGB	Intro call with local Colombian counsel.	0.30	351.00

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5/16/21	DMS	Review and comment on WIP.	0.10	117.00
5/17/21	DMS	Call with R. Engelke, J. Brandt re works in progress list.	0.50	585.00
5/17/21	J B	Call with D. Sinclair and R. Engelke re: WIP updates.	0.50	230.00
5/17/21	R E	Internal call with D. Sinclair and J. Brandt to discuss WIP.	0.50	505.00
5/18/21	DMS	Review and revise works in progress list (.4); and correspondence with R. Engelke re same (.1).	0.50	585.00
5/18/21	DMS	Call with R. Engelke re committee call agenda.	0.20	234.00
5/18/21	DMS	Revise works in progress list (.2); and corr with R Engelke re same (.1).	0.30	351.00
5/18/21	R E	Update WIP (1.3) and agenda (0.5) for UCC meeting	1.80	1,818.00
5/19/21	CAD	Prepare for (.2) and participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial matters/case status (exit financing/Airborne/fleet negotiations/USAV closing status/cash update/motion to be filed (.8).	1.00	1,070.00
5/19/21	T G	Call w/ Debtors' professionals re equity raise, fleet update, upcoming motions (.8); follow-up call w/ financial advisors re same (.6).	1.40	1,890.00
5/19/21	AGB	Standing call with local Colombian counsel re: tasks.	0.20	234.00
5/19/21	R E	Call with Debtor professionals Milbank and Seabury and UCC professionals Alton, WFG, Jefferies and A&M re: pending motions; case status.	0.80	808.00
5/19/21	DMS	Review capital structure in first day declaration (.2); call with J. Brandt re LATAM (0.1); weekly call with Debtors' professionals (Seabury, Milbank) and committee professionals (Willkie, Alton, Jefferies) re exit financing, fleet negotiations, employee benefits (.8).	1.10	1,287.00
5/20/21	CAD	Correspondence w/ internal working group regarding omnibus CNO regarding 5/24 hearing matters (.1) and review/analyze same (.1);	0.60	642.00

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		correspondence w/ R. Engelke, committee members regarding same (.1); correspondence w/ internal working group regarding Debtors' Rule 2015.3 Report and next steps (.1) and review/analyze same (.2).		
5/20/21	DMS	Call with R. Engelke re open workstreams.	0.10	117.00
5/20/21	R E	Circulate CNO to UCC members (0.2); circulate 2015.3 report to A&M (0.1); call with MoFo, D. Sinclair, J. Brandt on fleet bibles (0.5); call w/ D. Sinclair re: same (.1).	0.90	909.00
5/21/21	CAD	Correspondence w/ J. Brandt regarding LATAM bankruptcy update/impact on Avianca (.1); correspondence w/ internal working group, committee members regarding cancellation of 5/24 hearing (.2).	0.30	321.00
5/23/21	DMS	Review and revise works in progress list (0.4); corr with R. Engelke re same (0.1).	0.50	585.00
5/23/21	R E	Review updated WIP from D. Sinclair (.4); corr. w/ D. Sinclair re: same (.1).	0.50	505.00
5/24/21	DMS	Weekly team call with R. Engelke, J. Brandt, A. Ambeault re works in progress and case tasks (.6); prepare for same (.1).	0.70	819.00
5/24/21	T G	Correspondence w/ S Waschitz re status update.	0.20	270.00
5/24/21	A A	T/c w/ D. Sinclair, R. Engelke and J. Brandt re: current workstreams including Retention App, exit financing and interim fee application deadline.	0.60	276.00
5/24/21	R E	Call with D. Sinclair, J. Brandt, A. Ambeault re: current workstream (0.6); update WIP (2.8) and incorporate D. Sinclair comments; coordinate with A&M (1.1) and Alton (1.6) on open WIP items.	6.10	6,161.00
5/24/21	J B	Call with R. Engelke, D. Sinclair, and A. Ambeault re: WIP list updates and workstreams.	0.60	276.00
5/25/21	DMS	Review works in progress list (.2); and corr with R. Engelke re same and agenda (.1).	0.30	351.00
5/25/21	R E	Update WIP w/ current status and workstreams (2.8) and email with D. Sinclair on WIP updates (0.6); draft agenda for UCC meeting (0.4).	3.80	3,838.00
5/26/21	DMS	Call with E. Ryan re case workstreams.	0.40	468.00

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5/26/21	CAD	Correspondence w/ R. Engelke regarding WIP list and draft agenda for tomorrow's committee meeting (.1) and review/analyze same (2x) (.3); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (to be filed motions/USAV firm closing date/exit financing update/fleet negotiations/operations) (.7).	1.10	1,177.00
5/26/21	T G	Call w/ Debtors' professionals re exit financing, upcoming filings, fleet and liquidity update (.7); follow-up call w/ financial advisors re same (.6).	1.30	1,755.00
5/26/21	B M	Correspond with Arrieta regarding Colombia status and filings.	0.40	600.00
5/26/21	R E	Update and circulate WIP (.8); update and circulate agenda (0.4); draft and send email to UCC advisors on Debtor motions (0.3).	1.50	1,515.00
5/27/21	R E	Draft and send docket update email to UCC advisors (.3); corr. w/ D. Sinclair re: same (.4).	0.70	707.00
5/27/21	DMS	Discuss workstreams with R. Engelke.	0.40	468.00
5/28/21	R E	Update WIP for next week's meeting (2.8); call with D. Sinclair on open items (0.4); draft weekly call log (2.1).	5.30	5,353.00
5/31/21	R E	Review recently filed pleadings (2.1) and send docket updates to UCC advisors re: recently filed aircraft lease and commercial agreement assumption motions (0.3).	2.40	2,424.00
Sub-Total			64.60	69,276.00

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/5/21	CAD	Correspondence w/ internal working group, Alton, Jefferies regarding Debtors' proposed reconciliation of Lufthansa claims (.3); analyze same and prepare presentation for tomorrow's committee meeting (.6).`	0.90	\$	963.00
5/5/21	DMS	Review Islena and Lufthansa requests from B.	1.10		1,287.00

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		Schak (Milbank) (0.2); call with Morrison & Foerster team and C. Damast re: Debtors' Islena and Lufthansa requests (0.3); follow up call with C. Damast re: same (0.2); correspondence with Jefferies, Alton, and Willkie teams re same (0.4).		
5/12/21	CAD	Correspondence w/ internal working group, L. Ryan (Alton) regarding Debtors' proposed Lufthansa claims reconciliation (.2); subsequent correspondence w/ internal working group regarding same and next steps (.2).	0.40	428.00
5/14/21	T G	Review omnibus claim objections.	0.60	810.00
5/15/21	R E	Review omnibus claims objections (1.5) and coordinate review with professionals (1.0).	2.50	2,525.00
5/17/21	CAD	Various correspondence w/ internal working group regarding filed claims objections and committee member impact/analysis and discussion w/ Alton.	0.40	428.00
5/17/21	T G	Review omnibus claim objections and correspondence w/ team re same.	0.60	810.00
5/19/21	CAD	Correspondence w/ internal working group regarding notice of establishment of special bar date for certain of the Debtors' current and former employees (.3) and review/analyze same (.1).	0.40	428.00
5/19/21	DMS	Review special bar date notice (.1); and corr with R. Engelke, J. Brandt, B. Miller re same (.1).	0.20	234.00
5/19/21	T G	Review motion to approve special employee bar date (.4) and correspondence w/ team re same (.2).	0.60	810.00
5/19/21	DMS	Review claims docket.	0.10	117.00
5/24/21	DMS	Corr with R. Engelke re Alton claims work.	0.20	234.00
Sub-Total			8.00	9,074.00

Employee Benefits and Pensions

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/24/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' contemplated motion to make payments under various incentive plans (.2) and review/analyze same (.2).	0.40	\$	428.00
5/24/21	T G	Review and analyze correspondence from Milbank re proposed incentive payments.	0.30		405.00
5/26/21	CAD	Review/analyze draft of Debtors' motion to pay amounts due under specified incentive plans.	0.40		428.00
5/27/21	CAD	Correspondence w/ J. Brandt regarding Debtors' motion to pay certain incentive plans (.2) and review/analyze same and summaries (.2).	0.40		428.00
Sub-Total			1.50		1,689.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/4/21	CAD	Analyze VAT and professional fees issue raised by Judge Glenn. `	0.30	\$	321.00
5/4/21	R E	Draft retention application.	2.80		2,828.00
5/5/21	CAD	Correspondence w/ J. Herz (Baker Botts), M. Plangman (KPMG), internal working group regarding VAT and professional fees issue (.4) and research/analysis of same (.4). `	0.80		856.00
5/5/21	DMS	Corr with Baker Botts re retention issues.	0.10		117.00
5/5/21	A A	Review conflicts i/c/w preparation of retention application.	1.60		736.00
5/5/21	DMS	Review Willkie retention draft Willkie retention application and provide comments to R. Engelke.	0.20		234.00
5/6/21	T G	Call w/ A Ambeault re retention application.	0.30		405.00
5/6/21	DMS	Review Willkie retention application (1.0); call with R. Engelke regarding Willkie retention app (0.3); revise Willkie retention app (.3) and corr with R. Engelke, A. Ambeault re same (0.1).	1.70		1,989.00

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5/6/21	A A	Review conflicts i/c/w preparation of retention application (1.4); draft retention application (1.9).	3.30	1,518.00
5/7/21	CAD	Review and revise draft C. Arrieta declaration in support of VAT amount in fee application (.5); discuss same w/ R. Engelke (.1); correspondence w/ D. Sinclair, R. Engelke regarding same and comments (.1).	0.70	749.00
5/8/21	DMS	Review and mark up revised Willkie retention application.	0.60	702.00
5/8/21	A A	Draft Miller Declaration in support of Willkie Retention (3.3); review of related conflicts information i/c/w drafting of same (.5).	3.80	1,748.00
5/9/21	DMS	Continue review and markup of Willkie retention app (.4) and corr with J. Brandt re same (0.5).	0.50	585.00
5/9/21	J B	Update Willkie retention application re: D. Sinclair comments.	1.00	460.00
5/10/21	CAD	Correspondence w/ internal working group regarding draft of Willkie retention application (.2) and review/analyze same and comments (.3).	0.50	535.00
5/10/21	T G	Review and revise draft retention application (.9); correspondence w/ team re same (.3).	1.20	1,620.00
5/10/21	DMS	Review and revise Willkie retention app and corr with J. Brandt, A. Ambeault re same (1.1); review T. Goren comments to retention application and corr with J. Brandt re same (0.1).	1.20	1,404.00
5/10/21	A A	Revise Miller declaration (.4); corr. w/ D. Sinclair and J. Brandt re: same (.3).	0.70	322.00
5/10/21	DMS	Review local counsel declaration with respect to VAT and C. Damast comments thereto (0.1); corr with Dentons, Sidley re fee statements (0.1); call with A. Ambeault re retention applications (0.2).	0.40	468.00
5/11/21	CAD	Prepare for (.2) and participate in call w/ D. Sinclair, KPMG, Baker Botts, and Milbank regarding VAT and professional fees and declarations to be filed (.3).	0.50	535.00
5/11/21	CAD	Correspondence w/ internal working group regarding draft of Willkie retention application.	0.20	214.00
5/11/21	DMS	Call with Milbank and Baker Botts re VAT. `	0.10	117.00

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5/11/21	A A	Further revise Miller Declaration in support of Willkie retention per comments from D. Sinclair.	1.10	506.00
5/11/21	R E	Review and update WFG retention application	1.30	1,313.00
5/12/21	CAD	Correspondence w/ D. Sinclair, C. Arrieta regarding draft declaration in support of reimbursement of VAT (.2) and review/analyze same (.1).	0.30	321.00
5/12/21	DMS	Review VAT declaration and corr with C. Garrieta re same.	0.20	234.00
5/13/21	CAD	Various correspondence w/ internal working group regarding Tranche B rights to convert DIP loans to equity and analysis.	0.60	642.00
5/13/21	CAD	Correspondence w/ C. Arrieta, D. Sinclair, R. Engelke regarding comments to draft declaration in support of VAT and next steps (.3) and review/analyze declaration (.1); subsequent correspondence w/ internal working group regarding same (.2)	0.60	642.00
5/13/21	T G	Review and revise further updated draft of retention application.	0.40	540.00
5/13/21	DMS	Correspondence with C. Arrieta regarding VAT declaration (0.1); correspondence with Willkie team regarding VAT issue (0.2).	0.30	351.00
5/14/21	DMS	Review R. Engelke summary of Seabury retention (0.1); call with R. Engelke re: retention issues (0.1)	0.20	234.00
5/14/21	R E	Review Seabury fees applied for and success fee.	1.20	1,212.00
5/17/21	DMS	Corr with J. Brandt regarding retention application	0.20	234.00
5/17/21	CAD	Correspondence w/ internal working group regarding revised draft of Willkie retention application (.2) and review/analyze same (.2).	0.40	428.00
5/17/21	J B	Revise Willkie retention application.	0.20	92.00
5/17/21	R E	Fee app call with A. Ambeault and J. Brandt.	0.70	707.00
5/18/21	DMS	Review Seabury engagement letter (.3) and correspondence with R. Engelke regarding same (.2).	0.50	585.00

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5/18/21	T G	Review updated draft and retention application (.2) and correspondence w/ B Masumoto re same (.2).	0.40	540.00
5/18/21	J B	Revise Willkie retention application re: UST comments.	0.20	92.00
5/18/21	R E	Review Arrieta monthly statements (0.8); provide summary of VAT treatment in Arrieta applications (0.8).	1.60	1,616.00
5/19/21	CAD	Review/analyze Seabury monthly fee statement for March 2021.	0.10	107.00
5/20/21	CAD	Various correspondence w/ internal working group, B. Masumoto regarding status of and open issues w/ Willkie retention application and final revisions (.6) and review/analyze same (.1).	0.70	749.00
5/20/21	T G	Review updated retention application (.3); and correspondence w/ team re same (.1).	0.40	540.00
5/20/21	DMS	Call with A. Ambeault re retention matters.	0.60	702.00
5/20/21	J B	Update and revise Willkie retention application re: incorporating T. Goren comments.	0.60	276.00
5/20/21	CAD	Correspondence w/ internal working group regarding Debtors' advisors monthly fee statements and tracker.	0.10	107.00
5/20/21	R E	Pull and review debtors advisors' March statements.	0.50	505.00
5/21/21	CAD	Correspondence w/ internal working group regarding file-ready version of Willkie retention application (.2) and review same (.2).	0.40	428.00
5/21/21	J B	Revise Willkie Retention application incorporating UCC comments and filing version edits.	0.90	414.00
5/21/21	R E	Finalize retention application.	1.00	1,010.00
5/24/21	A A	Prepare summary of Debtors' professionals March fee statements per R. Engelke.	0.60	276.00
5/24/21	R E	Update Debtors monthly application tracker.	1.10	1,111.00
5/25/21	CAD	Correspondence w/ internal working group regarding comments to and filing of committee professionals' April monthly fee statements.	0.20	214.00
5/25/21	T G	Review A&M monthly statement (.2); and correspondence w/ team re filing of same (.2).	0.40	540.00

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5/25/21	A A	Prepare, file and serve A&M 11th Monthly Fee Statement.	0.40	184.00
5/25/21	R E	Review A&M monthly statement.	0.40	404.00
5/25/21	DMS	Review A&M monthly fee statement (.2); review interim compensation order (.1).	0.30	351.00
5/26/21	CAD	Review/analyze KPMG Latin American Affiliates' monthly fee statement (.2) and correspondence w/ internal working group regarding same, VAT, and next steps (.3).	0.50	535.00
5/26/21	R E	Coordinate with Arrieta on monthly fee statement.	0.40	404.00
5/27/21	A A	Draft Arrieta 7th Monthly Fee Statement.	1.10	506.00
5/27/21	R E	Coordinate with UCC advisors on monthly fee statements (1.8); review A. Ambeault's draft Arrieta monthly statement (0.4).	2.20	2,222.00
5/28/21	A A	Prepare Alton Monthly Fee Statement for filing (.4); prepare Arrieta Monthly Fee Statement for filing (.4); file and serve Alton Monthly Fee Statement (.4); file and serve Arrieta Monthly Fee Statement (.4).	1.60	736.00
5/28/21	T G	Review Alton and Arrieta fee statements.	0.40	540.00
5/28/21	R E	Review UCC advisors monthly statements.	0.60	606.00
5/29/21	A A	Prepare, file and serve Jefferies 11th monthly fee statement.	0.60	276.00
Sub-Total			49.00	42,495.00

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/6/21	CAD	Correspondence w/ M. Maman (Cadwalader) regarding DIP invoice (.1) and review/analyze same (.1).	0.20	\$	214.00
5/6/21	T G	Correspondence w/ C Damast re status of aircraft lien investigation and intercompany claim analysis.	0.30		405.00
5/6/21	DMS	Review DIP financing motion/order and related	0.90		1,053.00

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		materials.		
5/7/21	B M	Review the Avianca DIP agreement (1.3); review the proposed equity term sheet (1.1); review and comment on the committee advisor's materials regarding the equity/debt raise issues (.7); memorandum regarding the equity raise issues (.6); call with Jefferies regarding the equity raise (.4).	4.10	6,150.00
5/7/21	R E	Review DIP motion (0.8) and order (0.4); review equity term sheet (0.8) and Tranche B loan docs (0.8).	2.80	2,828.00
5/10/21	B M	Review tranche A and tranche B agreements regarding conversion and take-out rights (1.7); correspond with Jefferies regarding conversion issues (.4); correspond with the Debtors regarding exit financing materials and NDA's (.5).	2.60	3,900.00
5/12/21	CAD	Review WSFS invoice pursuant to DIP.	0.10	107.00
5/13/21	T G	Review DIP documents re prepayment/conversion features (.7) and correspondence w/ team re same (.4).	1.10	1,485.00
5/13/21	DMS	Review DIP term sheet (.2); and corr with R. Engelke re same (.1).	0.30	351.00
5/13/21	R E	Review DIP motion for form of payment of Tranche B.	0.90	909.00
5/14/21	DMS	Call with R. Engelke re CARES Act research	0.20	234.00
5/14/21	B M	Review the DIP financing agreements (1.2); review Jefferies materials regarding exit financing (1.3); correspond with Jefferies regarding exit financing options (.4).	2.90	4,350.00
5/16/21	R E	Review and compare equity term sheet and DIP order.	1.60	1,616.00
5/18/21	R E	Review treatment of stakeholder facility holders (0.8) and discuss CARES Act treatment of airlines with D. Sinclair (0.5).	1.30	1,313.00
5/20/21	T G	Review and analyze DIP/exit term sheet (.8); call w/ Debtors re same (.5); correspondence w/ Jefferies and Alton re same (.3).	1.60	2,160.00
5/26/21	B M	Review debt/equity raise materials from Seabury (2.1); memorandum regarding financing issues (.6).	2.70	4,050.00

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5/27/21	DMS	Review and revise R. Engelke email memo regarding CARES Act and related loan agreements.	1.00	1,170.00
5/27/21	T G	Review motion to approve CS fees.	0.40	540.00
5/27/21	B M	Review exit financing materials and potential investor NDAs (1.4); correspond with Jefferies regarding investor issues and conversion rights under the DIP agreements (.8); review the DIP milestones and conversion rights (.7); memorandum regarding exit financing timing (.3).	3.20	4,800.00
5/27/21	R E	Research (3.1) and draft (0.4) email to Alton on United's treatment under CARES Act.	3.50	3,535.00
Sub-Total			31.70	41,170.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/3/21	B M	Call with Delaware Trust regarding upcoming committee issues (.4); review memorandum regarding the 5/6 committee agenda (.4).	0.80	\$	1,200.00
5/5/21	T G	Call w/ UCC co-chairs re equity raise update, case status, UCC call topics, etc. (.4); review and revise agenda and materials for UCC call (.3).	0.70		945.00
5/5/21	B M	Call with the committee co-chairs regarding issues for the 5/6 committee meeting (.5); Communicate with creditors regarding exit financing discussions (.7).	1.20		1,800.00
5/5/21	B M	Review and comment on the agenda, exhibits and handouts for the 5/6 UCC meeting.	1.30		1,950.00
5/5/21	M F	Conference call with UCC advisors re: case issues.	0.80		1,240.00
5/5/21	DMS	Weekly call with Willkie, Alton and Jefferies teams re: case issues (.8); prepare agenda for Committee call (.1).	0.90		1,053.00
5/6/21	CAD	Prepare/review materials for (.2) and participate in (.6) weekly creditors' committee meeting regarding legal and financial updates/case status	1.00		1,070.00

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		(pending motions and action items/exit financing/operations and fleet) (.2).		
5/6/21	T G	Prepare for (.3) and participate on (.8) Committee conference re equity, fleet and operations update; review financial advisor materials for call (.6).	1.70	2,295.00
5/6/21	R E	UCC conference call with advisors (WFG, Jefferies and MoFo) (0.8); internal communications with D. Sinclair re: next steps (.5).	1.30	1,313.00
5/6/21	DMS	Weekly call with committee, Willkie, Alton, and Jefferies re: case status (in part).	0.60	702.00
5/6/21	B M	Preparation (.4) and participation (.8) in the UCC meeting regarding open case issues; calls with creditors regarding the exit financing process (.9).	2.10	3,150.00
5/6/21	J B	Meet with Committee (in part) re: USAV matter, Lufthansa motion, and financial advisor updates.	0.60	276.00
5/12/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ UCC co-chairs re case update, UCC call topics (.5).	0.90	1,215.00
5/12/21	R E	UCC professionals call with WFG, A&M, Jefferies and Alton (0.5); update WIP and agenda and send to UCC members (1.8).	2.30	2,323.00
5/12/21	AGB	Weekly UCC professionals call re: case status/tasks.	0.50	585.00
5/12/21	B M	Review and comment on the agenda, exhibits and handouts for the 5/13 UCC meeting (1.6); call with the UCC co-chairs regarding the 5/13 UCC meeting agenda (.5).	2.10	3,150.00
5/12/21	CAD	Participate in weekly committee professionals' call regarding legal and financial updates/to do items (exit financing update/USAV/agenda for tomorrow's committee meeting) (.5); subsequent correspondence w/ R. Engelke, D. Sinclair regarding updated agenda for tomorrow's committee meeting (.2) and review/analyze same (.1).	0.80	856.00
5/13/21	CAD	Discussion w/ R. Engelke regarding preparation for today's committee meeting (.2); prepare/review materials for (.3) and participate in (1.8) weekly creditors' committee meeting	2.30	2,461.00

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		(Debtors' management presentation/ aircraft lease amendment and assumption motions/Lufthansa claims reconciliation/amended Schedules and SOFAs/Willkie retention application).		
5/13/21	T G	Prepare for (.4) and participate on (1.8) Committee conference w/ Debtors re financial and case update; review Debtors and financial advisor presentation for same (.9); correspondence w/ UCC members re same (.2).	3.30	4,455.00
5/13/21	R E	Call with UCC members, professionals, including debtors' presentation re: exit financing; lease amendment (1.8); prepare for same (.2).	2.00	2,020.00
5/13/21	DMS	Weekly call with Committee, Alton, Jefferies, A&M, Willkie teams and debtors' professionals re: case issues (0.7); weekly call with Committee, Willkie, Alton, Jefferies, and A&M teams re: workstreams/tasks (1.2).	1.90	2,223.00
5/13/21	B M	Committee meeting with the Debtors to discuss open case issues.	1.70	2,550.00
5/13/21	M F	Participation in weekly conference call with UCC (in part) re: exit financing.	1.00	1,550.00
5/13/21	J B	Call with Committee re: new Debtors' leadership presentation, committee follow-up questions to Debtors' presentation, market updates. aircraft deals, amended schedules and SOFAs.	1.80	828.00
5/14/21	T G	Correspondence w/ co-chairs re weekly call.	0.20	270.00
5/19/21	DMS	Weekly call with committee professionals (Willkie, Alton, Jefferies, A&M) regarding exit financing, fleet negotiation, and agenda for call with committee.	0.50	585.00
5/19/21	T G	Call w/ co-chairs re equity raise, fleet update (.4); review and revise agenda and materials for UCC call (.3).	0.70	945.00
5/19/21	B M	Review and comment on the agenda, exhibits and handouts for the 5/20 UCC meeting (1.4); call with the committee co-chairs regarding the committee meeting agenda (.4).	1.80	2,700.00
5/19/21	CAD	Participate in weekly committee professionals' call regarding same, WIP list, and agenda for	0.80	856.00

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		tomorrow's committee meeting (.5); correspondence w/ internal working group regarding agenda for tomorrow's committee meeting (.2) and review/analyze same (.1).		
5/19/21	R E	UCC professionals call only with WFG, Alton, Jefferies and A&M re: workstreams, research (.5); follow up re: same (.3).	0.80	808.00
5/20/21	DMS	Call with Seabury, Jefferies, Alton, Willkie teams regarding exit financing updates.	0.40	468.00
5/20/21	CAD	Prepare/review materials for (.2) and participate in (.6) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/fleet/liquidity/ Debtors' notice of special bar date for certain employees).	0.80	856.00
5/20/21	AGB	Weekly UCC meeting re: exit financing (.3); related follow up re: same (.2).	0.50	585.00
5/20/21	T G	Prepare for (.3) and participate on (.6) Committee video conference re exit financing, fleet update; review financial advisor materials for same (.5).	1.40	1,890.00
5/20/21	DMS	Weekly call with creditors committee and committee professionals re: fleet update, exit financing, case issues.	0.50	585.00
5/20/21	B M	Committee meeting to discuss open case issues.	0.50	750.00
5/20/21	J B	Call with UCC re: NDA and LOI updates, fleet negotiation update, special bar date update (.5)	0.50	230.00
5/20/21	R E	UCC meeting with professionals (WFG, Alton, Jefferies and A&M) re: fleet update, lease issues, exit financing (.5); follow up re: same (.5).	1.00	1,010.00
5/20/21	DMS	Call with Seabury, Jefferies, Alton, Willkie teams regarding exit financing (.3); follow up to committee call with T. Goren (.2);	0.50	585.00
5/21/21	T G	Correspondence w/ co-chairs re retention application (.3) and correspondence w/ team re filing of same (.2).	0.50	675.00
5/26/21	T G	Review and revise agenda for UCC call (.3); call w/ co-chairs re UCC call topics/case update (.4).	0.70	945.00
5/26/21	B M	Review and comment on the agenda, exhibits and handouts for the 5/27 committee meeting (1.3); call with the committee co-chairs	2.20	3,300.00

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		regarding the 5/27 agenda (.5); correspond with committee members regarding claims trading (.4).		
5/26/21	J B	Call with Willkie and UCC professionals re: upcoming motions and matter updates (.7); prepare for same (.1).	0.80	368.00
5/26/21	DMS	Weekly call with A&M, Jefferies, Alton, Willkie teams re exit financing process, claims investigation and motions to be filed by the debtors (.5); weekly call with Willkie, Jefferies, Alton, A&M, Milbank, Seabury teams regarding exit financing process, contract amendment/assumption deals, contract rejections, and other open workstreams (.7).	1.20	1,404.00
5/26/21	CAD	Participate in weekly call w/ committee's professionals regarding legal and financial updates/case status (to be filed motions/USAV firm closing date/exit financing update/fleet negotiations/operations) (.5); correspondence w/ internal working group regarding Debtors' to-be-filed motions/notices and summaries for discussion on tomorrow's committee call (.5).	1.00	1,070.00
5/26/21	R E	Call with UCC advisors (A&M, Alton, Jefferies, WFG) re: upcoming motions and case status (.5); prepare for same (.5); call with UCC and Debtor advisors (A&M, Alton, Jefferies, WFG, Seabury, Milbank) re: upcoming motions, case issues (.7); follow up re: same (.3).	2.00	2,020.00
5/27/21	DMS	Prepare for (0.2) and attend weekly call with creditors' committee, Alton, Jefferies, and A&M teams re: case issues (.7).	0.90	1,053.00
5/27/21	B M	Preparation (.4) and participation (.7) on the committee call to discuss open case issues.	1.10	1,650.00
5/27/21	CAD	Prepare/review materials for (.4) and participate in (.7) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing update/fleet negotiations update/upcoming and pending filings by Debtors).	1.10	1,177.00
5/27/21	T G	Prepare for (.3) and participate on (.7) committee call re exit financing/fleet update; review financial advisor materials re same (.3).	1.30	1,755.00

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5/27/21	J B	Call with UCC and UCC professional advisors re: exit financing update, fleet negotiations, upcoming filings and motions.	0.80	368.00
5/27/21	R E	UCC meeting with advisors (WFG, Alton, Arrieta, A&M) re: workstreams.	0.80	808.00
5/31/21	CAD	Correspondence w/ J. Tan-Waldhauser, internal working group regarding this week's committee meeting and materials.	0.20	214.00
Sub-Total			59.10	71,140.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/5/21	CAD	Correspondence w/ B. Schak, internal working group regarding draft of tranche B RSA and related materials (.3); subsequent correspondence w/ internal working group regarding same and analysis/comments (.3); correspondence w/ internal working group regarding plan structure presentation and research (.1) and review/analyze same (.3).	1.00	\$	1,070.00
5/6/21	CAD	Various correspondence w/ internal working group regarding intercompany claims analysis/plan issues, status, and next steps.	0.90		963.00
5/7/21	CAD	Correspondence w/ internal working group regarding draft Tranche B RSA (.2) and review/analyze same (1.3); review and analyze current draft of Equity Term Sheet (1.1).	2.60		2,782.00
5/10/21	DMS	Review restructuring support agreement.	0.40		468.00
5/13/21	DMS	Review materials re substantive consolidation and corr with J. Brandt, R. Engelke re same (0.7); review draft RSA (1.1).	1.80		2,106.00
5/14/21	R E	Review CARES Act restrictions on United.	1.20		1,212.00
5/18/21	DMS	Call with R. Engelke re CARES Act research.	0.20		234.00
5/19/21	T G	Review RSA/term sheet re status/open issues (.9); correspondence w/ team re new domicile status (.2).	1.10		1,485.00

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5/20/21	CAD	Correspondence w/ internal working group, Seabury, Alton, Jefferies regarding drafts of potential term loan term sheet and underwriting term sheet regarding exit financing (.2) and review/analyze same (.6); review/analyze updated term loan term sheet (.1).	0.90	963.00
5/24/21	T G	Correspondence w/ Reed Smith re plan/recovery questions.	0.30	405.00
5/25/21	T G	Call w/ S Waschitz re Plan timing, case status.	0.30	405.00
5/26/21	CAD	Review/analyze Debtors' draft motion to enter into letter agreement w/ exit financing arranger (.4); correspondence w/ B. Schak (Milbank), internal working group regarding same (.2); correspondence w/ E. Fleck (Milbank), internal working group regarding same and proposed revisions to proposed order (.2); review/analyze Debtors' notice regarding exit financing process (.2).	1.00	1,070.00
5/26/21	T G	Review draft notice re exit financing process.	0.20	270.00
5/27/21	CAD	Correspondence w/ J. Adriaemssens (Alton), internal working group regarding exit financing and CARES Act issues (.4); correspondence w/ B. Schak (Milbank), B. Miller regarding Debtors' motion to approve letter agreement w/ Credit Suisse regarding expense reimbursement regarding exit financing (.2).	0.60	642.00
5/27/21	T G	Review filed notice re exit financing process (.2); correspondence w/ team/Alton re CARES act/exit financing restrictions (.4).	0.60	810.00
5/28/21	CAD	Review/analyze as-filed Debtors' motion to enter into letter agreement w/ exit financing arranger (.3); review/analyze as-filed Debtors' notice regarding exit financing process (.1); correspondence w/ J. Adriaenssens (Alton), internal working group regarding CARES Act and exit financing issues (.3).	0.70	749.00
5/28/21	DMS	Corr with R. Engelke regarding CARES Act research.	0.40	468.00
5/28/21	T G	Correspondence w/ Alton re CARES Act investment restrictions.	0.30	405.00
5/30/21	CAD	Review/analyze Debtors' corrected motion to	0.20	214.00

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enter into letter agreement w/ exit financing
arranger.

Sub-Total	14.70	16,721.00
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Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/18/21	CAD	Correspondence w/ internal working group, A&M regarding Debtors' March monthly operating report.	0.20	\$	214.00
Sub-Total			0.20		214.00

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/18/21	DMS	Correspondence with H. Cohn on redomiciliation.	0.10	\$	117.00
5/19/21	HMC	E-mails and telephone discussion with T. Carbone re UK tax status.	0.70		1,260.00
Sub-Total			0.80		1,377.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/11/21	CAD	Correspondence w/ internal working group, committee members regarding rescheduling of omnibus hearing to May 24.	0.20	\$	214.00
5/21/21	T G	Review CNO for 5/24 motions and correspondence w/ team re status of hearing.	0.40		540.00
Sub-Total			0.60		754.00

Claims Investigation

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/4/21	B M	Review of the SEC investigation regarding ticket and upgrade bribery allegations (3.2); memorandum regarding the SEC investigation status and potential claims (.6).	3.80	\$	5,700.00
5/10/21	CAD	Correspondence w/ internal working group, Alton, Jefferies regarding Islena and Lufthansa claim reconciliation status.	0.20		214.00
5/18/21	T G	Call w/ M Freimuth re status of investigation.	0.20		270.00
5/18/21	B M	Examine the Airbus claims and potential settlement issues (2.1); review memorandum regarding Airbus issues and the Airborne agreement (1.1).	3.20		4,800.00
5/19/21	T G	Correspondence w/ team re status of claims investigation.	0.20		270.00
5/20/21	DMS	Call with M. Freimuth and R. Smithline (MoFo) re claims investigation.	0.50		585.00
5/20/21	M F	Conference call with R. Smithline re: claims investigation.	0.50		775.00
5/21/21	M F	Analysis of A&M presentation re: potential claims.	0.80		1,240.00
5/24/21	DMS	Call with M. Freimuth re A&M deck and claims investigation status.	0.20		234.00
5/24/21	M F	Review and analysis of A&M claims analysis.	1.50		2,325.00
5/26/21	T G	Review and analyze Debtor and A&M materials re potential claims	1.20		1,620.00
5/26/21	M F	Prepared analysis for committee re: potential claims.	1.50		2,325.00
5/26/21	E R	Call with D. Sinclair re: matter introduction and next steps.	0.50		465.00
5/27/21	CAD	Correspondence w/ A. Gonzalez (A&M), internal working group regarding claims investigation status, including Airbus, and next steps (.2) and review memoranda regarding same (.6).	0.80		856.00
5/27/21	M F	Conference call with A&M re: investigation of claims.	1.00		1,550.00
5/27/21	E R	Call with A&M re: investigation next steps (0.5); call with M. Freimuth re: same (0.2).	0.70		651.00

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5/31/21	E R	Review A&M presentation on potential causes of action (2.6); review A&M decks on asset searches (1.5).	4.10	3,813.00
Sub-Total			20.90	27,693.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/6/21	CAD	Various correspondence w/ internal working group regarding lien investigation status and next steps.	0.90 \$	963.00
5/7/21	B M	Review lien investigation status (.4); review memorandum regarding open issues for lien investigation (.3).	0.70	1,050.00
5/10/21	CAD	Correspondence w/ internal working group regarding lien investigation, status, diligence, and next steps (.2); discuss same w/ D. Sinclair (.2).	0.40	428.00
5/11/21	CAD	Correspondence w/ D. Sinclair, P. Dopsch, H. Kim regarding lien investigation, status, and next steps.	0.20	214.00
5/11/21	DMS	Corr with MoFo re lien searches.	0.10	117.00
5/12/21	CAD	Various correspondence w/ D. Sinclair, A. Berro regarding lien investigation status and next steps.	0.50	535.00
5/12/21	DMS	Corr with A. Berro, C. Damast re lien investigation.	0.20	234.00
5/13/21	CAD	Correspondence w/ D. Sinclair, lien investigation internal working group regarding lien investigation status, to do items, and next steps.	0.20	214.00
5/17/21	B M	Review lien investigation materials (.4); correspond with Debtors regarding open lien questions (.3).	0.70	1,050.00
5/19/21	CAD	Correspondence w/ internal working group regarding lien investigation status and next steps.	0.20	214.00
5/25/21	DMS	Call with C. Damast re lien investigation.	0.20	234.00

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5/25/21	CAD	Correspondence w/ D. Sinclair regarding lien investigation status and next steps (.3); subsequent correspondence w/ internal working group regarding lien investigation status update and remaining things to be done (.7) and review of preliminary analyses (.3); discuss same and next steps w/ D. Sinclair (.3).	1.60	1,712.00
5/25/21	T G	Review correspondence re status of lien investigation.	0.20	270.00
5/26/21	CAD	Discussion (.2) and correspondence (.3) w/ internal working group regarding lien investigation status, diligence, and next steps; subsequent correspondence w/ D. Sinclair regarding same (.2).	0.70	749.00
5/28/21	CAD	Review correspondence regarding lien investigation and next steps.	0.20	214.00
Sub-Total			7.00	8,198.00

Intercompany Claims

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/7/21	B M	Review Alvarez materials on review of the intercompany claims (.6); review Debtors' materials on consolidation issues (.4); review memorandum regarding intercompany claims issues (.4).	1.40	\$	2,100.00
Sub-Total			1.40		2,100.00

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/4/21	T G	Correspondence w/ Debtors and team re Lufthansa motion (.3); review materials re same (.4); review motions to enter into leases w/ GE and AerCap (.6).	1.30	\$	1,755.00
5/26/21	DMS	Review motions sent by Milbank and prepare summary for committee call.	0.20		234.00

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5/26/21	T G	Review draft motions to approve incentive plan (.5) and to approve CS fees (.4); correspondence w/ financial advisors re same (.3).	1.20	1,620.00
Sub-Total			2.70	3,609.00

Schedules and Statements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/11/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group, A&M, Alton, Jefferies regarding Debtors' planned filing of amended Schedules and SOFAs.	0.30 \$	321.00
5/11/21	T G	Review amended schedules and SOFAs (.4); and correspondence w/ team re same (.2).	0.60	810.00
5/11/21	B M	Review the revised schedules and SOFA's filed by the Debtors (1.2); calls with the UCC advisors regarding the revised schedules (.4); correspond with the committee co-chairs regarding the revised schedules (.3).	1.90	2,850.00
Sub-Total			2.80	3,981.00

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
FREIMUTH, MATTHEW	7.10	\$	1,550.00	\$	11,005.00
GOREN, TODD	41.70		1,350.00		56,295.00
MILLER, BRETT	65.60		1,500.00		98,400.00
COHN, HENRY M.	0.70		1,800.00		1,260.00
DAMAST, CRAIG A.	53.90		1,070.00		57,673.00
BERRO, AGUSTINA G.	2.60		1,170.00		3,042.00
ENGELKE, ROBERT	70.10		1,010.00		70,801.00
RYAN, ERIN	5.30		930.00		4,929.00
SINCLAIR, DEBRA M.	36.50		1,170.00		42,705.00
BRANDT, JOSEPH	9.10		460.00		4,186.00
AMBEAULT, ALISON	17.80		460.00		8,188.00
KAELIN, JOHN	2.70		280.00		756.00
Professional Fees				\$	359,240.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Air Freight	\$ 19.91

Disbursements and Other Charges	<u>19.91</u>
Total this Invoice	<u>\$ 359,259.91</u>

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22110011
Client/Matter No. 128272.00001
June 30, 2021

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through May 31, 2021

Asset Analysis and Recovery	\$	7,050.00
Assumption and Rejection of Leases and Contracts	\$	34,329.00
Budgeting (Case)	\$	2,446.00
Business Operations	\$	15,924.00
Case Administration	\$	69,276.00
Claims Administration and Objections	\$	9,074.00
Employee Benefits and Pensions	\$	1,689.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Employment and Fee Applications	\$	42,495.00
Financing and Cash Collateral	\$	41,170.00
Meetings and Communications with Creditors	\$	71,140.00
Plan and Disclosure Statement	\$	16,721.00
Reporting	\$	214.00
Tax	\$	1,377.00
Hearings	\$	754.00
Claims Investigation	\$	27,693.00
Lien Investigation	\$	8,198.00
Intercompany Claims	\$	2,100.00
Other Motions/Applications	\$	3,609.00
Schedules and Statements	\$	3,981.00
Disbursements and Other Charges		<u>19.91</u>
Total this Invoice	\$	<u><u>359,259.91</u></u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
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ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
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JUNE 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22111876
Client/Matter No. 128272.00001
July 30, 2021

FOR PROFESSIONAL SERVICES RENDERED

through June 30, 2021 as set out in the
attached detail

Asset Analysis and Recovery	\$	837.00
Assumption and Rejection of Leases and Contracts	\$	23,600.00
Budgeting (Case)	\$	6,237.00
Business Operations	\$	10,973.00
Case Administration	\$	99,611.50
Claims Administration and Objections	\$	3,865.50
Corporate Governance and Board Matters	\$	255.00
Employee Benefits and Pensions	\$	8,311.00
Employment and Fee Applications	\$	17,808.00
Financing and Cash Collateral	\$	41,822.00
Other Litigation	\$	107.00
Meetings and Communications with Creditors	\$	60,143.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Plan and Disclosure Statement	\$	31,631.00
Reporting	\$	754.00
Tax	\$	3,600.00
Hearings	\$	4,519.00
Claims Investigation	\$	68,957.00
Lien Investigation	\$	17,804.00
Intercompany Claims	\$	2,585.00
Other Motions/Applications	\$	7,586.00
Willkie Fee Statement and Applications	\$	5,674.00
Disbursements and Other Charges		<u>2,330.38</u>
Total this Invoice	\$	<u><u>419,010.38</u></u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/21	E R	Reviewed A&M presentation on asset search.	0.90 \$	837.00
Sub-Total			0.90	837.00

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/21	CAD	Correspondence w/ R. Engelke, Alton, Jefferies regarding Debtors' notice of rejection of certain executory contracts and unexpired leases and analysis.	0.20 \$	214.00
6/1/21	CAD	Correspondence w/ R. Engelke, Alton regarding unredacted Debtors' motion to enter into new aircraft leases and LOI w/ CDBA (.2) and review/analyze same (.3).	0.50	535.00
6/2/21	DMS	Review SAI agreement (.4) and prepare summary (.2) of same for Alton team (0.6); call with B. Schak (Milbank) re same (0.2).	0.80	936.00
6/2/21	DMS	Review SAI documentation.	0.20	234.00
6/2/21	CAD	Correspondence w/ D. Sinclair, Alton regarding background/purpose of Debtors' proposed rejection of SAI shareholders agreement (.2); review/analyze as-filed Debtors' motion to authorize assumption of existing aircraft lease, as amended, with Goshawk (.2); review/analyze as-filed Debtors' motion to authorize assumption of existing aircraft lease, as amended, with SMBC (.2).	0.60	642.00
6/2/21	DMS	Review notice of rejection (.3) and corr with Alton team re same (.1).	0.40	468.00
6/2/21	CAD	Correspondence w/ B. Schak (Milbank), D. Sinclair, L. Ryan (Alton) regarding Debtors' intent to reject SAI shareholders agreement.	0.30	321.00
6/4/21	CAD	Correspondence w/ J. Brandt regarding Debtors'	0.20	214.00

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		notice of rejection of SAI shareholders agreement (.1) and review/analyze same (.1).		
6/4/21	B M	Review the fleet update and projected lease rejection damages (1.6); review the rejection damage calculation model (.6); review memorandum regarding rejection damage claims and the claims pool (.4).	2.60	3,900.00
6/7/21	DMS	Corr with R. Engelke and Alton teams re aircraft lease assumption claims.	0.20	234.00
6/7/21	CAD	Review Debtors' motion to enter into new seat supply contract w/ Recaro.	0.20	214.00
6/7/21	B M	Review the fleet update and potential rejection claims (1.2); call with Alton regarding fleet issues (.5); review memorandum regarding fleet issues (.4).	2.10	3,150.00
6/10/21	R E	Review and summarize Recaro contract.	1.40	1,414.00
6/11/21	DMS	Corr with R. Engelke regarding seat supply contract.	0.20	234.00
6/11/21	T G	Review aircraft rejection notice (.3) and correspondence w/ team re same (.1).	0.40	540.00
6/12/21	CAD	Review/analyze notice of adjournment of hearing on Debtors' notice of rejection of SAI shareholders agreement.	0.10	107.00
6/12/21	CAD	Correspondence w/ J. Brandt regarding Debtors' notice of rejection regarding eight Airbus A321 aircrafts (.1) and review/analyze same (.2).	0.30	321.00
6/12/21	J B	Review Debtors' filed notice of rejection filed (.3) and draft / circulate summary to team and Alton re: same (.2).	0.50	230.00
6/14/21	DMS	Review Recaro seat contract and related motion (.4) and corr with B. Schak (Milbank), R. Engelke, J. Brandt re same (.2).	0.60	702.00
6/14/21	CAD	Review/analyze Debtors' motion to assume existing aircraft leases, as amended w/ JSA.	0.20	214.00
6/15/21	DMS	Call with B. Schak (Milbank) regarding Recaro and SAI contracts (.2) and corr with R. Engelke re same (.1).	0.30	351.00
6/16/21	DMS	Corr with R. Engelke re SAI and ground handling contracts.	0.20	234.00
6/16/21	R E	Review original leases to PoCs (0.5) and send to Alton (0.1).	0.60	606.00
6/17/21	CAD	Review/analyze three orders authorizing	0.30	321.00

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		Debtors to assume existing aircraft leases, as amended (SMBC/Goshawk/ICBC).		
6/17/21	CAD	Review five signed orders authorizing Debtors to enter into new aircraft leases and letters of intent (ACG /Aircastle/GECAS/Arena/AerCap) (.5); correspondence w/ Y. Zahoroda (Milbank), D. Sinclair regarding motion to shorten regarding Debtors' motion to amend leases w/ SMBC (.1).	0.60	642.00
6/17/21	T G	Review motion to assume SMBC leases.	0.40	540.00
6/18/21	CAD	Review/analyze signed orders authorizing Debtors to assume existing aircraft leases, as amended (SMBC) (2x) (.2); correspondence w/ J. Brandt regarding Debtors' filed motions (2) to assume existing aircraft leases, as amended (SMBC) (.1) and review/analyze same (.4); correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' contemplated motion to assume HP lease agreement (.2).	0.90	963.00
6/23/21	CAD	Correspondence w/ A. Metviner (Milbank), internal working group regarding Debtors' proposed rejection of hotel accommodation agreement w/ Sarona Orlando Lee, LLC -- Holiday Inn Orlando Airport (.2) and review same (.2); review/analyze notice of adjournment of hearing on Debtors' notice of rejection of SAI shareholders agreement (.1).	0.50	535.00
6/25/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding assumption of agreement w/ Microsoft regarding extension of software licenses (.1) and review/analyze same and summary of deal (.3).	0.40	428.00
6/28/21	DMS	Call with B. Schak re Accenture agreements (.1); corr with R. Engelke re same (.1); review related materials (.4).	0.60	702.00
6/28/21	DMS	Review Accenture settlement and contract assumption motion.	0.30	351.00
6/28/21	DMS	Review presentation re Microsoft contracts.	0.20	234.00
6/28/21	B M	Review proposed assumption/rejection of Avianca contracts (.6); communicate with the UCC advisors regarding the Avianca contracts	1.40	2,100.00

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		(.4); memorandum regarding UCC advisor review of the contracts (.4).		
6/29/21	DMS	Review Accenture motion (.1) and corr with T. Goren, Willkie team re same (.1).	0.20	234.00
6/29/21	CAD	Review/analyze signed order authorizing Debtors to assume existing aircraft leases, as amended, w/ JSA (.1); review/analyze signed orders authorizing Debtors to assume existing aircraft leases, as amended, w/ SMBC (.3); review/analyze notice of rejection of executory contract w/ Sarona Orlando Lee, LLC (.1).	0.50	535.00
Sub-Total			19.40	23,600.00

Budgeting (Case)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/1/21	DMS	Review case budgets for Willkie and provide comments to R. Engelke.	0.40	\$	468.00
6/1/21	R E	Correspondence with D. Sinclair (0.3) and update budget/staffing plan (0.5)	0.80		808.00
6/2/21	R E	Update budget (0.2) and send for review (0.1).	0.30		303.00
6/3/21	R E	Collect and review budgets from advisors (.2); incorporate partner comments to budgets (.6).	0.80		808.00
6/4/21	T G	Review and revise UST required budget.	0.30		405.00
6/4/21	CAD	Correspondence w/ internal working group regarding draft budgets.	0.20		214.00
6/5/21	R E	Incorporate partner comments to budgets (0.4) and respond to questions (0.5).	0.90		909.00
6/7/21	DMS	Review May budget (.1) and corr with A. Ambeault re same (.1).	0.20		234.00
6/7/21	CAD	Correspondence w/ internal working group regarding budget staffing plans for May and June-September.	0.20		214.00
6/7/21	R E	Communicate with Arrieta on budget (0.4) and review (0.2).	0.60		606.00
6/8/21	R E	Finalize budgets.	0.20		202.00
6/9/21	DMS	Corr with R. Engelke re case budgets.	0.20		234.00

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6/9/21	CAD	Correspondence w/ internal working group regarding budget and staffing plans for committee professionals (.2) and review/analyze same (.2).	0.40	428.00
6/10/21	R E	Finalize budgets and send to co-chairs	0.40	404.00
Sub-Total			5.90	6,237.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/2/21	CAD	Correspondence w/ internal working group regarding updated flight restrictions chart (.1) and review/analyze same (.1).	0.20	\$ 214.00
6/2/21	B M	Call with the Debtors' advisors regarding the business plan and financing options (.7); call with the UCC advisors to discuss the Debtors' operations (.6); memorandum regarding fleet issues (.3).	1.60	2,400.00
6/3/21	B M	Review the USAV documents and resulting cash flow analysis.	1.40	2,100.00
6/8/21	CAD	Correspondence w/ internal working group regarding updated flight restrictions chart (.1) and review/analyze same (.1).	0.20	214.00
6/11/21	CAD	Correspondence w/ B. Schak (Milbank) regarding ground handling in Costa Rica and Guatemala and possible RFP.	0.20	214.00
6/16/21	CAD	Correspondence w/ internal working group regarding updated flight restrictions chart (.1) and review/analyze same (.1); correspondence w/ B. Schak (Milbank), internal working group regarding proposed stipulation between Debtors and US Customs and Border Protection (.1) and review/analyze same (.2).	0.50	535.00
6/16/21	B M	Call with the Debtors' advisors to discuss open business issues (.9); review of the Debtors' business and fleet plans (1.7); memorandum regarding open fleet issues (.4).	3.00	4,500.00
6/23/21	CAD	Correspondence w/ B. Schak (Milbank),	0.40	428.00

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		internal working regarding Debtors' RFP for on-board sales of snacks, water, coffee, etc. (.2) and review/analyze materials (.2).		
6/29/21	J B	Update flight restrictions chart.	0.80	368.00
Sub-Total			8.30	10,973.00

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/21	DMS	Review and revise WIP (.7); corr with R. Engelke re same (.2).	0.90	\$ 1,053.00
6/1/21	DMS	Weekly call with debtors' professionals (Alix, Rothschild, Davis Polk) and committee professionals (Willkie, FTI) re: exit financing, proposals (1.0); weekly call with committee professionals (Willkie, FTI) re: strategy, current workstreams (0.5).	1.50	1,755.00
6/1/21	DMS	Review and revise WIP (.3); corr with R. Engelke re same (.1).	0.40	468.00
6/1/21	R E	Update advisors on upcoming filings (0.3); update internal team on recently filed pleadings (.5); update WIP (1.1) and agenda (0.4); correspondence with D. Sinclair on WIP and open items (0.4).	2.70	2,727.00
6/2/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (exit financing/fleet negotiations and claims/USAV/operations and cash) (.8); participate in weekly call w/ committee's professionals regarding legal and financial updates (exit financing/fleet negotiations/rejection of SAI shareholders agreement/rejection of certain executory contracts and unexpired leases), things to be done, and agenda for tomorrow's creditors' committee meeting (.4); correspondence w/ R. Engelke regarding agenda for tomorrow's creditors' committee meeting (.1) and	1.40	1,498.00

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Client/Matter No. 128272.00001

		review/analyze same (.1).		
6/2/21	DMS	Review agenda (.1) and corr with R. Engelke, T. Goren, B. Miller re same (.1).	0.20	234.00
6/2/21	T G	Prepare for (.1) and call w/ Debtors' professionals re exit financing discussions, fleet, operations update (.8); follow-up call w/ UCC professionals re same (.4).	1.30	1,755.00
6/2/21	R E	Debtors/UCC advisors call re: exit financing/fleet negotiations (0.8); UCC advisors call re: workstreams/strategy (0.4); update (0.6) and distribute WIP and agenda (0.2); update advisors on upcoming filings (0.4).	2.40	2,424.00
6/2/21	J B	Call with Committee professionals re: LOI updates and exit financing updates, shareholders agreement issue, and proposed agenda for committee meeting (in part).	0.30	138.00
6/2/21	DMS	Weekly call with Willkie, Alton, Jefferies, A&M, Milbank, FTI and Seabury teams re exit financing and fleet renegotiations (.8); weekly UCC professionals call (Willkie, Alton, Jefferies, A&M) re: workstreams, exit financing (.4).	1.20	1,404.00
6/3/21	R E	Follow up with UCC advisors on open items.	0.60	606.00
6/4/21	R E	Review (1.1) and summarize (.7) potential issues on upcoming filings from Debtors.	1.80	1,818.00
6/5/21	DMS	Review and mark up works in progress list.	0.60	702.00
6/5/21	R E	Update works in progress list and send to D. Sinclair.	1.10	1,111.00
6/6/21	DMS	Review revised works in progress list (.8) and corr with R. Engelke re same (.4).	1.20	1,404.00
6/7/21	DMS	Call with R. Engelke, J. Brandt, A. Ambeault re works in progress and open workstreams. (.5); prepare for same (.1).	0.60	702.00
6/7/21	A A	Weekly team meeting w/ D. Sinclair, R. Engelke and J. Brandt re: case status and upcoming tasks.	0.50	230.00
6/7/21	R E	Update advisors on upcoming filings (0.3); follow up with advisors and internal team on open WIP items (0.8); weekly team meeting with D. Sinclair, J. Brandt and A. Ambeault (0.5); update works in progress list (1.1);	3.20	3,232.00

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		correspondence with D. Sinclair on open items (0.5).		
6/7/21	J B	Call with D. Sinclair, A. Ambeault and R Engelke re: work in progress updates.	0.50	230.00
6/8/21	DMS	Review revised works in progress list (.2) and corr with R. Engelke re same (.1).	0.30	351.00
6/8/21	R E	Update works in progress list and send to D. Sinclair for review (1.1); correspond with D. Sinclair on open items (0.4).	1.50	1,515.00
6/9/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (pending Debtors' motions/exit financing/fleet negotiations) (.8); participate in weekly call w/ committee professionals regarding case status (exit financing/fleet negotiations/USAV/Debtors' motion to enter into aircraft new seat supply contract/proofs of claim filed by aircraft lessors and owner trustees/Debtors' objection to BNY proofs of claim) and agenda for tomorrow's committee meeting (.7); correspondence w/ R. Engelke regarding draft agenda for tomorrow's creditors' committee meeting (.2) and review/analyze same (2x) (.2); telephone conference w/ Carronade, internal working group regarding background and capital structure (.4); correspondence w/ internal working group regarding recent LATAM case developments and impact on Avianca (.2).	2.50	2,675.00
6/9/21	T G	Call w/ Debtors' professionals re case update, equity raise status, fleet update (.8); follow-up call w/ UCC professionals re same (.7).	1.50	2,025.00
6/9/21	WTE	Weekly conf call w UCC Advisors re: workstreams.	0.80	1,020.00
6/9/21	R E	Finalize agenda and budgets and send to UCC advisors (0.4); call with Debtors advisors / UCC advisors re: case status, exit financing (0.8); call with UCC advisors re: strategy, workstreams (.7); correspondence with D. Sinclair on budgets and agenda (0.3); update works in progress based on UCC call (0.3).	2.50	2,525.00
6/9/21	M F	Participation in weekly professionals call re: exit financing, strategy.	0.40	620.00

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6/9/21	J B	Call with Committee professionals re: term sheet updates, exit financing, agenda for Committee call and other matter updates.	0.70	322.00
6/9/21	DMS	Weekly call with Debtors' professionals (Milbank, Seabury) and Willkie/Jefferies/Alton/A&M teams re: case status and exit strategy (.8); weekly call with UCC professionals (Willkie, Alton, Jefferies, A&M) re: case issues/strategy (0.7); follow up call with R. Engelke (0.2); review latest filings (0.2).	1.90	2,223.00
6/9/21	WTE	Weekly Professionals' Call re: legal and financial update.	0.90	1,147.50
6/10/21	R E	Provide updates on recently filed pleadings to internal team (0.4); correspond with D. Sinclair on open WIP items (0.4); correspond with Milbank on filings (0.3).	1.10	1,111.00
6/10/21	DMS	Review pleadings in preparation for call with UCC (.4); corr with J. Brandt, R. Engelke, W. Eguchi re open workstreams (.4).	0.80	936.00
6/11/21	R E	Correspondence with D. Sinclair on open items (0.6); review upcoming Debtor filings (confidential) (2.3) and provide summary of findings (0.8)	3.70	3,737.00
6/13/21	R E	Update works in progress (1.4) and send to team with redline (0.2); send cover email with open items (0.4).	2.00	2,020.00
6/14/21	DMS	Call with R. Engelke, A. Ambeault, J. Brandt re works in progress list.	0.30	351.00
6/14/21	T G	Review omnibus CNO.	0.20	270.00
6/14/21	CAD	Correspondence w/ J. Brandt regarding Debtors' omnibus CNO regarding various motions scheduled to be heard at June 16 omnibus hearing (.1) and review/analyze same (.2).	0.30	321.00
6/14/21	A A	Weekly meeting w/ D. Sinclair, R. Engelke and J. Brandt re: upcoming deadlines and current workstreams (.3); prepare for same (.1).	0.40	184.00
6/14/21	R E	Weekly team call with D. Sinclair, A. Ambeault and J. Brandt re: current workstreams (0.3); coordinate with advisors on open items (0.6); call with Alton on open items (0.6); correspondence with D. Sinclair on open items	2.70	2,727.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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		(0.6); review and summarize docket updates (0.6).		
6/14/21	J B	Call with R. Engelke, A. Ambeault, and D. Sinclair (.3) re: work in progress list updates; call with R. Engelke and Alton team re: work in progress updates (.2); review and circulate update re: Debtors' filed CNO (.6).	1.10	506.00
6/15/21	CAD	Correspondence w/ internal working group regarding agenda for tomorrow's omnibus hearing (.1) and review/analyze same (.1); discuss committee logistics and docket matters w/ R. Engelke (.1); review/analyze agenda for tomorrow's omnibus hearing (.1).	0.40	428.00
6/15/21	DMS	Review and revise materials for committee call.	0.50	585.00
6/15/21	T G	Review agenda for hearing (.2) and correspondence w/ Milbank re same (.1).	0.30	405.00
6/15/21	R E	correspondence with MoFo on flight restrictions chart (0.5); correspondence with D. Sinclair on open workstreams (0.5); send docket updates to advisors (0.3).	1.30	1,313.00
6/15/21	DMS	Review revised works in progress list and corr with R. Engelke re same.	0.10	117.00
6/16/21	DMS	Weekly call with Debtors (Milbank, Seabury) and UCC professionals (Alton, A&M, Jefferies) (0.7); follow up correspondence with W. Eguchi, R. Engelke, J. Brandt (0.1).	0.80	936.00
6/16/21	CAD	Correspondence w/ R. Engelke regarding draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates and case status (exit financing/fleet/Airborne and Airbus/operations and cash) (.8); participate in weekly committee professionals' call regarding same, next steps, and agenda for tomorrow's creditors' committee meeting (.7); correspondence w/ internal working group regarding LATAM motion regarding substantive consolidation regarding impact on Debtors' cases (.3).	2.00	2,140.00
6/16/21	DMS	Corr with R. Engelke re agenda (.1) and review FA materials for meeting with UCC members	0.20	234.00

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		(.1).		
6/16/21	T G	Call w/ Debtors' professionals re exit, fleet, business plan update (.8); follow-up call w/ financial advisors re same (.7).	1.50	2,025.00
6/16/21	R E	Call with Debtors advisors and UCC advisors (0.8); UCC advisors call only (0.7); listen to and summarize omnibus hearing (1.2).	2.70	2,727.00
6/16/21	J B	Call with Committee professionals re: Committee agenda updates, and other matter updates.	0.60	276.00
6/16/21	B M	Call with the UCC advisors to discuss open business issues.	0.60	900.00
6/16/21	WTE	Weekly professionals call w A&M, Jefferies, Alton re: exit financing/workstreams.	0.60	765.00
6/17/21	CAD	Correspondence w/ R. Engelke regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ J. Brandt regarding recent filings/developments in LATAM regarding impact on Debtors' cases (.1) and review/analyze same (.2).	0.50	535.00
6/17/21	DMS	Review J. Brandt summary of LATAM filings.	0.20	234.00
6/17/21	R E	Prepare docket updates for advisors (0.3); review LATAM updates from J. Brandt (0.3).	0.60	606.00
6/17/21	J B	Review recently filed pleadings and draft summary for team re: same (.9); review LATAM docket filings and draft update re: filed subcon motion (.9).	1.80	828.00
6/18/21	R E	Review and summarize upcoming Debtor motions (1.4); update advisors on upcoming Debtor motions (0.3).	1.70	1,717.00
6/20/21	R E	Review LATAM update and provide comments (0.6); update current WIP (1.3).	1.90	1,919.00
6/21/21	DMS	Weekly call re works in progress list with A. Ambeault, R. Engelke, J. Brandt.	0.60	702.00
6/21/21	R E	Call with Alton re: workstreams (0.5); WIP call with D. Sinclair, A. Ambeault and J. Brandt (0.4); correspondence with advisors on open WIP items (0.4) and upcoming Debtor filings (0.4).	1.70	1,717.00
6/21/21	A A	Weekly working group call w/ D. Sinclair, R. Engelke and J. Brandt re: current workstreams	0.40	184.00

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		and upcoming deadlines.		
6/21/21	J B	Call with D. Sinclair, R. Engelke, and A. Ambeault re: weekly work in progress updates (.4); call with R. Engelke and Alton team re: weekly work in progress updates (.1); update flight restrictions chart (1.0).	1.50	690.00
6/22/21	R E	Update WIP (0.8) and agenda (0.3).	1.10	1,111.00
6/23/21	DMS	Review works in progress list and agenda (0.4); corr with R. Engelke and J. Brandt re same (0.2).	0.60	702.00
6/23/21	CAD	Correspondence w/ R. Engelke regarding draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (motions to be filed/exit financing/fleet) (.5); participate in weekly committee professionals' call regarding same and agenda for tomorrow's committee meeting (.3).	1.00	1,070.00
6/23/21	T G	Call w/ Debtors' advisors re equity financing, fleet, legal update (.5); follow-up discussion w/ UCC advisors re same (.3).	0.80	1,080.00
6/23/21	R E	Update (0.5) and send (0.2) WIP and agenda to advisors; call with Debtors advisors and UCC advisors re: legal and financial updates (0.5); call with UCC advisors (0.3); correspondence with Alton on open items (0.4); work with internal team translating HP lease agreement (0.4); circulate WIP and FA materials to committee members (0.2); corr. w/ team re: same (.3).	2.80	2,828.00
6/23/21	J B	Call with Committee professionals re: workstreams (in part).	0.20	92.00
6/23/21	AGB	Standing call with Colombian counsel re: workstreams.	0.10	117.00
6/23/21	DMS	Weekly call with Debtors (Milbank, Seabury) and UCC professionals (Alton, A&M, Jefferies) re: legal and financial updates (.5); weekly call with UCC professionals (Willkie, Alton, Jefferies, A&M) (.2); review recently filed pleadings (.5).	1.30	1,521.00

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6/24/21	R E	Update advisors on upcoming Debtor filings.	0.30	303.00
6/25/21	R E	Internal call on HP lease translation (0.4) and email update to Alton on translation (0.3); review and summarize Debtors upcoming filings (0.6); correspondence with D. Sinclair on open WIP items (0.4).	1.70	1,717.00
6/27/21	R E	Update WIP (0.8) and send to D. Sinclair with open items (0.5).	1.30	1,313.00
6/28/21	DMS	Call with R. Engelke, J. Brandt re works in progress list.	0.30	351.00
6/28/21	CAD	Correspondence w/ D. Sinclair regarding Debtors' plan to file CNO for all June 30 hearing matters (.1); review/analyze as-filed omnibus CNO (.1); various correspondence w/ internal working group regarding June 30 hearing (.3); review/analyze notice of procedures for future omnibus hearings (.1); correspondence w/ internal working group regarding summaries of to be filed Debtors' motions (.1) and review/analyze same (.2).	0.90	963.00
6/28/21	T G	Correspondence w/ team and E Fleck re status of 6/30 hearing (.3); review order re future hearings (.1).	0.40	540.00
6/28/21	R E	Update WIP (0.7); internal WIP call with D. Sinclair and J. Brandt (0.3); summarize upcoming filings (0.7).	1.70	1,717.00
6/28/21	J B	Weekly work in progress call with D. Sinclair and R. Engelke.	0.30	138.00
6/29/21	CAD	Review/analyze agenda for June 30 omnibus hearing (.1); review/analyze notice of cancellation of June 30 hearing (.1).	0.20	214.00
6/29/21	DMS	Review WIP list and agenda for committee meeting (.1) and corr with R. Engelke re same (.1).	0.20	234.00
6/29/21	R E	Summarize upcoming filing and send internally (0.5); update WIP (0.5) and agenda (0.4) and send to D. Sinclair with redlines (0.3).	1.70	1,717.00
6/30/21	DMS	Prepare summary of filings for committee call (0.6); weekly call with debtors' professionals (Milbank, Seabury) and UCC professionals (Willkie, Alton, Jefferies, A&M) (0.8); review proposed agenda and WIP in advance of UCC	1.60	1,872.00

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		professionals call (0.1); corr with R. Engelke re open workstreams (0.1).		
6/30/21	DMS	Weekly call with committee professionals (Willkie, A&M, Alton, Jefferies) re: workstreams, strategy.	0.40	468.00
6/30/21	WTE	Weekly Professionals' Call re: legal and business updates.	0.40	510.00
6/30/21	WTE	UCC Advisors Weekly Call re: case strategy/workstreams.	0.90	1,147.50
6/30/21	CAD	Correspondence w/ R. Engelke regarding WIP and proposed agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (exit financing/fleet negotiations/cash flow/Debtors' upcoming filings) (.8); participate in weekly committee professionals' call regarding same and agenda for tomorrow's committee meeting (.4); correspondence w/ J. Brandt regarding updates from today's LATAM hearing regarding implications for Debtors' cases (.1) and review/analyze same (.2).	1.70	1,819.00
6/30/21	WTE	Review Agenda and WIP List.	0.10	127.50
6/30/21	T G	Case update call w/ Debtors' advisors re exit financing, fleet update, etc. (.8); follow-up call w/ UCC advisors re same (.4).	1.20	1,620.00
6/30/21	R E	Call with UCC and Debtors advisors re: legal and financial updates (.8); call with UCC advisors only re: same (0.4); update (0.9) and send (0.2) WIP and agenda to UCC advisors.	2.10	2,121.00
6/30/21	J B	Call with Committee professionals re: exit financing updates and updated agenda for Committee call.	0.30	138.00
Sub-Total			96.10	99,611.50

Claims Administration and Objections

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/7/21	R E	Review BNY PoC objection (0.3) and provide summary (0.3).	0.60	\$	606.00
6/10/21	CAD	Brief review of Debtors' fourth and fifth omnibus objections to claims (.4); correspondence w/ D. Sinclair, S. Waschitz (A&M) regarding prepetition critical and foreign vendor payments (.2).	0.60		642.00
6/11/21	WTE	Review DIP Order, RSA and term sheet re 2023 Notes deficiency claim (0.2); email D. Sinclair re same (0.2).	0.40		510.00
6/11/21	DMS	Review claims objections (.1) and corr with R. Engelke re same (.1).	0.20		234.00
6/11/21	CAD	Correspondence w/ internal working group regarding Debtors' fourth and fifth omnibus claims objections/issues.	0.20		214.00
6/11/21	WTE	Emails w/ D. Sinclair re deficiency claim.	0.10		127.50
6/14/21	T G	Correspondence w/ team re status of non-roll-up notes.	0.30		405.00
6/16/21	WTE	Participate in UCC Advisor Weekly Call re: strategy/workstreams.	0.80		1,020.00
6/29/21	CAD	Review/analyze joint notice of withdrawal of claim filed by IRS and withdrawal of Debtors' objection to withdrawn claim.	0.10		107.00
Sub-Total			3.30		3,865.50

Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/16/21	WTE	Weekly professionals call w A&M, Jefferies, Alton (0.6); email Sinclair re per plan / per debtor research (0.1); emails w Sinclair re follow-up tasks (0.1).	0.20	\$	255.00
Sub-Total			0.20		255.00

Employee Benefits and Pensions

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/2/21	DMS	Review incentive motion and wages order (0.3); corr with R. Engelke re same (0.1).	0.40	\$	468.00
6/2/21	R E	Review employee incentive motion (0.6); review first day wages motion (0.3); call with B. Schak (0.4); correspondence with D. Sinclair on employee incentive motion (0.1).	1.40		1,414.00
6/9/21	CAD	Correspondence w/ B. Schak regarding revised proposed employee incentive order (.1) and review/analyze same (.1).	0.20		214.00
6/11/21	B M	Discussion with CAXDAC regarding pension issues (.6); review of the CAXDAC documents and Colombian law issues (1.3); memorandum regarding CAXDAC issues (.3).	2.20		3,300.00
6/17/21	CAD	Review/analyze signed order authorizing Debtors to pay amounts due under specified incentive plans.	0.10		107.00
6/25/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' contemplated motion to approve new incentive plan for airport workers (.1) and review/analyze same (.2).	0.30		321.00
6/28/21	CAD	Correspondence w/ B. Schak (Milbank), D. Sinclair regarding draft of Debtors' motion to approve airport staff incentive plan (.1) and review/analyze same (.2).	0.30		321.00
6/28/21	T G	Review motion and materials re airport staff incentive plan.	0.50		675.00
6/28/21	DMS	Review employee incentive plan motion and related presentation.	0.40		468.00
6/30/21	DMS	Review incentive motion and related presentation prepared by the debtors.	0.50		585.00
6/30/21	DMS	Call with S. Wachitz (A&M) re incentive motion.	0.10		117.00
6/30/21	CAD	Correspondence w/ B. Schak (Milbank), R. Engelke regarding Debtors' draft motion to approve incentive plan for Debtors' airport staff (.1) and review/analyze same (.2).	0.30		321.00
Sub-Total			6.70		8,311.00

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Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/21	CAD	Correspondence w/ internal working group regarding Debtors' professionals' monthly fee statements.	0.30 \$	321.00
6/1/21	T G	Review monthly fee tracker.	0.30	405.00
6/1/21	R E	Update debtors advisors monthly tracker.	0.90	909.00
6/2/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), D. Sinclair regarding proposed filing by KPMG Latin American Affiliates of additional engagement letter relating to audit services for 2021 and proposed notice (.2) and review/analyze same (.1); subsequent correspondence w/ R. Engelke, L. Ryan (Alton) regarding same and clearance (.2); review/analyze FTI March monthly fee statement (.2).	0.70	749.00
6/3/21	DMS	Review KPMG Colombia engagement letter notice.	0.20	234.00
6/4/21	DMS	Review Willkie budget and corr with R Engelke re same.	0.20	234.00
6/4/21	CAD	Correspondence w/ B. Schak (Milbank), D. Sinclair regarding KPMG (Colombia) additional engagement letter.	0.20	214.00
6/8/21	DMS	Corr with R. Engelke re Arrieta budget and interim fee applications.	0.30	351.00
6/8/21	DMS	Review UST fee guidelines (.4) and corr with R. Engelke re same (.3).	0.70	819.00
6/8/21	CAD	Review/analyze Milbank April monthly fee statement.	0.20	214.00
6/8/21	R E	Review and send Debtors advisors fee tracker to co-chairs.	0.30	303.00
6/9/21	CAD	Correspondence w/ internal working group regarding passage of objection deadline regarding Willkie retention application and need for CNO.	0.20	214.00
6/10/21	CAD	Review/analyze notice of proposed additional audit services to be performed for Debtors by	0.10	107.00

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		KPMG SAS.		
6/10/21	A A	Draft CNO for Willkie Retention Application.	0.60	276.00
6/11/21	DMS	Review certificate of no objection and Willkie retention app (.5); coordinate filing of CNO (.1); corr with debtors and chambers re same (.2).	0.80	936.00
6/11/21	A A	Prepare, file and serve CNO for Willkie Retention App.	0.40	184.00
6/14/21	T G	Review order re additional retention disclosure (.2) and correspondence w/ team re same (.3); review and revise draft disclosure (.3).	0.80	1,080.00
6/14/21	CAD	Correspondence w/ internal working group regarding preparation of supplemental declaration and schedule of hourly rates at judge's request (.4) and review/analyze same (.3).	0.70	749.00
6/14/21	A A	Draft Miller Supplemental Declaration in support of Willkie Retention per Court Order (.6); prepare, file and serve same (.3).	0.90	414.00
6/14/21	DMS	Prepare email to chambers re Willkie retention application (.1) and corr with Willkie team re same (.2); revise supplemental declaration of B. Miller (.2).	0.50	585.00
6/16/21	CAD	Correspondence w/ internal working group regarding signed Willkie retention order.	0.10	107.00
6/21/21	CAD	Review/analyze May monthly fee statement of Ropes & Gray (.1); review/analyze notice of thirteenth amended OCP list (.1).	0.20	214.00
6/25/21	CAD	Review/analyze Quinn Emanuel May monthly fee statement.	0.10	107.00
6/28/21	DMS	Review Alton and A&M monthly fee statements (.2) and corr with R. Engelke, A. Ambeault re same (.1).	0.30	351.00
6/28/21	J K	Collect advisor fees statements for period 4/1 - 4/39.	0.30	84.00
6/28/21	DMS	Review Arrieta monthly fee statement (.2) and corr with A. Ambeault, R. Engelke re same (.1).	0.30	351.00
6/28/21	A A	Draft Arrieta 8th monthly fee statement.	0.40	184.00
6/28/21	A H	Update April fee statement summary spreadsheet.	2.20	616.00
6/28/21	R E	Review monthly statements.	0.60	606.00

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6/29/21	DMS	Corr with R Engelke and A Ambeault re monthly fee statements filing.	0.20	234.00
6/29/21	CAD	Correspondence w/ internal working group regarding July interim fee applications, VAT, and things to be done/calendared (.2); subsequent correspondence w/ D. Sinclair regarding same and next steps (.2); review/analyze draft of KPMG Colombia declaration in support of allowance of VAT (.2).	0.60	642.00
6/29/21	R E	Finalize advisors monthly statements.	0.60	606.00
6/30/21	DMS	Review finalized monthly fee statements and coordinate filing of same.	0.40	468.00
6/30/21	DMS	Review VAT declaration (.2) and corr with C. Damast, R. Engelke about revisions (.1).	0.30	351.00
6/30/21	DMS	Review debtors' professionals monthly fee statement tracker (.2) and corr with R. Engelke, J. Brandt re same (.1).	0.30	351.00
6/30/21	A A	Prepare A&M Monthly Fee Statement for filing (.2); prepare Arrieta Monthly Fee Statement for filing (.2); prepare Alton Monthly Fee Statement for Filing (.2); file and serve A&M, Arrieta and Alton Monthly Fee Statement (.6).	1.20	552.00
6/30/21	CAD	Correspondence w/ D. Sinclair regarding proposed revision to C. Arrieta declaration in support of allowance of VAT (.2) and review/analyze revised language (.2); subsequent correspondence w/ R. Engelke regarding further revised C. Arrieta declaration (.2) and review/analyze same (.2); correspondence w/ R. Engelke, C. Arrieta/E. Iguaran regarding same (.1); review/analyze May 2021 monthly fee statement of Smith Gambrell (.1).	1.00	1,070.00
6/30/21	R E	Correspondence with Milbank and UCC advisors on monthly billing process (0.6); review UCC and Willkie monthly fee statements (1.0).	1.60	1,616.00
Sub-Total			20.00	17,808.00

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Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/2/21	DMS	Discuss DIP financing docs with W. Eguchi and R. Engelke.	0.20	\$ 234.00
6/2/21	R E	Call with W. Eguchi and D. Sinclair on DIP.	0.40	404.00
6/3/21	DMS	Review DIP documents (.4) and discuss same with W. Eguchi (.2).	0.60	702.00
6/4/21	D G	Organize financing documents.	0.40	112.00
6/7/21	B M	Review the letter of intent for exit financing (.7); call with Jefferies regarding the exit financing and letter of intent (.8); review memorandum regarding exit financing issues (.4).	1.90	2,850.00
6/8/21	B M	Correspondence with UCC advisors regarding the exit financing discussions.	0.60	900.00
6/9/21	DMS	Review DIP documents.	0.40	468.00
6/9/21	DMS	Review DIP documents.	0.50	585.00
6/9/21	CAD	Review/analysis of DIP to exit financing commitment letters and term sheets.	1.10	1,177.00
6/9/21	DMS	Review DIP credit agreement.	0.60	702.00
6/9/21	T G	Review DIP/Exit term sheets (1.4) and call w/ W Eguchi re same (.2).	1.60	2,160.00
6/9/21	WTE	T/c w/ T. Goren re DIP to Exit.	0.20	255.00
6/9/21	WTE	T/c w/ D. Sinclair re DIP to Exit and advisor calls.	0.10	127.50
6/9/21	B M	Review of the Tranche B rights under the DIP financing (2.3); call with the Debtors' advisors regarding Tranche B conversion discussions and third party equity raise efforts (.8).	3.10	4,650.00
6/10/21	WTE	Review draft DIP Commitment Papers (1.0); revise draft DIP to Exit Term Sheet (0.5); draft analysis and notes re same (1.9); email T Goren, D Sinclair re same (0.1).	3.50	4,462.50
6/10/21	DMS	Review final DIP Order re: existing notes.	0.80	936.00

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6/10/21	DMS	Review W. Eguchi DIP analysis.	0.20	234.00
6/10/21	DMS	Call with committee member and Willkie team re exit financing.	0.40	468.00
6/10/21	T G	Review correspondence from W. Eguchi re analysis of DIP to exit term sheets.	0.30	405.00
6/10/21	WTE	T/c w/ D. Sinclair re exit facilities and next steps.	0.10	127.50
6/10/21	B M	Call with the Debtors to discuss the exit financing process (.7); call with Jefferies to discuss exit financing issues (.4); review the Debtors' exit financing draft term sheet and market teaser (2.3); memorandum regarding the exit financing process (.4).	3.80	5,700.00
6/11/21	DMS	Corr. with W. Eguchi re rollup noteholder DIP provisions.	0.30	351.00
6/12/21	DMS	Review DIP order and related documents (.7); corr with T. Goren, W. Eguchi re same (.4).	1.10	1,287.00
6/12/21	DMS	Review DIP order and RSA (.7) and corr with W. Eguchi, T. Goren re same (.2).	0.90	1,053.00
6/12/21	WTE	Emails w/ D. Sinclair and T. Goren re DIP roll up notes.	0.40	510.00
6/12/21	WTE	Emails w/ D. Sinclair re roll up DIP.	0.10	127.50
6/12/21	T G	Review DIP provisions re treatment of roll-up/non-converting notes (.8) and correspondence w/ D Sinclair re same (.4).	1.20	1,620.00
6/15/21	T G	Review and analyze DIP/Exit term sheets.	0.80	1,080.00
6/17/21	CAD	Review/analyze signed order authorizing Debtors to enter into letter agreement w/ financing arranger (Credit Suisse expense reimbursement and indemnification).	0.10	107.00
6/21/21	CAD	Correspondence w/ S. Goff (Milbank) regarding stipulation and order modifying automatic stay regarding cash collateral account pledged in favor of BNP Paribas (.1) and review/analyze same (.2).	0.30	321.00
6/22/21	R E	Compile, send debt docs for A&M.	0.50	505.00
6/28/21	DMS	Review revised DIP to exit term sheet and commitment letter.	0.70	819.00

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6/28/21	WTE	Corr. w/ Willkie team re DIP to Exit financing, DIP roll up.	0.10	127.50
6/28/21	WTE	Review DIP commitment papers.	0.10	127.50
6/28/21	CAD	Correspondence w/ B. Schak (Milbank) regarding DIP rollup and RSA details (.1) and review/analyze same (.1).	0.20	214.00
6/28/21	T G	Review new DIP/exit commitment letters/terms sheets.	1.60	2,160.00
6/28/21	R E	Run redlines on exit financing docs.	0.30	303.00
6/29/21	B M	Correspondence with the UCC advisors regarding the exit financing discussions.	0.40	600.00
6/30/21	B M	Review of the Tranche B term sheet (1.3); memorandum regarding the Tranche B term sheet (.6).	1.90	2,850.00
Sub-Total			31.80	41,822.00

Other Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/8/21	CAD	Review/analyze stipulation voluntarily dismissing appeals (USAV).	0.10 \$	107.00
Sub-Total			0.10	107.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/21	T G	Correspondence w/ J. Bonteque re UCC participation (.2) and follow-up w/ team re same (.1).	0.30 \$	405.00
6/2/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ UCC co-chairs re same and exit/fleet update (.5).	0.90	1,215.00
6/2/21	B M	Review and comment on the agenda, exhibits and handouts for the 6/3 UCC meeting to discuss open case issues (1.6); call with the	2.10	3,150.00

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6/3/21	CAD	UCC co-chairs to discuss case issues (.5). Prepare/review materials for (.3) and participate in (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/fleet negotiations/KPMG Colombia engagement letter/Debtors' rejection of SAI shareholders agreement/Debtors' rejection of certain executory contracts and unexpired leases).	1.10	1,177.00
6/3/21	T G	Prepare for (.4) and participate on (.8) Committee conference re equity raise status.	1.20	1,620.00
6/3/21	R E	Attend meeting w/ UCC advisors and Committee re: strategy/exit financing.	0.80	808.00
6/3/21	M F	Participation in weekly meeting with UCC re: exit strategy.	1.00	1,550.00
6/3/21	J B	Call with Committee, Willkie, Alton, and Jefferies teams re: exit financing update, fleet negotiations, KPMG issue, shareholder rejection issue, and other matter updates (in part).	0.70	322.00
6/3/21	B M	Preparation (.4) and participation (.8) on the UCC call to discuss open case issues.	1.40	2,100.00
6/3/21	DMS	Prepare for weekly call with creditors' committee (.2); weekly call with creditors committee, Alton, Jefferies, A&M and Willkie teams re: case status/exit strategy (.8).	1.00	1,170.00
6/4/21	T G	Correspondence w/ J. Bonteque and D. Tarazona re capital raise status.	0.60	810.00
6/9/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ UCC co-chairs re case status (.4); call w/ Carronade re case status/notes (.4) and follow-up call w/ D Sinclair re same (.2).	1.40	1,890.00
6/9/21	WTE	Review Committee Agenda and Committee presentation.	0.20	255.00
6/9/21	B M	Review and comment on the agenda, exhibits and handouts for the 6/10 UCC meeting (1.3); call with the UCC co-chairs regarding case issues (.5).	1.80	2,700.00
6/10/21	DMS	Weekly call with committee members, Willkie, Alton, Jefferies and A&M teams re: exit, case strategy.	1.40	1,638.00
6/10/21	CAD	Prepare/review materials for (.4) and participate	2.20	2,354.00

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		in (1.3) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/fleet negotiations/USAV/Debtors' motion to enter into aircraft new seat supply contract/proofs of claim filed by aircraft lessors and owner trustees/Debtors' objection to BNY proofs of claim); follow up discussion w/ ACDAC, internal working group regarding exit financing issues and questions (.5).		
6/10/21	T G	Prepare for (.5) and participate on (1.3) Committee video conference re exit financing, claims update, etc.; review financial advisor presentation for same (.4); follow-up discussion with pilots re same (.5).	2.70	3,645.00
6/10/21	AGB	Call with C. Damast re: committee member's concerns re: recoveries (.1); call with committee member re: same (.4).	0.50	585.00
6/10/21	R E	UCC meeting with committee members and advisors (in part) re: exit, case updates.	0.80	808.00
6/10/21	B M	Participation on the UCC meeting to discuss open case issues.	1.30	1,950.00
6/10/21	J B	Call with Willkie, Alton, Jefferies, A&M and Willkie re: exit financing update, fleet negotiations, USAV update, filing updates and other matter updates (1.3); related follow up (.1).	1.40	644.00
6/10/21	WTE	Conf call w Committee and professionals re: case strategy.	0.80	1,020.00
6/16/21	T G	Call w/ UCC co-chairs re case update/UCC call topics, exit financing status, etc. (.7); review and revise agenda and materials for UCC call (.4); correspondence w/ M Parry re co-chair call (.1).	1.20	1,620.00
6/16/21	B M	Review the agenda, exhibits and handouts for the 6/17 UCC meeting to discuss open case issues (1.7); call with the UCC co-chairs to discuss open case issues (.6).	2.30	3,450.00
6/17/21	DMS	Prepare for weekly call with committee (0.3); weekly call with Committee and professionals (Alton, WFG, Jefferies, A&M) re: case status/issues (0.7).	1.00	1,170.00
6/17/21	CAD	Prepare/review materials for (.3) and participate	1.00	1,070.00

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		in (.7) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/financial advisors' report/report on June 16 omnibus hearing/Debtors' recent filings).		
6/17/21	AGB	Attend weekly UCC standing call re: case status/strategy.	0.70	819.00
6/17/21	T G	Prepare for (.3) and participate on (.7) Committee call re exit, fleet, operations update, etc.; review financial advisor materials for same (.4).	1.40	1,890.00
6/17/21	R E	UCC meeting w/ advisors re: exit, case status (.7); prepare materials for same (.4).	1.10	1,111.00
6/17/21	B M	Preparation (.4) and participation (.7) on the UCC call to discuss open case issues.	1.10	1,650.00
6/17/21	J B	Call with Committee and Committee professionals re: exit financing update, filings update, performance updates, and other matter updates.	0.70	322.00
6/17/21	WTE	Weekly UCC Meeting re: case status, strategy.	0.70	892.50
6/23/21	T G	Review and revise agenda and materials for UCC call (.3); call w/ UCC co-chairs re case update (.4).	0.70	945.00
6/23/21	B M	Review and comment on the agenda, exhibits and handouts for the 6/24 UCC meeting (1.4); call with the UCC co-chairs regarding case issues (.4).	1.80	2,700.00
6/24/21	DMS	Prepare for call with Committee.	0.20	234.00
6/24/21	DMS	Attend weekly meeting with Committee, Willkie, Jefferies, Alton and Seabury teams re: caes status/update.	0.60	702.00
6/24/21	CAD	Review/analyze materials for (.2) and participate in (.6) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/fleet negotiations/SAI shareholders agreement/RFP from on-board food and drink providers/upcoming filings); correspondence w/ internal working group regarding today's committee meeting and issues (.1).	0.90	963.00
6/24/21	T G	Prepare for (.4) and participate on (.6)	1.40	1,890.00

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		Committee call re financing/fleet update, etc.; review financial advisor presentation for call (.4).		
6/24/21	M F	Participation in weekly conference call with Committee.	0.60	930.00
6/24/21	B M	Preparation (.5) and participation (.6) on the UCC committee call regarding open case issues.	1.10	1,650.00
6/24/21	J B	Call with Committee and Committee professionals re: case updates.	0.60	276.00
6/28/21	WTE	Corr. w/ Willkie team re DIP commitment papers.	0.10	127.50
6/30/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ UCC co-chairs re case update, UCC call topics (.5).	0.90	1,215.00
6/30/21	B M	Review and comment on the agenda, exhibits and handouts for the 7/1 UCC meeting (1.3); call with the UCC co-chairs regarding case issues (.5).	1.80	2,700.00
Sub-Total			47.50	60,143.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/2/21	CAD	Review/analyze Seabury materials regarding status of debt and equity exit financing proposals.	0.50	\$ 535.00
6/2/21	T G	Review Seabury presentations re exit financing update (.8); review tranche B exit term sheet re conversion features (.9) and call w/ E Fleck re same (.3); review correspondence from J. Luth w/ LOI status (.1).	2.10	2,835.00
6/3/21	CAD	Correspondence w/ internal working group regarding status of exit financing LOIs.	0.30	321.00
6/3/21	T G	Correspondence w/ J Luth and team re equity LOI (.4); review and analyze exit equity term sheet re conversion arguments (1.3); correspondence w/ WFG team re same (.4).	2.10	2,835.00
6/4/21	T G	Review equity LOI.	0.40	540.00
6/7/21	T G	Review equity LOI (.5) and correspondence w/	1.40	1,890.00

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		Jefferies/Alton re same (.4); call w/ Jefferies re same (.5).		
6/8/21	T G	Review equity LOI and analyze Tranche B DIP re next steps.	1.40	1,890.00
6/9/21	T G	Call/correspondence w/ Debtors re equity raise process (.3); follow-up calls w/ L. Szlezinger (.3) and E Fleck (.3) re same.	0.90	1,215.00
6/10/21	CAD	Discuss equity financing proposals and analysis w/ A. Berro (.2); correspondence w/ internal working group regarding same and ACDAC inquiries (.2).	0.40	428.00
6/10/21	T G	Call w/ B. Miller and L. Szlezinger re exit financing and correspondence w/ Debtors re same (.4); review and analyze DIP re conversion (.7).	1.10	1,485.00
6/15/21	T G	Correspondence w/ Jefferies and Alton re plan negotiation status.	0.30	405.00
6/16/21	T G	Review LATAM subcon motion re potential applicability to AVH plan.	0.40	540.00
6/16/21	WTE	Email to T. Goren, D. Sinclair re DIP to Exit Term Sheet.	0.20	255.00
6/16/21	R E	Research (2.1) and draft email (0.8) to D. Sinclair on confirmation objections.	2.90	2,929.00
6/18/21	R E	Research specific confirmation objections (1.8); incorporate D. Sinclair comments to email (1.0).	2.80	2,828.00
6/21/21	DMS	Review 1129(a)(10) research (.5) and corr with R. Engelke re same (.1).	0.60	702.00
6/21/21	CAD	Correspondence w/ J. Brandt regarding LATAM indenture trustee motion for substantive consolidation regarding implications for the Debtors' cases (.1) and review/analyze same and summary (.3); correspondence w/ R. Engelke regarding section 1129(a)(10) SDNY legal research and analysis (.1) and review/analyze summary and research (.4); brief research re: same (.3).	1.20	1,284.00
6/21/21	T G	Review Jefferies plan analysis (.4); review plan voting research (.4).	0.80	1,080.00
6/21/21	R E	Update confirmation objection email and send to partners.	0.60	606.00
6/22/21	T G	Review Jefferies conversion analysis (.4) and call w/ Jefferies re same (.4).	0.80	1,080.00

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6/23/21	CAD	Correspondence w/ P. Engel (Jefferies), internal working group regarding Tranche B conversion analysis (.1) and review same (.2).	0.30	321.00
6/24/21	T G	Review and analyze plan research and plan structure considerations.	1.40	1,890.00
6/28/21	CAD	Correspondence w/ J. Luth, internal working group regarding current drafts of DIP to exit term sheets (.1) and review/analyze same and related commitment letters (1.0).	1.10	1,177.00
6/29/21	T G	Correspondence w/ L Szlezinger and L Ryan re plan negotiation status.	0.40	540.00
6/30/21	CAD	Correspondence w/ D. Brand (Seabury), internal working group regarding LifeMiles valuation and forecast (.1); correspondence w/ J. Luth (Seabury), internal working group regarding Tranche B lender term sheet and next steps (.1) and review/analyze same (.3).	0.50	535.00
6/30/21	T G	Review Tranche B term sheet (.8) and correspondence w/ Jefferies and Alton re same (.3).	1.10	1,485.00
Sub-Total			26.00	31,631.00

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/15/21	CAD	Correspondence w/ R. Engelke, Alton, A&M regarding Debtors' April monthly operating report (.1) and review/analyze same (.1).	0.20	\$	214.00
6/15/21	T G	Review April MOR.	0.40		540.00
Sub-Total			0.60		754.00

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/17/21	B M	Discussions regarding domicile tax issues for the Debtors and plan of reorganization issues.	2.40	\$	3,600.00

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Sub-Total	2.40	3,600.00
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Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/16/21	DMS	Telephonically attend omnibus hearing.	1.20	\$	1,404.00
6/16/21	T G	Correspondence w/ team re hearing status/results.	0.30		405.00
6/16/21	B M	Preparation (.3) and attendance at the Omnibus Hearing before Judge Glenn including the Willkie Retention hearing (1.2).	1.50		2,250.00
6/16/21	J B	Attend Avianca omnibus hearing (in part).	1.00		460.00
		Sub-Total	4.00		4,519.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/1/21	DMS	Review A&M deck re potential causes of action.	0.30	\$	351.00
6/1/21	T G	Review summary claims investigation materials (.8); review A&M proposal re next steps (.4); correspondence w/ M. Freimuth re same (.2).	1.40		1,890.00
6/1/21	E R	Review Kingsland complaint.	0.60		558.00
6/1/21	M F	Conference call with A&M re: asset search (0.4); preparation of follow up correspondence to team re: same (0.2).	0.60		930.00
6/3/21	E R	Call with M. Tabengwa re: research assignment (0.5); researched foreign jurisdiction asset recovery (0.4).	0.90		837.00
6/3/21	M T	Call with E. Ryan to discuss research question (0.4); review background and initial case law research (1.2).	1.60		736.00
6/4/21	T G	Correspondence w/ team re claims investigation call.	0.20		270.00

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6/4/21	M T	Research assets in foreign jurisdictions.	1.50	690.00
6/7/21	M F	Preparation of claims analysis deck.	0.30	465.00
6/7/21	M T	Research regarding avoidance and recovery provisions of the Bankruptcy Code in foreign jurisdictions.	1.50	690.00
6/8/21	E R	Call with A&M re: potential causes of action (0.5); call with M. Freimuth re: next steps (0.4); draft talking points for Thursday team meeting (1.3); summarize research on recovery of foreign assets (2.6).	4.80	4,464.00
6/8/21	R E	Call with A&M and WFG on claims investigation (.5); prepare for same (.3).	0.80	808.00
6/8/21	M F	Confer with A&M re: claims analysis.	0.50	775.00
6/8/21	M T	Review case law (3.2) and provide summaries to E. Ryan for review (1.3).	4.50	2,070.00
6/9/21	E R	Finalize talking points for internal meeting (1.5); revise research on asset recovery (0.8).	2.30	2,139.00
6/9/21	M T	Update case summaries and send to M. Freimuth.	1.10	506.00
6/10/21	T G	Call w/ M Freimuth, B Miller and E Ryan re claims investigation status (.5); follow-up discussion with B Miller re same (.3).	0.80	1,080.00
6/10/21	E R	Call with B. Miller and T. Goren re: A&M preliminary findings and recommended next steps.	0.50	465.00
6/10/21	R E	Internal claims investigation call.	0.70	707.00
6/11/21	M T	Additional research on choice of law for fraudulent transfers and breaches of fiduciary duty.	1.00	460.00
6/14/21	M T	Additional research into choice of law/extraterritoriality.	2.00	920.00
6/15/21	E R	Review call notes for preparing deck (0.3); review A&M decks on potential causes of action (1.2); draft cause of action deck (0.7).	2.20	2,046.00
6/16/21	E R	Review M. Tabengwa research (0.8); review choice-of-law cases (1.3).	2.10	1,953.00
6/17/21	E R	Reviewed A&M presentation on potential causes of action (1.1); correspondence with C. Arrieta (0.2); drafted presentation to Committee	2.20	2,046.00

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		re: key parties (0.9).		
6/20/21	E R	Research causes of action and statute of limitations (2.0); draft deck on causes of action (3.8).	5.80	5,394.00
6/21/21	E R	Revise causes of action deck (1.4); team meeting re: same (0.6); review; review M. Tabengwa research on choice of law (1.2).	3.20	2,976.00
6/21/21	M F	Preparation of claims analysis for Committee.	1.10	1,705.00
6/21/21	M T	Call with M. Freimuth and E. Ryan to discuss deck and ongoing research questions (0.5); additional research on application of foreign law to breach of fiduciary duty claims (1.5); summarize research for E. Ryan (0.5).	2.50	1,150.00
6/22/21	E R	Revise causes of action deck (2.5); call with M. Freimuth (0.5); review choice of law research (1.5).	4.00	3,720.00
6/22/21	M F	Preparation of analysis of claims.	1.00	1,550.00
6/22/21	M T	Follow-up on research summary with E. Ryan.	0.50	230.00
6/23/21	E R	Revised causes of action deck (1.2); reviewed M. Tabengwa research summary on choice of law issues (1.3)	2.50	2,325.00
6/24/21	T G	Review and revise presentation re claims investigation status (.9); correspondence w/ team re same/next steps (.3).	1.20	1,620.00
6/24/21	E R	Revise causes of action deck (1.6); review Kingsland complaint (0.8); team call (0.5); call with Colombian counsel (0.7) re: deck/analysis.	3.60	3,348.00
6/24/21	B M	Review A&M materials regarding the claims investigation (1.3); review and comment on the UCC report regarding claims investigation (.8).	2.10	3,150.00
6/24/21	M T	Prepare updated summary of research for M. Freimuth.	0.80	368.00
6/24/21	M F	Preparation of presentation to the Committee analyzing claims issues.	1.20	1,860.00
6/27/21	E R	Research damages recoverable for fraudulent transfers (2.4); review comments to deck (1.2).	3.60	3,348.00
6/28/21	DMS	Review potential causes of action deck prepared by E. Ryan.	0.30	351.00
6/28/21	T G	Call w/ M Freimuth re claims investigation status (.2) and review materials re same (.4).	0.60	810.00

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6/28/21	E R	Call with A&M re: deck (0.5); call with M. Freimuth re: same (0.3).	0.80	744.00
6/28/21	M F	Conference call with A&M re: analysis of claims (0.5); preparation of claims analysis (1.0); review of correspondence from local counsel re: Columbia law issues (0.4).	1.90	2,945.00
6/28/21	M T	Team call to review A&M deck.	0.40	184.00
6/29/21	E R	Draft preliminary diligence list (1.7); call with M. Freimuth re: same (0.2).	1.90	1,767.00
6/29/21	T G	Correspondence w/ M Freimuth re investigation status.	0.20	270.00
6/30/21	M F	Participation in weekly professionals call (0.5); confer with A. Renenger re: document requests (0.3).	0.80	1,240.00
6/30/21	M T	Review latest deck from E. Ryan.	0.10	46.00
Sub-Total			74.50	68,957.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/21	CAD	Correspondence w/ A. Berro regarding lien investigation status/follow up.	0.10	\$ 107.00
6/2/21	AGB	Corr. w/ internal team re: lien investigation.	0.10	117.00
6/3/21	CAD	Correspondence w/ D. Sinclair regarding lien investigation/diligence status and next steps (.2); telephone conference w/ internal working group regarding same (.3); discussion w/ D. Sinclair regarding same and next steps (.2); various correspondence w/ internal working group regarding lien investigation tracker and next steps (.5).	1.20	1,284.00
6/4/21	CAD	Correspondence w/ C. Chernuchin, internal working group regarding lien investigation key issues and required next steps (.3); correspondence w/ A. Berro regarding conversation w/ J. Tenen and status of diligence/document request (.2);	0.60	642.00

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6/4/21	AGB	correspondence w/ internal working group regarding lien investigation next steps (.1). Call with J. Tenet re: lien investigation document production (.4); reviewing transaction / security documents (2.3).	2.70	3,159.00
6/7/21	CAD	Discuss lien investigation and diligence status/next steps w/ D. Sinclair.	0.20	214.00
6/8/21	CAD	Correspondence w/ internal working group regarding lien investigation diligence status and follow up w/ J. Tenet.	0.30	321.00
6/11/21	DMS	Call with W. Eguchi, A. Berro, C. Chernuchin, C. Damast re lien investigation doc review status.	0.50	585.00
6/11/21	CAD	Telephone conference w/ internal working group regarding lien investigation/diligence status and next steps (.2); follow up discussion w/ D. Sinclair regarding same (.2).	0.40	428.00
6/11/21	WTE	Conf call w/ Willkie team re lien perfection analysis.	0.20	255.00
6/11/21	R E	Internal lien investigation call	0.80	808.00
6/15/21	AGB	Call with J. Tenen re: production of documents for lien investigation (.2); review transaction and security documents to determine if liens have been perfected (2.7).	2.90	3,393.00
6/17/21	CAD	Correspondence w/ internal working group regarding lien investigation and diligence status/next steps.	0.20	214.00
6/21/21	CAD	Conference w/ internal working group regarding lien investigation/review and diligence status/next steps (.3); discuss same and next steps w/ D. Sinclair (.1).	0.40	428.00
6/21/21	R E	Internal lien investigation call	0.50	505.00
6/23/21	P BG	Avianca HP agreement review.	0.60	465.00
6/24/21	P BG	Review of Avianca - HP agreement.	5.00	3,875.00
6/24/21	B M	Review update on open lien investigation status report.	0.40	600.00
6/25/21	R E	Internal lien investigation call.	0.40	404.00

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Sub-Total	17.50	17,804.00
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Intercompany Claims

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/18/21	B M	Review the intercompany claims analysis and entity by entity analysis.	1.30 \$	1,950.00
6/21/21	J B	Revise summary of LATAM subcon motion and circulate email to team re: same.	0.50	230.00
6/29/21	T G	Correspondence w/ Debtors' advisors and A&M re new intercompany loan.	0.30	405.00
	Sub-Total		2.10	2,585.00

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/2/21	R E	Review (0.5) and summarize (0.6) shareholders agreement and relevant provisions.	1.10 \$	1,111.00
6/15/21	R E	Call with Milbank and D. Sinclair on Recaro contract motion (0.6); draft (0.4) and incorporate D. Sinclair comments for email to Alton on Recaro contract (0.2);	1.20	1,212.00
6/16/21	R E	Review draft stipulation from Debtors (.6) and send summary to D. Sinclair (.2).	0.80	808.00
6/21/21	CAD	Review as-filed stipulation between Debtors and US Customs & Border Protection regarding payment of regulatory penalties.	0.10	107.00
6/23/21	T G	Review recent aircraft motions (.6); correspondence w/ Milbank re RFP (.2).	0.80	1,080.00
6/24/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' draft motion for a stipulated order authorizing settlement of Accenture pre-petition claims and enter into new agreements w/ Accenture (.2) and review/analyze same (.2).	0.40	428.00
6/25/21	T G	Review airport staff incentive plan.	0.40	540.00
6/28/21	R E	Call with B. Schak at Milbank on carious	0.60	606.00

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Client/Matter No. 128272.00001

6/29/21	CAD	upcoming filings. Correspondence w/ internal working group regarding Debtors' contemplated motions to enter into 9019 settlement and new agreements w/ Accenture and agreement w/ Microsoft to extend software licenses (.3); correspondence w/ J. Fell (Simpson Thacher), internal working group, other counsel, chambers regarding adjournment of PLM 9019 motion (.2).	0.50	535.00
6/29/21	CAD	Review/analyze signed order authorizing Debtors to enter into new aircraft leases and letter of intent w/ CDBA (.1); review/analyze signed order authorizing Debtors to enter into new seat supply contract w/ Recaro (.1).	0.20	214.00
6/29/21	T G	Review Accenture and Microsoft motions (.5) and correspondence w/ team re same (.2).	0.70	945.00
Sub-Total			6.80	7,586.00

Willkie Fee Statement and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/14/21	DMS	Review order re WFG fee app (.1) and corr with Willkie team re same (.1).	0.20	\$	234.00
6/17/21	R E	Call with D. Sinclair and A. Ambeault on WIP bill review.	0.50		505.00
6/24/21	R E	Review and provide comments on monthly billing detail.	2.80		2,828.00
6/28/21	A A	Review and revise May time detail i/c/w preparation of monthly fee statement.	0.60		276.00
6/29/21	DMS	Review Willkie monthly fee statement (.4) and corr with A. Ambeault, R. Engelke, J. Brandt re same (.3).	0.70		819.00
6/29/21	A A	Draft Willkie 1st monthly fee statement.	1.40		644.00
6/30/21	A A	Review and revise 1st monthly fee statement.	0.80		368.00
Sub-Total			7.00		5,674.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
EGUCHI, WESTON T.	12.00	\$	1,275.00	\$	15,300.00
FREIMUTH, MATTHEW	9.40		1,550.00		14,570.00
GOREN, TODD	50.30		1,350.00		67,905.00
MILLER, BRETT	49.00		1,500.00		73,500.00
DAMAST, CRAIG A.	41.60		1,070.00		44,512.00
BERRO, AGUSTINA G.	7.00		1,170.00		8,190.00
ENGELKE, ROBERT	80.30		1,010.00		81,103.00
RYAN, ERIN	41.90		930.00		38,967.00
SINCLAIR, DEBRA M.	42.50		1,170.00		49,725.00
BENJUMEA GUITIERREZ, PABLO	5.60		775.00		4,340.00
BRANDT, JOSEPH	13.50		460.00		6,210.00
TABENGWA, MAKOBE	17.50		460.00		8,050.00
AMBEAULT, ALISON	7.60		460.00		3,496.00
GONSALVES, DAVIS	0.40		280.00		112.00
HALLORAN, ASHLEY	2.20		280.00		616.00
KAELIN, JOHN	0.30		280.00		84.00

Professional Fees \$ 416,680.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Teleconferencing	\$ 1.67
Air Freight	20.12
Data Acquisition	<u>2,308.59</u>

Disbursements and Other Charges 2,330.38

Total this Invoice \$ 419,010.38

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22111876
Client/Matter No. 128272.00001
July 30, 2021

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through June 30, 2021

Asset Analysis and Recovery	\$	837.00
Assumption and Rejection of Leases and Contracts	\$	23,600.00
Budgeting (Case)	\$	6,237.00
Business Operations	\$	10,973.00
Case Administration	\$	99,611.50
Claims Administration and Objections	\$	3,865.50
Corporate Governance and Board Matters	\$	255.00
Employee Benefits and Pensions	\$	8,311.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Employment and Fee Applications	\$	17,808.00
Financing and Cash Collateral	\$	41,822.00
Other Litigation	\$	107.00
Meetings and Communications with Creditors	\$	60,143.00
Plan and Disclosure Statement	\$	31,631.00
Reporting	\$	754.00
Tax	\$	3,600.00
Hearings	\$	4,519.00
Claims Investigation	\$	68,957.00
Lien Investigation	\$	17,804.00
Intercompany Claims	\$	2,585.00
Other Motions/Applications	\$	7,586.00
Willkie Fee Statement and Applications	\$	5,674.00
Disbursements and Other Charges		<u>2,330.38</u>
Total this Invoice	\$	<u>419,010.38</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

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CITIBANK, N.A.
ABA NUMBER: 021000089
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JULY 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22113645
Client/Matter No. 128272.00001
August 30, 2021

FOR PROFESSIONAL SERVICES RENDERED

through July 31, 2021 as set out in the
attached detail

Assumption and Rejection of Leases and Contracts	\$	13,661.00
Business Operations	\$	5,466.00
Case Administration	\$	53,880.00
Claims Administration and Objections	\$	2,009.00
Corporate Governance and Board Matters	\$	6,375.00
Employee Benefits and Pensions	\$	1,167.00
Employment and Fee Applications	\$	21,766.00
Financing and Cash Collateral	\$	33,425.00
Meetings and Communications with Creditors	\$	65,234.00
Plan and Disclosure Statement	\$	115,616.00
Relief from Stay and Adequate Protection	\$	428.00
Reporting	\$	441.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Discovery	\$	5,040.00
Hearings	\$	9,460.00
First and Second Day Motions	\$	1,080.00
Claims Investigation	\$	50,124.00
Lien Investigation	\$	65,601.50
Intercompany Claims	\$	1,215.00
Willkie Fee Statement and Applications	\$	5,945.00
Disbursements and Other Charges		<u>282.54</u>
Total this Invoice	\$	<u><u>458,216.54</u></u>

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Client/Matter No. 128272.00001

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	R E	Coordinate with J. Tenan and A. Berro on aircraft lease documents and data room access.	0.40 \$	404.00
7/5/21	CAD	Correspondence w/ Y. Zahoroda (Milbank) regarding Debtors' contemplated motions to enter into new leases and guarantees w/ SMBC and to reject pre-petition leases and motion to shorten.	0.20	214.00
7/7/21	CAD	Review/analyze Debtors' motion to enter into new aircraft lease and LOI and reject prepetition aircraft lease w/ Wilmington Trust (MSN 7887) (.2); review/analyze Debtors' motion to enter into new aircraft lease and LOI and reject prepetition aircraft lease w/ Wilmington Trust (MSN 7928) (.2).	0.40	428.00
7/7/21	DMS	Review communications from B. Schak (Milbank) re SAI shareholders agreement.	0.10	117.00
7/7/21	B M	Review fleet materials and discuss wide body negotiations with the Debtors and Alton (1.3); review memorandum regarding lease negotiations (.3).	1.60	2,400.00
7/7/21	R E	Review (0.3) aircraft lease motions and send to Alton (0.1); review and compile unredacted versions of aircraft lease motions (SMFL) (0.7).	1.10	1,111.00
7/8/21	J B	Update Avianca fleet tracker re: recent assumptions and pending rejection motions for aircraft leases.	0.50	230.00
7/8/21	DMS	Review Wilmington Trust/JOLCO aircraft lease assumption motions.	0.20	234.00
7/12/21	R E	Review and summarize BNP stipulation and aircraft lease rejection and send to Alton.	1.30	1,313.00
7/13/21	B M	Correspond with Alton regarding the Debtors' fleet (.6); correspond with the Debtors regarding fleet issues (.3).	0.90	1,350.00
7/16/21	CAD	Review notice of adjournment of hearing on Debtors' notice of rejection of SAI shareholders agreement.	0.10	107.00
7/22/21	DMS	Review revised SMBC orders and related proofs of claim (.2); corr with Milbank re same	0.30	351.00

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7/22/21	CAD	(.1). Correspondence w/ Y. Zahoroda (Milbank), D. Sinclair regarding revised proposed orders incorporating lessor comments regarding Debtors' motions to reject prepetition aircraft leases and enter into new aircraft leases (.2) and review/analyze same (.2).	0.40	428.00
7/23/21	CAD	Review/analyze signed orders (2) authorizing Debtors to enter into new aircraft leases and reject prepetition aircraft leases.	0.20	214.00
7/26/21	CAD	Correspondence w/ A. Metviner (Milbank) regarding Debtors' notice of rejection of agreement w/ Sheraton Gateway (.1) and review/analyze same and relevant documents (.2); correspondence w/ A. Metviner (Milbank) regarding Debtors' notice of assumption of certain agreements w/ Sabre (.1) and review/analyze same (.2); correspondence w/ D. Sinclair, Alton regarding same (.1).	0.70	749.00
7/26/21	R E	Review rejection and assumption notices.	0.50	505.00
7/28/21	CAD	Review/analyze amended notice of adjournment of hearing on Debtors' notice of rejection of SAI shareholders' agreement.	0.10	107.00
7/29/21	CAD	Review/analyze Debtors' motion to enter into new aircraft leases and reject prepetition aircraft leases w/ EAIV 2016 (MSNs 7284 and 7318) (.2) and Debtors' motion to enter into new aircraft lease and reject prepetition aircraft lease (MSN 8300) (.2).	0.40	428.00
7/29/21	R E	Review aircraft rejection and new lease motions (EAIV) (0.7) and compile and send unredacted versions to Alton (0.4)	1.10	1,111.00
7/30/21	CAD	Review/analyze Debtors' motion to enter into new aircraft leases and reject prepetition aircraft leases (MSNs 3988 and 3992) and certain related agreements (.2); review/analyze Debtors' motion to enter into new aircraft leases and reject prepetition aircraft leases w/ EAIV 2015 and certain related agreements (.2); review/analyze Debtors' motion to enter into new aircraft leases and reject prepetition aircraft leases (MSNs 4281 and 4284) and certain	0.70	749.00

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7/30/21	R E	related agreements (.2); review/analyze related motion to shorten time (.1). Review aircraft rejection and new lease motions (JOLCO and EAIIV) (0.7) and compile and send unredacted versions to Alton (0.4)	1.10	1,111.00
Sub-Total			12.30	13,661.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Aviateca and Debtors' planned shutdown of entity (.2); review/analyze signed stipulation and agreed order between Debtors and US Customs & Border Protection (.1)	0.30	\$ 321.00
7/2/21	DMS	Review Milbank corr re Aviateca and corr with R. Engelke re same.	0.10	117.00
7/2/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Aviateca and further details on Debtors' intention to shut down the entity.	0.20	214.00
7/5/21	R E	Review Debtors updated emergency plan presentation.	0.40	404.00
7/13/21	J B	Update COVID-19 chart describing country flight restrictions in the Americas and Europe.	1.20	552.00
7/14/21	B M	Call with the Debtors to discuss business operations and fleet issues.	0.60	900.00
7/14/21	B M	Call with the UCC advisors to discuss case issues.	0.50	750.00
7/20/21	J B	Update chart of COVID-19 related flight restrictions in Americas and Europe.	1.10	506.00
7/21/21	J B	Update Avianca fleet tracker (1.7)	1.70	782.00
7/28/21	J B	Update chart of COVID-19 flight restrictions (2.0)	2.00	920.00
Sub-Total			8.10	5,466.00

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Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	DMS	Review notes from professionals calls.	0.30 \$	351.00
7/6/21	DMS	Call with R. Engelke, J. Brandt to discuss works in progress list.	0.20	234.00
7/6/21	R E	Weekly workstream call with D. Sinclair, J. Brandt and A. Ambeault (0.6); corr. w/ Alton re: open WIP items (0.2); call with S. Waschitz from A&M on general updates (0.3); summarize recent and upcoming filings for committee call (0.5).	1.60	1,616.00
7/6/21	J B	Update COVID-19 flight restrictions chart (.4); call with D. Sinclair, A. Ambeault and R. Engelke re: work in progress list updates (.6).	1.00	460.00
7/7/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (legal update and pending motions/exit financing/fleet) (.5); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.3); correspondence w/ R. Engelke regarding LATAM update and implications for Debtors' cases (.1); correspondence w/ R. Engelke regarding draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1).	1.10	1,177.00
7/7/21	DMS	Weekly call with Debtors' professionals and Committee professionals (0.5); weekly call with Committee professionals (0.3).	0.80	936.00
7/7/21	T G	Call w/ Debtors' professionals re fleet/operations update (.5); follow-up discussion w/ UCC professionals re same and exit financing, etc. (.3); prepare for same (.3).	1.10	1,485.00
7/7/21	A H	Circulate calendar invites.	0.10	28.00
7/7/21	J B	Call with UCC professionals re: exit financing updates and UCC call agenda and preparation.	0.40	184.00
7/7/21	R E	Update (0.5) and send WIP with redlines to D. Sinclair (0.2); circulate agenda and WIP to	3.60	3,636.00

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		committee advisors (0.3); prepare for (.3) and call with Debtor advisors (Milbank and Seabury) and UCC advisors (WFG, Alton, A&M and Jefferies) re: case status, exit financing (.5); call with UCC UCC advisors (WFG, Alton, A&M and Jefferies) re: case strategy (.3); follow up re: same (.2); compile and send agenda and FA materials to committee (0.5); call with Alton, Jefferies and Seabury on unsecured creditors recoveries (0.4); prepare for same (.4).		
7/7/21	J B	Update and revise COVID-19 flight restrictions chart.	1.20	552.00
7/7/21	CAD	Correspondence w/ R. Engelke regarding LATAM update and implications for Debtors' cases.	0.10	107.00
7/8/21	DMS	Review and revise R. Engelke summary of chapter 11 cases by request of client.	0.70	819.00
7/8/21	DMS	Review omnibus hearing transcript and edit R. Engelke summary to client.	0.70	819.00
7/8/21	R E	Draft summary of chapter 11 cases for Puma (1.8), incorporate DS comments and send to BM/TG (0.3); compile WFG information for Avianca for payment (0.7); review updated Tranche B term sheet (0.4)	2.50	2,525.00
7/12/21	DMS	Weekly call re works in progress list with A. Ambeault, R. Engelke, J. Brandt.	0.40	468.00
7/12/21	DMS	Corr with Milbank and Willkie teams re omnibus hearing.	0.30	351.00
7/12/21	CAD	Correspondence w/ internal working group regarding July 14 omnibus hearing and agenda (.2); subsequent correspondence w/ A. Ambeault regarding same and attendance at hearing (.2).	0.40	428.00
7/12/21	A A	Weekly meeting (in part) re: workstreams and upcoming deadlines w/ D. Sinclair, R. Engelke and J. Brandt.	0.40	184.00
7/12/21	R E	Weekly call with D. Sinclair, J. Brand and A. Ambeault re: workstreams.	0.50	505.00
7/12/21	J B	Call with D. Sinclair, R. Engelke, and A. Ambeault re: weekly work in progress list updates.	0.50	230.00
7/13/21	DMS	Corr with Willkie team re omnibus hearing.	0.20	234.00

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Client/Matter No. 128272.00001

7/13/21	DMS	Correspondence with Willkie team re omnibus hearing and documents to be sent to UCC.	0.40	468.00
7/13/21	CAD	Correspondence w/ internal working group regarding tomorrow's omnibus hearing and appearance (.2); discuss same w/ R. Engelke, A. Ambeault (.2); correspondence w/ R. Engelke, committee members regarding agenda for July 15 committee meeting (.2) and review/analyze same (.1).	0.70	749.00
7/13/21	R E	Update WIP (0.8) and send with redlines (0.2) along with updated debtors advisors fee tracker (0.2); send tracker to partners and committee co-chairs (0.2); draft and send email to committee for hearing tomorrow (0.4).	3.20	3,232.00
7/14/21	DMS	Weekly call with Debtors' professionals re: strategy, exit financing, upcoming filings.	0.70	819.00
7/14/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (contemplated motions/exit financing term sheet and Tranche B counterproposal/fleet/operations) (.7); participate in weekly committee professionals' call regarding same, WIP, and agenda for tomorrow's creditors' committee meeting (.5); correspondence w/ R. Engelke, internal working group regarding draft agenda for tomorrow's committee meeting (.2) and review/analyze same (.1); prepare summary of today's hearing for tomorrow's committee meeting (.3).	1.80	1,926.00
7/14/21	T G	Call w/ Debtors' professionals re exit financing, fleet update, etc. (.7); follow-up call w/ UCC professionals re same (.5).	1.20	1,620.00
7/14/21	R E	Draft and send hearing summary (0.5); update WIP and agenda and send to committee advisors (0.7); call with UCC and Debtors advisors re: case status, exit financing (0.7); call with UCC advisors re: case strategy related follow up from same (0.3).	2.70	2,727.00
7/14/21	M F	Participation in weekly call with UCC advisors re: claims, exit financing.	1.00	1,550.00
7/18/21	R E	Update WIP (0.8) and follow up with advisors on open items (0.3).	1.60	1,616.00

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7/19/21	DMS	Review works in progress list (0.1); call with R. Engelke, J. Brandt re same (0.5).	0.60	702.00
7/19/21	R E	Call with D. Sinclair, J. Brandt and A. Ambeault on works in progress (0.5); update same (0.4); update call with Alton (0.3).	1.20	1,212.00
7/19/21	J B	Call with D. Sinclair and R. Engelke re: weekly work in progress list updates (.5); call with R. Engelke and Alton team re: SIP updates and exit financing updates (.1).	0.60	276.00
7/21/21	DMS	Weekly call with Debtors' professionals and committee professionals re: case status, exit strategy.	0.70	819.00
7/21/21	DMS	Weekly call with Committee professionals only re: strategy, exit financing.	0.50	585.00
7/21/21	CAD	Correspondence w/ R. Engelke regarding WIP and draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (legal update and pending motions/exit financing/fleet/operations) (.7); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's committee meeting (.5).	1.50	1,605.00
7/21/21	T G	Call w/ Debtors re exit financing, fleet, operations update (.7); follow-up call w/ financial advisors re same (.5); related follow up re: same (.1).	1.30	1,755.00
7/21/21	B M	Calls with the Debtors' advisors and the UCC advisors to discuss current operations and next steps in the restructuring of Avianca.	1.60	2,400.00
7/21/21	R E	Update works in progress list (.7); call with committee advisers (WFG, Alton, Jefferies) and Debtors advisers (Seabury, Milbank) re: exit financing, case status (.7); call with committee advisers (WFG, Alton, Jefferies) re: strategy, exit financing (0.5).	1.90	1,919.00
7/23/21	CAD	Review/analyze omnibus CNO regarding Debtors' motions (2) to authorize entry into new aircraft lease and reject prepetition aircraft lease and motion to implement non-insider incentive plan (.1); review/analyze agenda for July 26	0.20	214.00

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Client/Matter No. 128272.00001

		omnibus hearing (.1).		
7/26/21	DMS	Weekly call to discuss works in progress list with R. Engelke, J. Brandt, A. Ambeault.	0.30	351.00
7/26/21	CAD	Correspondence w/ internal working group regarding preparation for today's omnibus hearing (.3) and review/analyze agenda (.1) and amended agenda (.1); participate in today's omnibus hearing (Debtors' motion to approve entry into DIP to exit facility commitment letters) (.9); correspondence w/ internal working group, committee members regarding result of today's hearing and summary (.3) and review/analyze same (.1).	1.80	1,926.00
7/26/21	A A	Weekly call w/ D. Sinclair, R. Engelke and J. Brandt re: workstreams and case status.	0.40	184.00
7/26/21	R E	Review and send agenda to internal team (0.3); draft and send email to committee with hearing details (0.3).	0.60	606.00
7/26/21	J B	Call with D. Sinclair, R. Engelke, and A. Ambeault re: work in progress list updates (.4); call with R. Engelke and Alton team re: work in progress list updates and matter updates (.1)	0.50	230.00
7/28/21	CAD	Participate in weekly meeting w/ Debtors' and committee's professionals regarding legal and financial updates/case status (motions to be filed/exit financing/fleet/operations) (.5); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.4); correspondence w/ internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ J. Brandt regarding updated flight restrictions chart (.1) and review/analyze same (.1).	1.30	1,391.00
7/28/21	DMS	Weekly call with committee professionals only re: exit financing, case strategy.	0.40	468.00
7/28/21	DMS	Weekly call with Debtors' advisors and committee advisors re: case updates, exit financing.	0.50	585.00
7/28/21	T G	Call w/ Debtors' professionals re plan, fleet, operations update (.4); follow-up call w/ UCC professionals re same (.5); related corr. w/ team	1.10	1,485.00

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Client/Matter No. 128272.00001

7/28/21	R E	re: same (.2). Update Committee call agenda (0.4) and works in progress list (0.9) and send with redlines to D. Sinclair (0.1); call with Debtors and UCC advisors re: case status, exit financing (0.7); call with UCC advisors (0.5); compile and send agenda and FA materials to UCC for meeting tomorrow (0.5).	3.10	3,131.00
Sub-Total			51.50	53,880.00

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/13/21	CAD	Correspondence w/ K. Cavens (Milbank), D. Sinclair regarding revised proposed order for Debtors' fifth omnibus claims objection (.2) and review/analyze same (.1).	0.30 \$	321.00
7/15/21	CAD	Brief review of signed orders granting fifth and sixth omnibus claims objections and objection to BONY Mellon claim.	0.20	214.00
7/15/21	R E	Review Debtors' omnibus objection to claims.	0.40	404.00
7/22/21	CAD	Various correspondence w/ B. Miller, G. Hughes (Seabury) regarding estimation of lessor claims relative to total claims pool.	0.40	428.00
7/23/21	CAD	Review/analyze CNO regarding Debtors' fifth omnibus claims objection.	0.10	107.00
7/26/21	CAD	Various correspondence w/ B. Miller, G. Hughes (Seabury) regarding unsecured claims pool and estimates (.4); review/analyze signed order granting Debtors' fifth omnibus claims objection (.1).	0.50	535.00
Sub-Total			1.90	2,009.00

Corporate Governance and Board Matters

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/1/21	WTE	Review Supplemental Exit Term Sheet (0.3); review DIP to Exit Commitment Papers (1.0).	1.30	\$	1,657.50
7/1/21	WTE	Continue review of DIP to Exit Commitment Papers (0.7); revise same (0.2).	0.90		1,147.50
7/1/21	WTE	Emails w/ Sinclair re Equity Term Sheet (Tranche Bs) (0.2); corr. w/ Willkie team re DIP to Exit commitment (0.1).	0.30		382.50
7/1/21	WTE	Conf call w/ Alton Aviation, Willkie team re Term B Lender Equity Term Sheet.	0.50		637.50
7/1/21	WTE	Conf call w/ Milbank, Jefferies, Willkie team re Term B Equity Term Sheet.	1.00		1,275.00
7/1/21	WTE	Emails w Willkie team re Equity and Exit Financing.	0.10		127.50
7/2/21	WTE	Conf call w/ Jefferies re Commitment Letter and DIP to Exit Term Sheet Discussion.	0.50		637.50
7/8/21	WTE	Corr. w/ Goren, D. Sinclair re DIP to Exit.	0.20		255.00
7/15/21	WTE	Corr. w/ D. Sinclair re Term B proposal.	0.10		127.50
7/22/21	WTE	Review Exit Finance Commitment Motion.	0.10		127.50
Sub-Total			5.00		6,375.00

Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/12/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), D. Sinclair regarding Debtors' motion to approve new airport staff incentive plan and motion to shorten (.2) and review/analyze same (.1).	0.30	\$	321.00
7/12/21	R E	Review noninsider incentive plan motion (0.3) and send to Alton with redline (0.2).	0.50		505.00
7/13/21	DMS	Review filed incentive plan motion.	0.20		234.00
7/23/21	CAD	Review/analyze signed order granting Debtors' motion to implement non-insider incentive plan for airport employees.	0.10		107.00

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Sub-Total 1.10 1,167.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	CAD	Review/analyze May 2021 Milbank monthly fee statement.	0.20 \$	214.00
7/1/21	A A	Prepare, file and serve Jefferies monthly fee statement.	0.30	138.00
7/2/21	DMS	Review debtors' monthly fee statements (.2); review fee statement tracker (.1) and corr with R. Engelke re: same (.1).	0.40	468.00
7/2/21	CAD	Correspondence w/ E. Iguaran (Arrieta, Mantilla), R. Engelke regarding second interim fee application and declaration in support of VAT (.1) and review/analyze same (.2).	0.30	321.00
7/2/21	A H	Update professionals fee statement spreadsheet.	2.50	700.00
7/6/21	CAD	Correspondence w/ internal working group regarding Debtors' advisors' monthly fees and analysis (.1) and review/analyze same (.1).	0.20	214.00
7/6/21	R E	Update (0.5) and email internal team the updated Debtor advisor fee tracker (0.1).	0.60	606.00
7/7/21	CAD	Review/analyze KCC May 2021 monthly fee application (.1); correspondence w/ Y. Zahoroda (Milbank) regarding July 15 interim fee application deadline (.1).	0.20	214.00
7/8/21	CAD	Review/analyze FTI April 2021 monthly fee statement.	0.10	107.00
7/12/21	DMS	Review interim fee application.	1.20	1,404.00
7/12/21	CAD	Review/analyze KPMG Latin America supplemental declaration in support of first interim fee application (regarding allowance of VAT).	0.10	107.00
7/12/21	A H	Update fee statement summary spreadsheet.	0.80	224.00
7/13/21	DMS	Review MoFo third interim and final fee app (.2) and corr with Willkie team re same (.1).	0.30	351.00
7/13/21	A H	Review docket for new fee statements.	0.20	56.00

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7/13/21	CAD	Correspondence w/ internal working group regarding draft of Morrison & Foerster's third interim and final fee application (.1) and review/analyze same (2x) (.4); correspondence w/ D. Sinclair regarding KPMG VAT declaration and C. Arrieta VAT declaration and timing (.2); correspondence w/ R. Engelke regarding Debtors' advisors' monthly fee applications/tracker (.1) and review/analyze same (.1).	0.90	963.00
7/13/21	R E	Review and coordinate with advisors (Jefferies, Alton, Arrieta and A&M) on interim fee apps.	1.80	1,818.00
7/14/21	DMS	Review MoFo interim fee app.	0.20	234.00
7/14/21	DMS	Corr with R. Engelke regarding interim fee applications.	0.20	234.00
7/14/21	DMS	Review interim fee applications and corr with R. Engelke re same.	0.20	234.00
7/14/21	DMS	Review Jefferies interim fee app (0.2); review Alton interim fee app (0.2); review A&M interim fee app (0.2).	0.60	702.00
7/14/21	CAD	Correspondence w/ internal working group regarding Morrison & Foerster third interim and final fee application (.1); review/analyze Wyman, FTI, and KPMG Latin American May monthly fee statements (.3).	0.40	428.00
7/14/21	R E	Review and compile Debtors advisors fee statements.	0.80	808.00
7/15/21	DMS	Review finalized interim fee applications (.8) and coordinate filing of same with A. Ambeault (.2).	1.00	1,170.00
7/15/21	CAD	Review/analyze Seabury May 2021 monthly fee statement.	0.10	107.00
7/15/21	A A	Prepare Committee Interim Fee Applications for filing (.7); file all Committee Interim Fee Applications (.9); coordinate service of same (.2); send service copies to Chambers (.1).	1.90	874.00
7/15/21	R E	Review UCC advisors fee statements (0.6); draft and send Arrieta fee statement to Arrieta (1.1); review transcripts (0.9) and coordinate with internal team and UCC advisors on treatment of VAT in fee apps (0.7).	3.30	3,333.00
7/16/21	CAD	Review notice of hearing on third interim fee	0.10	107.00

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		applications.		
7/19/21	A H	Update Fee Statement Spreadsheet.	1.50	420.00
7/21/21	CAD	Correspondence w/ A. Metviner (Milbank), internal working group regarding Debtors' draft application to retain Deloitte FAS to provide emergence accounting services (.1) and review/analyze same (.2); review/analyze notice of proposed additional audit services to be performed by Debtors by KPMG SAS (.1).	0.40	428.00
7/21/21	R E	Update debtors' advisors fee tracker and send to co-chairs.	0.30	303.00
7/22/21	CAD	Correspondence w/ internal working group regarding Debtors' advisors' monthly fee statements through May 2021 and tracker (.1) and review/analyze same (.1).	0.20	214.00
7/23/21	CAD	Review/analyze June 2021 Ropes & Gray monthly fee statement.	0.10	107.00
7/26/21	CAD	Review/analyze Smith Gambrell June 2021 monthly fee statement.	0.10	107.00
7/27/21	CAD	Review/analyze Quinn Emanuel June 2021 monthly fee statement.	0.10	107.00
7/28/21	R E	Correspond with UCC advisors on fee statements (0.3); review UCC advisor fee statements (0.6).	0.90	909.00
7/29/21	R E	Review UCC advisors monthly fee statements (0.4); correspondence internally and with UCC advisors on monthly statements (0.4).	0.80	808.00
7/30/21	A A	Prepare Arrieta monthly fee statement for filing (.3); prepare Alton monthly fee statement for filing (.3); prepare A&M monthly fee statement for filing (.3); prepare Jefferies monthly fee statement for filing (.3); prepare A&M supplemental declaration for filing (.2); file and serve same (.2); file and serve Arrieta, A&M, Alton, Jefferies and A&M Monthly fee statements (.8).	2.40	1,104.00
7/30/21	CAD	Correspondence w/ A. Ambeault regarding L. Szlezinger supplemental declaration in support of Jefferies retention application (.1) and review/analyze same (.1).	0.20	214.00
7/30/21	R E	Review UCC advisors fee statements (0.6); correspondence with A. Ambeault for filing fee	0.90	909.00

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statements (0.3).

Sub-Total	26.80	21,766.00
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Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/1/21	DMS	Call with Milbank re exit financing process.	0.40	\$	468.00
7/1/21	DMS	Call with Willkie, Jefferies, Alton teams re tranche B term sheet.	0.50		585.00
7/1/21	DMS	Call with Debtors' professionals (Milbank, Seabury) and UCC professionals (WFG, Alton, Jefferies) re exit financing process.	0.80		936.00
7/1/21	DMS	Call with Willkie, Jefferies, Alton teams re exit financing process and next steps.	0.40		468.00
7/1/21	T G	Review exit financing issues list (.4) and correspondence w/ team re same (.2).	0.60		810.00
7/1/21	R E	Call with internal team, Alton and Jefferies on latest Tranche B proposal.	0.70		707.00
7/2/21	CAD	Telephone conference w/ internal working group, Jefferies regarding debt exit financing term sheet and issues/comments and parameters of counterproposal to Tranche B equity exit financing proposal (.4); correspondence w/ internal working group, Jefferies regarding same and issues list regarding debt exit financing term sheet (.2) and review/analyze issues list (.2).	0.80		856.00
7/5/21	R E	Update WIP for current workstreams.	0.90		909.00
7/6/21	DMS	Call with Jefferies, Alton and Willkie teams re committee counterproposal.	0.70		819.00
7/6/21	B M	Communicate with the Debtors and the UCC advisors regarding the Tranche B conversion and potential counter-proposal (1.3); review memorandum regarding the Tranche B conversion (.3); review the Tranche B conversion rights (.5).	2.10		3,150.00
7/6/21	R E	Call with Alton, Jefferies and internal team on Tranche B proposal (0.6); review updated	1.10		1,111.00

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7/13/21	B M	Tranche B Proposal (0.5). Review of the Tranche B loan documents (1.2); correspond with the Debtors regarding the Tranche B loan conversion (.6); memorandum regarding Tranche B conversion issues (.4).	2.20	3,300.00
7/14/21	J B	Call with Willkie, Alton, Jefferies, and Alvarez professionals re: exit financing counter proposal, agenda for upcoming Committee call, and other case updates (.4)	0.40	184.00
7/15/21	DMS	Call with subcommittee re exit financing proposal.	0.50	585.00
7/15/21	R E	Review updated Tranche B proposal.	0.30	303.00
7/16/21	B M	Review and comment on the Tranche B term sheet loan documents (2.3); review the UCC advisors analysis of the Tranche B pricing (.6); memorandum regarding the Debtors' exit financing process (.7).	3.60	5,400.00
7/19/21	DMS	Review tranche B proposal and committee counterproposal.	0.20	234.00
7/20/21	DMS	Call with Committee professionals re counterproposal to Tranche B lenders.	0.40	468.00
7/20/21	DMS	Review response to Tranche B counter and revisions thereto (.2); corr with T. Goren, committee members re same (.1).	0.30	351.00
7/21/21	DMS	Call with subcommittee re proposed counter to Tranche B.	0.70	819.00
7/21/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' contemplated motion to approve new DIP commitment letters and motion to shorten.	0.20	214.00
7/21/21	T G	Review new Tranche A DIP documents (1.6); review commitment letter motion (.4) and correspondence re shortening time re same (.2).	2.20	2,970.00
7/21/21	J B	Call with UCC professionals re: exit financing negotiation update, claims investigation updates, and other matter updates.	0.50	230.00
7/21/21	R E	Call with Alton, Jefferies and internal team on Tranche B proposal.	0.40	404.00
7/22/21	CAD	Correspondence w/ B. Schak regarding unredacted Debtors' motion to approve DIP to exit facility commitment letters and allowance of administrative expenses (.1) and	0.70	749.00

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		review/analyze same and supporting declaration (.6).		
7/22/21	R E	Review Tranche A commitment letters and Dip to Exit term sheets and motions (1.4); review Tranche B counterproposal (0.4).	1.80	1,818.00
7/23/21	CAD	Review/analyze as-filed Debtors' motion to approve terms of and entry into DIP to exit facility commitment letters (.3) and supporting declaration (.2) and motion to shorten (.1).	0.60	642.00
7/26/21	DMS	Corr with Jefferies, Willkie team re Tranche B counter (.2) and coordinate subcommittee call re same (.1).	0.30	351.00
7/26/21	DMS	Review DIP to exit commitment motion/exhibits and revised proposed order (0.8); call with subcommittee re Tranche B proposal (0.3).	1.10	1,287.00
7/26/21	CAD	Correspondence w/ R. Engelke regarding revised proposed order approving DIP to exit facility commitment letters (.1) and review/analyze same (.1).	0.20	214.00
7/26/21	T G	Review DIP motion (.8) and revised order (.3).	1.10	1,485.00
7/26/21	J B	Conduct research re: death trap provisions issue (1.0) and draft summary of same for Willkie internal team (.3).	1.30	598.00
Sub-Total			28.00	33,425.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/1/21	DMS	Weekly meeting with Creditors Committee and professionals (Willkie, Alton, Jefferies, A&M) re: case status, exit strategy.	1.00	\$	1,170.00
7/1/21	WTE	Weekly UCC Meeting re: case status, exit financing.	1.00		1,275.00
7/1/21	CAD	Prepare/review materials for (.2) and participate in (1.0) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/fleet negotiations/cash flow/Debtors' upcoming filings).	1.20		1,284.00

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7/1/21	T G	Prepare for (.3) and participate on (1.0) Committee call re tranche B proposal, operations update, etc.; review financial advisor presentation re same (.5).	1.80	2,430.00
7/1/21	B M	Preparation (.2) and participation (1.0) on the UCC meeting to discuss case issues; calls with committee members to discuss plan options (.6).	1.80	2,700.00
7/1/21	R E	Call with committee and committee advisors re: case status, exit strategy (1.0); circulate agenda (0.1).	1.10	1,111.00
7/1/21	J B	Call with Committee, Willkie, and financial advisors re: exit financing and other case updates.	1.00	460.00
7/7/21	DMS	Corr with R. Engelke re committee agenda and related communications.	0.20	234.00
7/7/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ UCC co-chairs re call topics (.5).	0.90	1,215.00
7/7/21	B M	Review and comment on the agenda, exhibits and handouts for the 7/8 UCC meeting (1.7); call with the UCC co-chairs regarding open case issues (.4).	2.10	3,150.00
7/8/21	CAD	Prepare/review materials for (.5) and participate in (1.2) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing update/counterproposal to Tranche B lenders' equity term sheet/fleet negotiations/upcoming and recent filings); correspondence w/ internal working group regarding same and counterproposal next steps (.4).	2.10	2,247.00
7/8/21	T G	Prepare for (.6) and participate in (1.2) Committee call re plan settlement, case status, etc.; review financial advisor presentation re same (.6); follow-up discussion w/ S. Wickowski re same (.2).	2.60	3,510.00
7/8/21	B M	Preparation (.4) and participation (1.2) on the UCC call to discuss open case issues; correspond with creditors regarding plan timing (.3).	1.90	2,850.00
7/8/21	R E	Call with committee and committee advisors (WFG, A&M, Alton and Jefferies) (in part) re:	0.90	909.00

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7/8/21	J B	plan settlement, exit financing. Call with Committee, Alton, Willkie, and Jefferies professionals re: exit financing proposal updates, subcommittee appointment, and other exit financing related updates (1.2); follow up re: same (.2).	1.40	644.00
7/8/21	DMS	Prepare for (0.2) and attend weekly call with committee and committee professionals (1.4).	1.60	1,872.00
7/14/21	T G	Review and revise agenda and materials for UCC call (.3); call w/ UCC co-chairs re exit financing/status update (.3); correspondence w/ plan subcommittee re counter (.2).	0.80	1,080.00
7/14/21	B M	Review and comment on the agenda, exhibits and handouts for the 7/15 UCC meeting (1.4); call with the UCC co-chairs regarding case issues (.4).	1.80	2,700.00
7/15/21	CAD	Participate in call w/ exit financing/plan subcommittee, committee professionals regarding Tranche B counterproposal and recommended further committee counterproposal (.6); prepare for (including review materials for) (.5) and participate in (.7) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing and counterproposal/fleet negotiations/July 14 hearing summary).	1.80	1,926.00
7/15/21	T G	Prepare for (.2) and participate on (.7) Committee call re plan/operations update; review financial advisor materials re same (.3); correspondence w/ creditor re status (.1).	1.30	1,755.00
7/15/21	B M	Preparation (.5) and participation on the UCC meeting to discuss case issues (.7); call with DTC regarding the Tranche B conversion term sheet (.4).	1.60	2,400.00
7/15/21	R E	Committee meeting with advisors (WFG, Alton, A&M and Jefferies) (0.7); call with sub- committee on Tranche B Proposal, Alton and Jefferies (0.5); follow up re: same (.1).	1.30	1,313.00
7/15/21	M F	Participation in weekly meeting with UCC re: case strategy, exit financing.	1.00	1,550.00
7/15/21	J B	Call with Committee sub-committee re: exit financing counterproposal and discussions (.5); call with Committee re: case updates, exit	1.10	506.00

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		financing updates, other matter updates (in part) (.6).		
7/15/21	DMS	Weekly call with UCC and committee advisors re: case strategy, exit financing.	0.60	702.00
7/20/21	CAD	Correspondence w/ A. Calderon (Puma Energy), internal working group regarding senior management's request for status update on chapter 11 cases and response (.2) and review/analyze same (.2).	0.40	428.00
7/21/21	T G	Review agenda and materials for UCC call (.2); call w/ co-chairs re UCC call topics (.4).	0.60	810.00
7/21/21	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss open case issues (1.3); call with the UCC co-chairs regarding case issues (.4).	1.70	2,550.00
7/21/21	J B	Call with UCC subcommittee re: updated counterproposal (.4); review materials i/c/w same (.3).	0.70	322.00
7/21/21	JCD	Participate in Committee call re: case strategy. `	0.80	1,440.00
7/22/21	DMS	Weekly call with creditors committee and committee professionals.	0.80	936.00
7/22/21	CAD	Correspondence w/ J. Tan-Waldhauser regarding future committee meetings and attendance/availability (.1); prepare/review materials for (.2) and participate in (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing (Tranche B counterproposal response and Tranche A refinancing)/financial advisors update).	1.10	1,177.00
7/22/21	T G	Prepare for (.3) and participate in (.8) Committee call re plan status/operations update; review financial advisor materials for same (.5).	1.60	2,160.00
7/22/21	B M	Preparation (.6) and participation (.8) on the UCC weekly call to discuss open case issues; correspond with Puma Energy regarding case issues (.3).	1.70	2,550.00
7/22/21	R E	Committee meeting with advisors re: case issues.	0.80	808.00
7/23/21	B M	Call with Puma Energy regarding the exit process (.3); correspond with the UCC co-chairs regarding the negotiations with the Tranche B	0.60	900.00

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		lenders (.3).		
7/23/21	T G	Call w/ Puma re Plan status (.3); follow up re: same (.3).	0.60	810.00
7/23/21	R E	Call with Puma and internal team on case update (.3); prepare for same (.3).	0.60	606.00
7/26/21	J B	Call with UCC subcommittee re: exit financing proposal updates (.3); draft summary re: DIP Commitment letter hearing for distribution to Committee (1.1).	1.10	506.00
7/28/21	DMS	Weekly meeting with creditors' committee re: plan negotiations, exit financing.	0.40	468.00
7/28/21	T G	Call w/ UCC co-chairs re plan negotiations/fleet update (.2); review agenda and materials re UCC call (.4).	0.60	810.00
7/28/21	B M	Review and comment on the agenda, exhibits and handouts for the 7/29 UCC meeting (1.1); correspond with the UCC co-chairs regarding Tranche B negotiations (.3).	1.40	2,100.00
7/28/21	DMS	Weekly meeting with creditors' committee	-0.40	(468.00)
7/29/21	CAD	Prepare/review materials for (.2) and participate in (.4) weekly creditors' committee meeting regarding legal and financial updates/case status (Tranche B proposal update/summary of July 26 hearing/financial advisors' update).	0.60	642.00
7/29/21	T G	Prepare for (.3) and participate on (.4) Committee call re plan status, financing update, etc.; review financing advisor materials for same (.7).	1.40	1,890.00
7/29/21	B M	Preparation (.4) and participation (.7) in the weekly UCC meeting to discuss case issues.	1.10	1,650.00
7/29/21	J B	Call with Committee re: exit financing and matter updates (.3)	0.30	138.00
7/29/21	DMS	Weekly meeting with creditors' committee	0.40	468.00
7/30/21	T G	Correspondence to UCC re plan settlement.	0.40	540.00
Sub-Total			53.20	65,234.00

Plan and Disclosure Statement

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	CAD	Various correspondence (.7) and telephone conference (1.1) w/ internal working group, L. Ryan (Alton), L. Szlezinger (Jefferies) regarding Tranche B lenders term sheet and issues/next steps; follow up telephone conference w/ internal working group, L. Ryan (Alton), L. Szlezinger (Jefferies) regarding same and strategy/preparation of strawman counterproposal to Tranche B lenders term sheet (.5) and correspondence w/ same parties regarding same and strawman proposal (.3); correspondence w/ W. Eguchi regarding analysis of draft DIP to exit term sheets (.2).	2.80	\$ 2,996.00
7/1/21	T G	Review tranche B term sheet (.4); prepare potential counter to same (.6); calls (x2) w/ Alton/Jefferies re same (.9); call w/ Seabury/Milbank re same (.9); call w/ L Szlezinger re same (.1).	2.90	3,915.00
7/1/21	B M	Review and discuss the equity term sheet with the Debtors and the UCC advisors (.8); review and comment on the debt and equity financing options for the Debtors (2.4); memorandum regarding the debt and equity financing options (.4).	3.60	5,400.00
7/2/21	T G	Call w/ Jefferies re DIP Commitment docs and proposed plan counter (.6); review and analyze terms of potential counter (.5).	1.10	1,485.00
7/2/21	B M	Call with the Debtors and the UCC advisors to discuss plan negotiations and next steps (1.3); review of the financing options for exit (1.2); correspond with the UCC co-chairs regarding plan discussions (.4).	2.90	4,350.00
7/2/21	R E	Call with internal team and A&M re: tranche B proposal.	0.80	808.00
7/6/21	CAD	Correspondence w/ P. Engel (Jefferies), internal working group regarding Debtors' updated emergence plan presentation (.1) and review/analyze same (.3); correspondence w/ internal working group, Jefferies regarding strawman counterproposal to Tranche B lenders' term sheet (.2) and review/analyze same (.3);	1.70	1,819.00

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		telephone conference w/ internal working group, Jefferies, Alton regarding same and analysis/comments (.8).		
7/6/21	T G	Review/revise presentation to UCC re potential Tranche B counter (.8); call w/ Jefferies/Alton re same (.9); correspondence w/ L. Szlezinger re same (.4).	2.10	2,835.00
7/7/21	CAD	Various correspondence w/ K. Murray (Jefferies), internal working group regarding committee counterproposal to Tranche B term sheet (.4) and review/analyze same (.4).	0.80	856.00
7/7/21	T G	Review and revise updated draft of Plan proposal presentation for Committee (.4); call w/ Milbank/Seabury re same (.6); follow-up discussion w/ Jefferies re same (.4).	1.40	1,890.00
7/7/21	B M	Review and discuss the Avianca exit financing proposals with the UCC advisors (2.3); memorandum regarding the exit financing proposals and a UCC counter-proposal (1.2); call with Seabury regarding the exit financing proposals (.4).	3.90	5,850.00
7/8/21	CAD	Correspondence w/ K. Murray (Jefferies), internal working group regarding current draft of committee counterproposal to Tranche B lenders' equity term sheet (.2) and review/analyze same (.3).	0.50	535.00
7/8/21	T G	Review proposed counter offer to Tranche B lenders (.5); call w/ Milbank/Seabury re same (.6); correspondence w/ Jefferies re same (.2); call w/ B Miller re same (.2).	1.50	2,025.00
7/8/21	B M	Plan negotiations with the Debtors and the UCC advisors (1.6); review of the Tranche A and B proposals (.9); memorandum regarding open plan issues (.4); corr. w/ T. Goren re: same (.2).	3.10	4,650.00
7/13/21	T G	Correspondence w/ Jefferies and Alton re TrB negotiations.	0.30	405.00
7/14/21	CAD	Review/analyze Tranche B exit financing/plan counterproposal to committee (.3); correspondence w/ D. Sinclair, committee members regarding same (.1).	0.40	428.00
7/14/21	T G	Review and analyze Tranche B counter (.6) and prepare potential response (.3).	0.90	1,215.00
7/14/21	B M	Review the Tranche B conversion term sheet	2.10	3,150.00

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		and potential UCC counter-proposal (1.6); memorandum regarding the Tranche B counter-proposal (.5).		
7/15/21	T G	Review and revise Jefferies plan proposal materials (.7); call w/ UCC subcommittee re plan counterproposal (.6); correspondence w/ Jefferies and team re same (.4); call w/ B Miller re same (.2).	1.90	2,565.00
7/15/21	B M	Call with the plan subcommittee to discuss a UCC plan counter-proposal (.8); review and comment on the UCC plan counter-proposal (1.2); correspond with the Debtors regarding the UCC counter-proposal (.6); corr. w/ T. Goren re: same (.2).	2.60	3,900.00
7/16/21	B M	Review the UCC advisors' analysis of inter-company claims and potential plan treatment of the various debtor entities (1.8); call with the UCC advisors to discuss the potential plan treatment at the various debtor entities (.6); memorandum regarding plan issues for the various debtor entities (.4).	2.80	4,200.00
7/19/21	T G	Review and analyze Tranche B revised proposal.	0.40	540.00
7/19/21	B M	Review and comment on plan financing proposals (1.6); discussions with the UCC advisors regarding the UCC counter-proposal (.8); memorandum regarding the next step in plan negotiations (.3).	2.70	4,050.00
7/20/21	CAD	Correspondence w/ J. Luth (Seabury), T. Goren regarding Tranche B further exit counterproposal (.2) and review/analyze same (.3); correspondence w/ J. Luth (Seabury), T. Goren regarding DIP to exit term sheets/commitment letters (.2) and review/analyze same (.4); correspondence w/ T. Goren, committee subcommittee regarding Tranche B counterproposal and next steps (.2); telephone conference w/ internal working group, Jefferies, Alton regarding Tranche B further counterproposal and strategy for response/committee counterproposal (.5); correspondence w/ L. Szlezinger (Jefferies) regarding potential response/counter to Tranche	2.60	2,782.00

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		B counterproposal (.2) and review/analyze same (.2) and subsequent correspondence regarding revisions to same (.4).		
7/20/21	T G	Call w/ Seabury/Milbank re plan negotiations (.6); follow-up calls (x2) w/ Jefferies and Alton re same (.7); review and revise draft counter-offer materials for subcommittee (.6); correspondence w/ subcommittee re same (.3).	2.20	2,970.00
7/20/21	B M	Correspond with the Debtors and UCC advisors regarding the UCC plan counter-proposal to the Tranche B lenders.	1.30	1,950.00
7/21/21	CAD	Telephone conference w/ internal working group, Jefferies, Alton, exit financing/plan subcommittee of creditors' committee regarding Tranche B counterproposal and proposed committee response/further counterproposal (.8); correspondence w/ T. Goren, L. Szlezinger (Jefferies), internal working group regarding status/timing of response/counter to Tranche B counterproposal (.4).	1.20	1,284.00
7/21/21	T G	Review and revise materials re potential plan counter (.6); call w/ plan negotiation subcommittee re same (.8); correspondence w/ Jefferies re same (.2).	1.60	2,160.00
7/21/21	B M	Call with the UCC plan subcommittee to discuss the UCC plan counter-proposal (.8); correspond with the UCC advisors regarding the UCC plan counter-proposal (.6); review and comment on the UCC plan counter-proposal (1.2).	2.60	3,900.00
7/22/21	T G	Review and revise counter proposal to TrB lenders (.6); call w/ L Szlezinger and B Miller (.4) re same; correspondence w/ Jefferies and team re same (.3).	1.30	1,755.00
7/22/21	B M	Calls with the UCC advisors regarding the exit financing counter-proposal (.9); call w/ L. Szlezinger and T. Goren re: same (.4); review and comment on the UCC counter-proposal (1.2); call with K. Wofford regarding the UCC counter-proposal (.4).	2.90	4,350.00
7/23/21	DMS	Call with Puma energy re plan process.	0.50	585.00
7/23/21	B M	Negotiations with the Tranche B lenders	2.10	3,150.00

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		regarding the exit financing term sheet (1.3; correspond with the Debtors regarding the Tranche B lenders negotiations (.4); memorandum regarding open plan financing issues (.4).		
7/23/21	T G	Correspondence w/ Jefferies re Tranche B plan negotiations (.4); review and analyze current proposal (.2).	0.60	810.00
7/26/21	CAD	Telephone conference w/ subcommittee of creditors' committee regarding status of potential settlement w/ Tranche B lenders and remaining issues/next steps (.5); correspondence w/ internal working group regarding research on plan voting deathtrap provisions (.2) and review/analyze same (.3); correspondence w/ B. Miller, subcommittee members regarding discussion w/ US Trustee on exit financing issues (.2); review/analyze signed revised order approving Debtors' entry into DIP to exit facility commitment letters (.1).	1.30	1,391.00
7/26/21	T G	Call w/ plan subcommittee re TrB proposal (.3); correspondence w/ B. Miller and L. Szlezlinger re same (.4); call w/ E. Fleck (.2) and correspondence w/ E. Fleck and B. Miller (.3) re same; review analysis of claim holdings (.3); correspondence w/ team re potential structures re same (.4); review research re death traps (.5).	2.40	3,240.00
7/26/21	B M	Negotiations with the Tranche B lenders and the Debtors regarding the plan financing deal (2.3); call with the UCC plan subcommittee regarding the plan negotiations (.4); memorandum regarding open plan issues (.5).	3.20	4,800.00
7/27/21	DMS	Call with White and Case, B. Miller and T. Goren re death trap issues.	0.40	468.00
7/27/21	T G	Call w/ TrB lenders re Plan settlement (.5); correspondence/calls w/ B Miller re same (.3).	0.80	1,080.00
7/27/21	B M	Negotiations with the Tranche B Lenders and the Debtors regarding the plan exit financing (2.2); review and comment on the UCC proposed counter-proposal term sheet for exit financing (.6); correspond with the UCC regarding negotiations with the Tranche B Lenders (.3).	3.10	4,650.00

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7/28/21	CAD	Various correspondence w/ internal working group regarding contemplated drafts of plan and disclosure statement and corporate, securities, and tax review.	0.50	535.00
7/28/21	T G	Review TrB lenders counter (.4); correspondence w/ Jefferies and team re same (.7); call w/ L. Szlezinger and B. Miller re same (.6); call w/ Milbank/Seabury re same (.5); call/correspondence w/ S. Moeller re same (.3).	2.50	3,375.00
7/29/21	T G	Calls (x2) w/ L. Szlezinger (.3) re plan proposal; correspondence w/ Jefferies and team re same (.4); review amended plan proposal (.3); call/correspondence w/ W&C re same (.4); call/correspondence w/ E. Fleck re same (.4).	1.80	2,430.00
7/29/21	B M	Negotiations with the Debtors and the Tranche B Lenders on a consensual plan exit financing term sheet (2.3); correspond with the UCC regarding plan negotiations (.3).	2.60	3,900.00
7/30/21	CAD	Correspondence w/ T. Goren, L. Szlezinger (Jefferies) regarding Tranche B counterproposal language and open points (.4); correspondence w/ T. Goren, committee members regarding last and final Tranche B settlement proposal and acceptance recommendation (.3).	0.70	749.00
7/30/21	B M	Negotiations with the Debtors and the Tranche B Lenders regarding a plan exit financing settlement.	1.30	1,950.00
7/30/21	T G	Review materials for UCC re plan settlement (.4); correspondence/calls w/ Jefferies re same (.4); correspondence w/ Milbank/Seabury re same (.3).	1.10	1,485.00
Sub-Total			83.80	115,616.00

Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/9/21	CAD	Review/analyze notice of presentment of stipulation and order modifying automatic stay to permit BNP Paribas to apply cash collateral.	0.20 \$	214.00
7/20/21	CAD	Review/analyze signed stipulation and order	0.20	214.00

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modifying automatic stay to permit BNP
Paribas to apply cash collateral.

Sub-Total **0.40** **428.00**

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/7/21	CAD	Correspondence w/ R. Engelke, A&M regarding Debtors' May monthly operating report (.1) and review/analyze same (.1).	0.20	\$	214.00
7/19/21	H P	Preparing and Coordinating loading of received productions for review in Relativity; Creating and updating project log.	0.70		227.50
		Sub-Total	0.90		441.50

Discovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/21/21	JCD	Review discovery and document production from debtors.	0.40	\$	720.00
7/23/21	JCD	Corr. with debtors' counsel and others re: discovery matters.	0.80		1,440.00
7/26/21	JCD	Participate in discovery status call with debtors' counsel.	0.60		1,080.00
7/28/21	JCD	Participate in discovery status call with debtors' counsel.	0.60		1,080.00
7/30/21	JCD	Correspondence with debtors re: diligence requests.	0.40		720.00
		Sub-Total	2.80		5,040.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/14/21	CAD	Prepare for (.2) and participate in (.5) omnibus	1.20	\$	1,284.00

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		hearing; review/analyze amended agenda for today's hearing (.1); review/analyze Debtors' omnibus CNO in connection w/ today's hearing (.1); correspondence w/ R. Engelke (.1) and internal working group (.1) regarding result of today's hearing and summary of same and review/revise summary (.1).		
7/14/21	R E	Attend hearing on procedural motions (in part).	0.30	303.00
7/22/21	J B	Attend LATAM Omnibus Hearing i/c/w impact on Avianca proceedings.	1.00	460.00
7/26/21	DMS	Telephonically attend hearing on DIP to exit commitment letters.	1.10	1,287.00
7/26/21	B M	Preparation (.3) and attendance (1.1) at the hearing to approve the replacement DIP financing.	1.40	2,100.00
7/26/21	T G	Participate in hearing re amended DIP motion (1.1); follow-up discussion w B Miller re same (.2).	1.30	1,755.00
7/26/21	R E	Hearing on DIP to exit facility (in part).	0.70	707.00
7/26/21	J B	Attend hearing re: Debtors motion to enter into DIP financing commitment letters (1.1); summarize same (.6).	1.70	782.00
7/30/21	J B	Attend LATAM hearing re: Delta and Qatar-related motions.	1.70	782.00
Sub-Total			10.40	9,460.00

First and Second Day Motions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/29/21	JCD	Participate in call with Committee and professionals re: case strategy.	0.60 \$	1,080.00
Sub-Total			0.60	1,080.00

Claims Investigation

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	CAD	Correspondence w/ M. Freimuth, A. Renenger (Milbank) regarding committee diligence request regarding claims investigation (.1) and review/analyze same (.1).	0.20 \$	214.00
7/1/21	E R	Revised causes of action deck, incorporating comments from Colombian counsel and A&M (2.6); reviewed DIP documents (1.3).	3.90	3,627.00
7/2/21	B M	Review materials regarding the UCC analysis of potential causes of action against insiders (2.3); memorandum regarding open questions for the investigation team (.4).	2.70	4,050.00
7/7/21	E R	Diligence call with A&M and Milbank.	0.80	744.00
7/7/21	M F	Conference call with UCC advisors re: claims investigation (0.5); conference call with A&M re: investigation (0.4).	0.90	1,395.00
7/8/21	JCD	Review presentation re: potential claims against Fevolent (.8); review correspondence re: due diligence on claims (.6); review background on claims against Fevolent (.6).	2.00	3,600.00
7/8/21	E R	Internal team call re: claims presentation (.3); follow up re: same (.2).	0.50	465.00
7/8/21	VPI	Team call concerning draft presentation on potential claims.	0.30	334.50
7/9/21	CAD	Correspondence w/ M. Freimuth, A. Renenger (Milbank) regarding outstanding diligence/document requests.	0.20	214.00
7/9/21	M T	Team call with M. Freimuth, J. Dugan, E. Ryan, and V. Iannece re: claims investigation (0.3); meeting prep (0.5); review background materials (1.0).	1.80	828.00
7/9/21	M F	Conference call with team re: document requests to debtors (0.5); preparation of correspondence to Millbank re: same (0.3).	0.80	1,240.00
7/9/21	VPI	Review and revise potential claims presentation.	0.80	892.00
7/13/21	T G	Review draft presentation re investigation status.	0.70	945.00
7/14/21	B M	Review and comment on the UCC claims investigation materials (.8); correspond with the Debtors regarding the UCC investigation (.3).	1.10	1,650.00

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7/14/21	E R	Diligence call with A&M and Milbank.	0.60	558.00
7/14/21	M F	Conference call with team re: ongoing matters, including claims investigation.	0.50	775.00
7/14/21	VPI	Call with debtor's counsel concerning UCC's diligence requests (.4); finalizing contract with e-discovery vendor for review of diligence materials (.8).	1.20	1,338.00
7/15/21	VPI	Call with e-discovery vendor re document processing.	0.20	223.00
7/19/21	CAD	Correspondence w/ M. Freimuth, A. Gonzalez (A&M) regarding Debtors' document production.	0.10	107.00
7/19/21	M F	Review and analysis of production from debtors.	0.70	1,085.00
7/19/21	VPI	Coordinate the processing and review of services agreements produced by debtor.	1.10	1,226.50
7/20/21	H P	Prepare load file for attorneys' review as requested by V. Iannece (0.2); correspondence with team and service providers regarding Relativity access for co-counsel (0.4).	0.60	195.00
7/20/21	VPI	Review services agreements produced by debtor (1.5); draft tracking log of diligence materials received (.9).	2.40	2,676.00
7/21/21	N B	Attend background call with V. Iannece (.3); preliminary review of documents in database (.2).	0.50	387.50
7/21/21	H P	Correspondence with team and service providers regarding Relativity access.	0.20	65.00
7/21/21	M F	Conference call with A&M and other professionals re: investigation.	0.50	775.00
7/21/21	VPI	Conduct document review training for review of foreign language services agreements.	0.60	669.00
7/22/21	JCD	Call with M. Freimuth and V. Iannece to discuss presentation on claims.	0.60	1,080.00
7/22/21	H P	Correspondence with team and service providers regarding Relativity access and group security updates.	0.30	97.50
7/22/21	E R	Call with V. Iannece re: next steps (0.4); review and revise diligence tracker per meet and confer notes (1.5).	1.90	1,767.00
7/22/21	AJM	Introductory call with V. Iannece (.4); review background materials (.2).	0.60	558.00

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7/22/21	M F	Conference call with team re: investigation and production issues (.4); related follow up (.1).	0.50	775.00
7/22/21	VPI	Team call re update on diligence review and presentation to UCC of potential claims (.4); conduct document review training for foreign language services agreement (.5); review and revise draft progress tracker of diligence responses (.7).	1.60	1,784.00
7/23/21	AJM	Review all service agreements and prepare summary re same (7.5); corresponded with V. Iannece re service agreements (.3); and circulated summary to M. Freimuth, J. Dugan. V. Iannece, and E. Ryan (.5).	8.30	7,719.00
7/23/21	VPI	Review and revise summary of key terms of services agreements produced by debtors.	1.10	1,226.50
7/26/21	AJM	Review A&M revisions to UCC requests (.2); attended call re same (.4).	0.60	558.00
7/26/21	VPI	Call with debtor's counsel re outstanding diligence requests.	0.70	780.50
7/29/21	VPI	Call with counsel for debtors re outstanding diligence requests.	0.40	446.00
7/30/21	CAD	Correspondence w/ E. Dexter (Milbank), internal working group regarding non-waiver agreement and diligence requests (.2) and review/analyze same (.1).	0.30	321.00
7/30/21	AJM	Discuss foreign language document review with A. Baksic and V. Iannece.	0.50	465.00
7/30/21	A B	Conference call with V. Iannece and A. Mian related to foreign language review of agreements (.5); foreign language review of service agreements produced by Milbank (.3).	0.80	328.00
7/30/21	VPI	Conduct document review training for foreign language review of services agreements and board-level materials (.5); prepare for same (.1).	0.60	669.00
7/31/21	A B	Foreign language review of service agreements produced by Milbank.	3.10	1,271.00
Sub-Total			47.80	50,124.00

Lien Investigation

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
7/2/21	CAD	Correspondence w/ A. Berro regarding updated lien investigation tracker (.1) and review/analyze same (.2); telephone conference w/ lien investigation internal working group regarding same, status, and next steps (.3); discuss same and next steps w/ D. Sinclair (.2).	0.80	\$	856.00
7/2/21	J B	Call with Willkie internal team re: lien investigation review and updates.	0.30		138.00
7/6/21	AGB	Call with J. Tenen re: production of aircraft facility transaction / security documents (.3); review JOLCO transaction / security documents (1.0).	1.30		1,521.00
7/6/21	R E	Call with J. Tenen, A. Berro and A&M to discuss data room and next steps (0.8); correspondence with A. Berro on lien investigation and document review (0.1).	0.90		909.00
7/7/21	AGB	Review JOLCO facility / security documents.	2.00		2,340.00
7/7/21	DMS	Call with W. Eguchi re lien investigation.	0.10		117.00
7/8/21	AGB	Review security / transaction documents.	5.00		5,850.00
7/9/21	AGB	Review security / transaction documents.	2.10		2,457.00
7/12/21	AGB	Review security / transaction documents.	4.00		4,680.00
7/13/21	AGB	Review security / transaction documents.	0.80		936.00
7/14/21	AGB	Review aircraft financing security / transaction documents.	1.80		2,106.00
7/14/21	R E	Correspondence with J. Tenen, A&M and A. Berro on lien investigation documents.	0.60		606.00
7/15/21	WTE	Corr. w/ A. Berro re lien avoidance analysis and DIP.	0.10		127.50
7/15/21	CAD	Correspondence w/ lien investigation internal working group regarding investigation status, timing, review of final DIP order, and next steps (.6); correspondence w/ D. Sinclair regarding same (.2).	0.80		856.00
7/15/21	AGB	Review aircraft finance security / transaction documents.	5.80		6,786.00

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7/16/21	CAD	Various correspondence w/ lien investigation internal working group regarding investigation status, strategy, and next steps.	0.60	642.00
7/16/21	AGB	Review aircraft security / transaction documents.	4.00	4,680.00
7/19/21	DMS	Call with W. Eguchi re lien investigation.	0.50	585.00
7/19/21	CAD	Discuss lien investigation issues and next steps w/ D. Sinclair.	0.20	214.00
7/19/21	WTE	T/c w/ D. Sinclair re lien investigation.	0.50	637.50
7/19/21	AGB	Review aircraft financing documents (4.5); call with R. Engelke re: lien investigation (.1).	4.60	5,382.00
7/20/21	CAD	Discuss lien investigation status/next steps w/ D. Sinclair.	0.20	214.00
7/20/21	AGB	Review aircraft financing documents.	1.50	1,755.00
7/21/21	CAD	Correspondence (.2) and discussion (.4) w/ W. Eguchi, T. Goren, D. Sinclair regarding lien investigation status, update, and next steps.	0.60	642.00
7/21/21	T G	Call w/ team re lien investigation status.	0.20	270.00
7/22/21	DMS	Corr with A. Berro re lien investigation.	0.20	234.00
7/22/21	WTE	T/c w/ A. Berro re lease recharacterization and lien release.	0.70	892.50
7/22/21	AGB	Review aircraft financing documents (4.0); call with W. Eguchi re: lien investigation (.6).	4.60	5,382.00
7/26/21	AGB	Conduct lease recharacterization research.	2.00	2,340.00
7/28/21	CAD	Discuss lien investigation status and next steps w/ D. Sinclair.	0.20	214.00
7/28/21	AGB	Correspondence with Alton re: lien investigation (.2); review aircraft financing documents (3.0); review court filings re: same (1.5).	4.70	5,499.00
7/29/21	DMS	Corr with W. Eguchi re lien investigation.	0.10	117.00
7/29/21	AGB	Review aircraft financing documents (1.5); review court filings re: aircraft financing (2.0); research re: recharacterization (1.3).	4.80	5,616.00
Sub-Total			56.60	65,601.50

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Intercompany Claims

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	T G	Review correspondence re intercompany loan (.3); call w/ S. Waschitz and correspondence w/ Debtors re same (.4).	0.70 \$	945.00
7/6/21	T G	Correspondence w/ S Waschitz re intercompany loan.	0.20	270.00
Sub-Total			0.90	1,215.00

Willkie Fee Statement and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	A A	Further revise Willkie 1st monthly fee statement (.3); prepare, file and serve same (.4).	0.70 \$	322.00
7/8/21	DMS	Corr. with R. Engelke re Willkie payment.	0.10	117.00
7/12/21	DMS	Review Willkie interim fee application.	0.30	351.00
7/12/21	A A	Draft Willkie first interim fee application.	1.30	598.00
7/12/21	R E	Review and provide comments to WFG interim fee app.	0.80	808.00
7/13/21	DMS	Review and comment on interim fee application.	0.30	351.00
7/13/21	A A	Revise First Interim Fee Application per comments from D. Sinclair.	0.80	368.00
7/13/21	CAD	Correspondence w/ internal working group regarding draft of Willkie first interim fee application (.1) and review/analyze same (.1).	0.20	214.00
7/14/21	CAD	Correspondence w/ internal working group regarding Willkie first interim fee application and comments/clearance (.2).	0.20	214.00
7/15/21	A A	Compile Willkie 1st interim fee application (.4); file same (.3).	0.70	322.00
7/29/21	R E	Review WFG monthly statement.	0.40	404.00

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7/30/21	DMS	Review Willkie monthly fee statement and billing detail.	0.70	819.00
7/30/21	A A	Draft second monthly fee statement (.9); file and serve monthly fee statement (.3).	1.20	552.00
7/30/21	R E	Incorporate comments to WFG monthly statement (0.2) and finalize for filing (0.3).	0.50	505.00
Sub-Total			8.20	5,945.00

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
DUGAN, JAMES C.	6.80	\$ 1,800.00	\$ 12,240.00
EGUCHI, WESTON T.	7.30	1,275.00	9,307.50
FREIMUTH, MATTHEW	5.90	1,550.00	9,145.00
GOREN, TODD	51.10	1,350.00	68,985.00
MILLER, BRETT	76.80	1,500.00	115,200.00
DAMAST, CRAIG A.	46.80	1,070.00	50,076.00
BAKSIC, AZRA	3.90	410.00	1,599.00
BENITEZ, NATALIA	0.50	775.00	387.50
BERRO, AGUSTINA G.	49.00	1,170.00	57,330.00
ENGELKE, ROBERT	53.60	1,010.00	54,136.00
IANNECE, VINCENT P.	11.00	1,115.00	12,265.00
MIAN, ALINA JAMIL	10.00	930.00	9,300.00
RYAN, ERIN	7.70	930.00	7,161.00
SINCLAIR, DEBRA M.	27.90	1,170.00	32,643.00
BRANDT, JOSEPH	23.20	460.00	10,672.00
TABENGWA, MAKUBE	1.80	460.00	828.00
AMBEAULT, ALISON	10.10	460.00	4,646.00
HALLORAN, ASHLEY	5.10	280.00	1,428.00
PEPAJ, HERIONA	1.80	325.00	585.00

Professional Fees \$ 457,934.00

Disbursements and Other Charges

Data Acquisition	\$ 168.54
Transcript Costs	114.00

Disbursements and Other Charges 282.54

Total this Invoice \$ 458,216.54

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22113645
Client/Matter No. 128272.00001
August 31, 2021

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through July 31, 2021

Assumption and Rejection of Leases and Contracts	\$	13,661.00
Business Operations	\$	5,466.00
Case Administration	\$	53,880.00
Claims Administration and Objections	\$	2,009.00
Corporate Governance and Board Matters	\$	6,375.00
Employee Benefits and Pensions	\$	1,167.00
Employment and Fee Applications	\$	21,766.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Financing and Cash Collateral	\$	33,425.00
Meetings and Communications with Creditors	\$	65,234.00
Plan and Disclosure Statement	\$	115,616.00
Relief from Stay and Adequate Protection	\$	428.00
Reporting	\$	441.50
Discovery	\$	5,040.00
Hearings	\$	9,460.00
First and Second Day Motions	\$	1,080.00
Claims Investigation	\$	50,124.00
Lien Investigation	\$	65,601.50
Intercompany Claims	\$	1,215.00
Willkie Fee Statement and Applications	\$	5,945.00
Disbursements and Other Charges		<u>282.54</u>
Total this Invoice	\$	<u><u>458,216.54</u></u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

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CITIBANK, N.A.
ABA NUMBER: 021000089
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AUGUST 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22115360
Client/Matter No. 128272.00001
September 30, 2021

FOR PROFESSIONAL SERVICES RENDERED

through August 31, 2021 as set out in the
attached detail

Assumption and Rejection of Leases and Contracts	\$	6,991.00
Business Operations	\$	7,742.00
Case Administration	\$	46,073.00
Claims Administration and Objections	\$	8,161.00
Employment and Fee Applications	\$	8,976.00
Financing and Cash Collateral	\$	27,521.50
Other Litigation	\$	1,305.00
Meetings and Communications with Creditors	\$	31,096.00
Plan and Disclosure Statement	\$	220,601.50
Reporting	\$	107.00
Tax	\$	2,160.00
Hearings	\$	14,720.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

Claims Investigation	\$ 118,531.00
Lien Investigation	\$ 44,868.50
Other Motions/Applications	\$ 642.00
Willkie Fee Statement and Applications	\$ 6,035.50
Disbursements and Other Charges	<u>2,904.12</u>
Total this Invoice	<u><u>\$ 548,435.62</u></u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22115360

Client/Matter No. 128272.00001

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/4/21	T G	Review Airbus protective order (.3) and correspondence w/ Debtors and team re same (.2).	0.50 \$	675.00
8/5/21	R E	Review Debtors Fuyo lease motion (0.3) and send to Alton for review (0.1).	0.40	404.00
8/6/21	CAD	Correspondence w/ A. Metviner (Milbank), internal working group regarding Debtors' notice of rejection of agreement w/ Upsky San Francisco Airport Hotel (.1) and review/analyze same (.1); review/analyze notice of assumption of executory contract (as amended) w/ HP Financial Services (Colombia), Sucursal Colombia (.1) and notice of rejection of executory contract w/ Sheraton Gateway Los Angeles Hotel (.1).	0.40	428.00
8/12/21	CAD	Review/analyze notice of rejection of certain executory contracts and unexpired leases.	0.10	107.00
8/13/21	CAD	Correspondence w/ B. Miller, L. Ryan (Alton) regarding Debtors' aircraft lease reconciliation process.	0.40	428.00
8/17/21	CAD	Review/analyze signed orders authorizing Debtors to (i) enter into new aircraft lease and reject prepetition aircraft lease (MSN 8300), (ii) assume existing aircraft leases as amended with FGL Ireland, and (iii) enter into new aircraft leases and reject prepetition aircraft leases w/ EAIV 2016.	0.30	321.00
8/18/21	CAD	Review/analyze notice of rejection of executory contract w/ Upsky San Francisco Hotel.	0.10	107.00
8/25/21	B M	Review and comment on the Banco de Bogota settlement documents (1.4); memorandum regarding the Banco de Bogota settlement (.4); review of the open fleet issues and possible 787 deals (.3).	2.10	3,150.00
8/31/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), internal working group regarding Debtors' planned motion to assume an amended aircraft lease w/ Stratos (.1) and review/analyze motion	0.30	321.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

8/31/21	B M	to assume Stratos lease (.2). Correspond with the Debtors and Alton regarding fleet issues (.4); memorandum regarding fleet issues (.3).	0.70	1,050.00
Sub-Total			5.30	6,991.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/4/21	CAD	Correspondence w/ R. Engelke regarding updated flight restrictions chart (.1) and review/analyze same (.1).	0.20 \$	214.00
8/4/21	J B	Update COVID-19 flight restrictions chart.	1.00	615.00
8/5/21	VPI	Call with Milbank and Seabury Capital re Avianca's aircraft acquisitions (.5); prepare memorandum of aircraft acquisitions call (.4).	0.90	1,003.50
8/10/21	J B	Update COVID-19 Flight Restrictions Chart.	1.70	1,045.50
8/11/21	B M	Review the flight restriction chart for Avianca.	0.40	600.00
8/12/21	CAD	Correspondence w/ J. Brandt regarding updated flight restrictions chart (.1) and review/analyze same (.1).	0.20	214.00
8/18/21	CAD	Correspondence w/ G. Hughes (Seabury), B. Miller regarding Debtors' proposed settlement w/ Banco de Bogota (.1) and review/analyze terms of settlement and term sheet (.2).	0.30	321.00
8/18/21	T G	Review Banco de Bogota settlement terms.	0.80	1,080.00
8/18/21	J B	Update aircraft fleet tracker (.9); review fleet tracker chart with Alton team (.3).	1.20	738.00
8/24/21	J B	Update COVID-19 flight restrictions chart.	1.40	861.00
8/31/21	B M	Correspond with the Debtors and the Tranche B lenders regarding the plan and disclosure statement (.4); review and comment on the UCC letter in support of the plan of reorganization (.3).	0.70	1,050.00

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Client/Matter No. 128272.00001

Sub-Total 8.80 7,742.00

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/2/21	A A	Weekly call w/ D. Sinclair, R. Engelke and J. Brandt re: case status and current work streams.	0.40 \$	184.00
8/2/21	R E	Weekly task list update call with D. Sinclair, A. Ambeault and J. Brandt (0.5); review recently filed pleadings (0.4); and update task list (0.6).	1.50	1,515.00
8/2/21	J B	Call with D. Sinclair, R. Engelke, and A. Ambeault re: work in progress updates (in part).	0.30	184.50
8/3/21	R E	Update WIP (0.9) and send to DS with redline (0.2).	1.10	1,111.00
8/4/21	WTE	UCC Advisors Weekly Call re: Plan/DS/DIP.	0.60	765.00
8/4/21	B M	Call with the Debtors' advisors regarding business and fleet issues (.5); call with the UCC advisors regarding business and fleet issues (.4).	0.90	1,350.00
8/4/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (motions to be filed; plan and disclosure statement drafts and status/timing; fleet negotiations) (.6); participate in weekly call w/ committee professionals regarding same and agenda for tomorrow's creditors' committee meeting (.5); correspondence w/ internal working group regarding draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.2).	1.40	1,498.00
8/4/21	CAD	Correspondence w/ B. Schak (Milbank), D. Sinclair regarding Debtors' application to retain Credit Suisse regarding investment banking/advisory services (.2) and review/analyze same (.2); review/analyze Debtors' application to retain Deloitte to provide emergency accounting services (.2).	0.60	642.00
8/4/21	T G	Call w/ Debtors' professionals re plan, fleet, operations update (.6); prepare for same (.3); follow-up call w/ UCC professionals re same	1.40	1,890.00

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Client/Matter No. 128272.00001

8/4/21	R E	(.5). Circulate amended DIP order to advisors (0.1); circulate agenda and task list to advisors (0.2); call with Debtors advisors (Milbank, Seabury) and UCC advisors (WFG, Jefferies and Alton) re: fleet operations and plan (0.6); call with UCC advisors (WFG, Jefferies and Alton) re: same (0.5); circulate agenda and WIP to committee (0.2).	1.60	1,616.00
8/4/21	J B	Call with Committee professionals re: Plan negotiation updates and agenda updates for Committee Call.	0.50	307.50
8/4/21	DMS	Weekly call with Debtors' and Committee's professionals re: business plan, plan/ds (.6); weekly call with UCC professionals only re: case status (.5).	1.10	1,287.00
8/4/21	WTE	Weekly professionals call re: case status.	0.50	637.50
8/9/21	R E	Update task list (0.8); weekly update call with D. Sinclair, A. Ambeault and J. Brandt (0.4); call with Alton associates re: plan (0.4).	1.60	1,616.00
8/9/21	J B	Call with R. Engelke and Alton re: WIP updates.	0.10	61.50
8/10/21	DMS	Weekly call with R. Engelke, J. Brandt, A. Ambeault re works in progress list.	0.30	351.00
8/10/21	CAD	Review/analyze notice of presentment of stipulated no waiver agreement on related party matters (regarding information provided by Debtors' professionals to committee's professionals).	0.20	214.00
8/10/21	A A	Weekly team call w/ D. Sinclair, R. Engelke and J. Brandt re: workstreams and upcoming tasks.	0.40	184.00
8/10/21	R E	Weekly update call with D. Sinclair, A. Ambeault, J. Brandt.	0.40	404.00
8/10/21	J B	Call with D. Sinclair, R. Engelke, and A. Ambeault re: work in progress list updates.	0.30	184.50
8/11/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (filing of chapter 11 plan and disclosure statement/upcoming motions/fleet/operations) (.5); participate in weekly call w/ committee's professionals	1.30	1,391.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

		regarding same, WIP list, and agenda for tomorrow's creditors' committee meeting (.3); correspondence w/ R. Engelke, internal working group regarding agenda for tomorrow's committee meeting (.2) and review/analyze same (.1); correspondence w/ internal working group regarding upcoming proposed omnibus hearing dates (.2).		
8/11/21	DMS	Weekly call with Debtors' and committee professionals re: Plan/DS, upcoming filings (in part) (0.4); weekly call with committee professionals only re: same (0.3).	0.70	819.00
8/11/21	T G	Prepare for (.1) and call w/ Debtors' professionals re Plan, fleet, operations update (.5); follow-up call w/ UCC professionals re same (.3).	0.90	1,215.00
8/11/21	R E	Call with Debtors and UCC advisors re: Plan/DS, fleet status (0.5); call with UCC advisors re: same (0.4); update WIP (0.9) and draft agenda (0.4) and circulate to UCC advisors (0.1).	2.30	2,323.00
8/11/21	B M	Call with the Debtors and the UCC advisors to discuss business operation and plan issues (.7); call with the UCC advisors to discuss open cases issues (.6).	1.30	1,950.00
8/15/21	R E	Update works in progress list (0.8) and provide summary of docket updates to D. Sinclair (0.3).	1.10	1,111.00
8/16/21	A A	Weekly team meeting w/ D. Sinclair, R. Engelke and J. Brandt re: upcoming deadlines and ongoing workstreams (.2); prepare for same (.1).	0.30	138.00
8/16/21	R E	Coordinate with advisors for appearances to omnibus hearing (1.3); weekly team meeting call with D. Sinclair, A. Ambeault. J. Brandt re: workstreams (0.3).	1.60	1,616.00
8/16/21	J B	Call with D. Sinclair, R. Engelke, and A. Ambeault re: work in progress list updates (.3); draft note for Committee re: omnibus hearing and motions being heard (.7).	1.00	615.00
8/16/21	DMS	Correspondence with Willkie and Milbank teams re open items (.2); weekly call re works in progress list with A. Ambeault, R. Engelke, J. Brandt (.2).	0.40	468.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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8/17/21	CAD	Review/analyze omnibus CNO and other CNO for motions/applications scheduled for August 18 hearing (.2); review/analyze agenda for tomorrow's omnibus hearing (.1).	0.30	321.00
8/17/21	R E	Call with Baker Botts on VAT treatment (0.5); update task list (0.4); review and summarize recently filed pleadings (0.3).	1.20	1,212.00
8/18/21	CAD	Review/analyze amended agenda for today's omnibus hearing (.1); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (today's omnibus hearing/other legal matters/fleet/operations) (.4); participate in weekly call w/ committee professionals regarding same and agenda for tomorrow's creditors' committee meeting (.3); correspondence w/ internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1).	1.00	1,070.00
8/18/21	T G	Call w/ Debtors' professionals re plan status, operations update etc. (.4); follow-up correspondence w/ UCC professionals re same (.3).	0.70	945.00
8/18/21	B M	Call with the Debtors and UCC advisors to discuss business operations and open case issues (.6); call with the UCC advisors to discuss business operations (.5); memorandum regarding open issues (.3).	1.20	1,800.00
8/18/21	R E	Summarize amended agenda for hearing today (0.3); update task list (0.9) and agenda (0.3) and circulate to advisors (0.1); review and summarize recently filed pleadings (0.3); circulate task list and agenda to Committee (0.3); call with Debtors/Committee advisors re: Plan/DS, operations (0.4) and with Committee advisors only re: same (0.4).	3.00	3,030.00
8/18/21	DMS	Weekly call with the debtors and committee professionals re: Plan/DS, fleet operations (.3); weekly UCC professionals call re: same (.2).	0.50	585.00
8/22/21	R E	Update task list (0.8) and send to D. Sinclair with updates on workstreams (0.4).	1.20	1,212.00
8/23/21	DMS	Review works in progress list (0.2) and call with R. Engelke re same (0.3).	0.50	585.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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8/23/21	R E	Update task list (.1) and call with D. Sinclair re: same (0.3).	0.40	404.00
8/25/21	DMS	Review WIP list (.1);	0.10	117.00
8/25/21	CAD	Correspondence w/ internal working group, Jefferies, Alton regarding this week's creditors' committee meeting (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (pending and to be filed motions/fleet update/operations and cash update) (.5); participate in weekly call w/ committee professionals regarding same and next steps (.2); correspondence w/ R. Engelke regarding update work in progress report (.1); correspondence w/ internal working group regarding legal and financial update for committee in lieu of tomorrow's meeting (.2) and review/revise same (.2).	1.40	1,498.00
8/25/21	T G	Call w/ Debtors' professionals re case update.	0.50	675.00
8/25/21	B M	Call with the Debtors to discuss business operations (.4); call with the UCC advisors to discuss open business issues (.4).	0.80	1,200.00
8/25/21	R E	Update task list (.8) and circulate to advisors (0.2); call with Debtors and Committee advisors re: Plan/DS operations (0.4); call with Committee advisors only re: same (0.2).	1.60	1,616.00
8/25/21	WTE	UCC Advisors weekly call re: Plan/DS/DIP.	0.50	637.50
8/30/21	DMS	Weekly call with A. Ambeault, R. Engelke re works in progress list.	0.30	351.00
8/30/21	A A	Weekly team meeting w/ D. Sinclair and R. Engelke re: upcoming deadlines and tasks.	0.30	138.00
8/30/21	R E	Weekly call with D. Sinclair and A. Ambeault re: works in progress (.3); prepare for same (.1).	0.40	404.00
8/31/21	CAD	Correspondence w/ internal working group, Jefferies, Alton regarding this week's creditors' committee meeting.	0.30	321.00
8/31/21	R E	Coordinate with Alton and Milbank on PBH rates request.	0.30	303.00
Sub-Total			42.60	46,073.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22115360

Client/Matter No. 128272.00001

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/17/21	J B	Review and draft summary of Debtors' motion to sell LATAM claim.	0.80 \$	492.00
8/17/21	CAD	Review/analyze Debtors' motion to approve sale of certain claim against LATAM Airlines (.2); correspondence w/ J. Brandt regarding same and summary (.1).	0.30	321.00
8/18/21	R E	Review and summarize BdB settlement.	0.60	606.00
8/25/21	T G	Review motion to approve Banco de Bogata settlement.	1.40	1,890.00
8/27/21	DMS	Review R. Engelke summary of Banco de Bogota settlement agreement.	0.80	936.00
8/27/21	R E	Draft and incorporate comments to summary of the BdB settlement term sheet (1.1); incorporate Jefferies comments and circulate to internal team (.5).	1.60	1,616.00
8/28/21	DMS	Correspondence with R. Engelke re Banco de Bogota settlement.	0.10	117.00
8/29/21	DMS	Review and revise R. Engelke summary of Banco de Bogota settlement.	0.50	585.00
8/29/21	CAD	Correspondence w/ R. Engelke regarding summary of Banco de Bogota settlement for committee (.1) and review/analyze same (.1).	0.20	214.00
8/30/21	CAD	Correspondence w/ R. Engelke, internal working group regarding summary of Banco de Bogota settlement motion for committee (.1) and review/analyze same (.1).	0.20	214.00
8/31/21	DMS	Review KGAL indemnification claims (.6) and correspondence with T. Goren re same (.2).	0.80	936.00
8/31/21	DMS	Correspondence with J. Tan Waldhauser re claims.	0.20	234.00
Sub-Total			7.50	8,161.00

Employment and Fee Applications

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22115360

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/2/21	CAD	Review/analyze O. Wyman monthly fee statement (May 19-July 18, 2021).	0.10	\$	107.00
8/4/21	T G	Review application to retain CS	0.40		540.00
8/9/21	A H	Update June fee statement spreadsheet.	0.70		196.00
8/13/21	CAD	Review/analyze Milbank June 2021 monthly fee statement (.1); correspondence w/ Y. Zahoroda (Milbank), internal working group regarding draft of proposed interim fee order (.4) and review/analyze same (.3)	0.80		856.00
8/16/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), D. Sinclair regarding finalizing proposed interim fee order (.2) and review/analyze same (.1); correspondence w/ J. Herz (Baker Botts), D. Sinclair regarding this week's interim fee hearing and VAT issues (.2); correspondence w/ D. Sinclair regarding preparation for this week's fee hearing (.1).	0.60		642.00
8/16/21	A H	Update June fee statement spreadsheet.	0.60		168.00
8/17/21	CAD	Review/analyze Seabury June 2021 monthly fee statement (.1); telephone conference w/ internal working group, Baker Bott's regarding tomorrow's scheduled fee hearing and VAT issues (.2); correspondence w/ internal working group regarding tomorrow's fee hearing and preparation (.4).	0.70		749.00
8/17/21	DMS	Call with C. Damast re fee app hearing (.1); call with Baker Botts re VAT dec (.1).	0.20		234.00
8/18/21	R E	Coordinate with Jefferies (0.3) on changes to interim applications and supplemental declaration for Willkie application (0.3).	0.60		606.00
8/19/21	CAD	Review/analyze signed order authorizing Debtors to retain Credit Suisse as debt advisor (.1); review/analyze signed order authorizing Debtors to retain Deloitte to provide emergency accounting services (.1).	0.20		214.00
8/20/21	A A	Draft supplemental declaration in support of Willkie's retention.	0.70		322.00
8/23/21	DMS	Review supplemental dec ISO Willkie retention	0.20		234.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

		application (.1) and correspondence with R. Engelke re same (.1).		
8/24/21	DMS	Review and revise supplemental declaration (.1) and correspondence with R Engelke re same (.1).	0.20	234.00
8/24/21	R E	Draft supplemental declaration to retention application.	1.10	1,111.00
8/29/21	R E	Review and update advisors fee statements.	0.90	909.00
8/30/21	DMS	Review committee professionals' monthly fee statements (.3) and corr with R. Engelke, A. Ambeault re same (.1).	0.40	468.00
8/30/21	CAD	Correspondence w/ internal working group regarding other committee professionals' July 2021 monthly fee statements (.1) and review/analyze same (.1).	0.20	214.00
8/30/21	A A	Prepare and file Alton, Arrieta, Jefferies and A&M monthly fee statements (.8); serve same (.2).	1.00	460.00
8/30/21	A H	Update statement spreadsheet for R. Engelke.	1.10	308.00
8/30/21	R E	Compile advisors fee statements for filing.	0.40	404.00
Sub-Total			11.10	8,976.00

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/3/21	DMS	Review revised DIP Order for new tranche A facility.	1.00	\$	1,170.00
8/3/21	CAD	Correspondence w/ B. Schak (Milbank) regarding draft of proposed DIP order (amendment).	0.20		214.00
8/4/21	WTE	Review draft DIP Order.	0.30		382.50
8/4/21	WTE	Review draft DIP Amendment Orders (Milbank 8-3 and 8-4).	1.00		1,275.00
8/4/21	CAD	Review/analyze Debtors' motion to authorize entry into amendments to post petition DIP credit documents (.3); correspondence w/ W.	0.50		535.00

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		Eguchi, B. Schak (Milbank) regarding same and copies of first final DIP order, amended DIP loan documents, and ancillary documents (.2).		
8/4/21	T G	Review motion to amend DIP Order.	1.10	1,485.00
8/4/21	WTE	Continue reviewing proposed DIP Order (1.1); retrieve prior DIP Order, existing DIP Credit Agreement (0.2); email Willkie team re drafts (0.2); email Milbank re draft DIP documents (0.1); t/c w/ A. Berro re lien avoidance investigation presentation (0.2); review DIP documents (0.2).	2.00	2,550.00
8/4/21	R E	Review and provide comments to amended DIP order (1.7); review Luth declaration and confirm matches with DIP to Exit commitment letters (0.7).	2.40	2,424.00
8/5/21	CAD	Correspondence w/ A. Park (Milbank), W. Eguchi regarding latest draft amendment to DIP credit agreement (.2); correspondence w/ internal working group regarding comments to/issues w/ DIP amendment order (.2).	0.40	428.00
8/5/21	T G	Review draft amended DIP Order (1.2); call w/ team re same (.5).	1.70	2,295.00
8/5/21	R E	Summarize comments to amended DIP order to W. Eguchi (0.4); internal call with T. Goren and D. Sinclair re: same (0.4).	0.80	808.00
8/6/21	DMS	Call with Milbank, T. Goren, W. Eguchi re changes to DIP order.	0.50	585.00
8/6/21	CAD	Correspondence w/ W. Eguchi, Milbank regarding committee's comments to DIP amendment order (.1) and review/analyze same (.1).	0.20	214.00
8/6/21	T G	Call w/ Debtors' re DIP order (.5); review proposed revisions to same (.4).	0.90	1,215.00
8/9/21	DMS	Review and annotate chapter 11 plan (0.9); call with Milbank and Willkie teams re same (0.6).	1.50	1,755.00
8/10/21	R E	Review DIP and summarize provisions for D. Sinclair.	1.20	1,212.00
8/11/21	T G	Review updated amended DIP order.	0.60	810.00
8/12/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding revised proposed DIP amendment order (.2) and	0.40	428.00

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8/12/21	DMS	review/analyze same (2x) (.2) Review revised DIP order.	0.10	117.00
8/13/21	T G	Review amended DIP Order (.3) and correspondence w/ Milbank re same (.1).	0.40	540.00
8/13/21	CAD	Correspondence w/ B. Schak (Milbank), W. Eguchi regarding comments and clearance of proposed DIP amendment order.	0.40	428.00
8/15/21	R E	Review and summarize changes to DIP motion, CA and order.	1.80	1,818.00
8/17/21	B M	Preparation for the 8/18 hearing regarding the replacement DIP financing and payment of lender/arranger fees (1.3); correspond with the Debtors regarding issues for the 8/18 hearing (.3).	1.60	2,400.00
8/18/21	CAD	Review/analyze notice of filing of second revised form of order authorizing Debtors to enter into amendments to DIP credit and additional documents (.3); correspondence w/ internal working group regarding second revised DIP amendment order (.1).	0.40	428.00
8/18/21	R E	Review and summarize changes to DIP motion and order.	0.50	505.00
8/18/21	WTE	Weekly UCC Advisor conf call.	0.30	382.50
8/18/21	WTE	Review proposed second revised DIP Amendment Order (0.1); emails w Willkie team re same (0.1).	0.20	255.00
8/19/21	CAD	Review/analyze signed final order authorizing Debtors to enter into amendments to DIP credit documents.	0.10	107.00
8/25/21	CAD	Correspondence w/ internal working group regarding DIP Agent's letter to Judge Glenn regarding sealing/disclosure of arrangement and agency fees (.1) and review/analyze same (.1).	0.20	214.00
8/25/21	J B	Review and circulate summary to internal Willkie team re: exit DIP fee disclosure agreement and amended filing.	0.50	307.50
8/30/21	DMS	Review DIP to exit facility docs (.1) and corr with P. Engel re same (.1).	0.20	234.00
Sub-Total			23.40	27,521.50

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Other Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/31/21	CAD	Correspondence w/ J. Brandt, internal working group regarding Debtors' motion to find BNP Paribas in contempt of a stipulation (.1) and review/analyze same and summary (.2).	0.30 \$	321.00
8/31/21	J B	Review and summarize for internal team BNP Paribas sanctions and contempt motion.	1.60	984.00
Sub-Total			1.90	1,305.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/4/21	B M	Review and comment on the agenda and materials for the 8/5 UCC call regarding case issues (1.2); call with the UCC co-chairs regarding case issues (.4).	1.60 \$	2,400.00
8/4/21	T G	Call w/ plan subcommittee re plan settlement status (.5); call w/ UCC co-chairs re case update/UCC call topics (.3).	0.80	1,080.00
8/4/21	J B	Call with exit financing subcommittee and Committee professionals (Willkie, Alton, Jefferies, A&M) re: Plan negotiations and settlement updates.	0.40	246.00
8/5/21	DMS	Weekly meeting with committee and advisors re: case status.	0.40	468.00
8/5/21	CAD	Prepare/review materials for (.2) and participate in (.5) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/Tranche B settlement, drafts of plan and disclosure statement and timing; pending Debtors' motions; fleet update).	0.70	749.00
8/5/21	T G	Prepare for (.4) and participate on (.5) Committee call re plan status, operations update, etc.; review financial advisor materials for same (.4).	1.30	1,755.00
8/5/21	B M	Preparation (.4) and participation (.5) on the	0.90	1,350.00

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8/5/21	R E	UCC weekly call to discuss open case issues. Meeting with Committee and UCC advisors re: case issues.	0.50	505.00
8/5/21	J B	Call with Committee re: settlement and plan updates, as well as other matter updates (in part).	0.40	246.00
8/9/21	T G	Call w/ KGAL re plan status (.4); correspondence w/ UCC members re same (.7).	1.10	1,485.00
8/11/21	T G	Call w/ co-chairs re case update (.3); review agenda and materials for UCC call (.5).	0.80	1,080.00
8/11/21	B M	Review and comment on the agenda, exhibits and handouts for the 8/12 UCC call to discuss open case issues (1.3); call with the UCC co-chairs regarding the 8/12 agenda (.4).	1.70	2,550.00
8/12/21	CAD	Prepare/review materials for (.2) and participate in (.5) weekly creditors' committee meeting regarding legal and financial updates/case status (plan and disclosure statement and financial advisors' presentations).	0.70	749.00
8/12/21	T G	Prepare for (.3) and participate on (.7) Committee call re Plan status/operations update; review financial advisor materials for same (.4).	1.40	1,890.00
8/12/21	B M	Preparation (.4) and participation (.7) on the weekly UCC call to discuss case issues.	1.10	1,650.00
8/12/21	R E	UCC call with advisors re: case issues (in part).	0.60	606.00
8/16/21	CAD	Correspondence w/ J. Brandt, committee members regarding status of resolved and pending motions/applications for this week's omnibus hearing.	0.10	107.00
8/16/21	T G	Correspondence w/ C Rivas re plan questions (.3); review correspondence from B Parlan re Plan/DS (.2); correspondence w/ A Calderon re Plan questions (.2).	0.70	945.00
8/18/21	B M	Review and comment on the agenda, exhibits and handouts for the 8/19 UCC meeting (1.3); call with the UCC co-chairpersons regarding the 8/19 meeting agenda (.4).	1.70	2,550.00
8/19/21	DMS	Weekly meeting with committee re: Plan/DS/case issues.	0.40	468.00
8/19/21	CAD	Prepare/review materials for (.6) and participate in (.4) weekly creditors' committee meeting regarding legal and financial updates/case status	1.00	1,070.00

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		(summary of yesterday's hearing/plan confirmation process/Banco de Bogota settlement/financial update).		
8/19/21	T G	Prepare for (.2) and participate on (.4) Committee call re plan/operations update; review financial advisor materials for same (.4); review correspondence from KGAL re plan voting and correspondence w/ team re same (.3).	1.30	1,755.00
8/19/21	B M	Call with the UCC regarding open case issues (.5); call with Glass regarding the Disclosure Statement (.3).	0.80	1,200.00
8/19/21	R E	Weekly call with Committee and committee advisors re: cae issues (.4); follow up re: same (.2).	0.60	606.00
8/19/21	J B	Call with Committee re: exit financing and general matter updates.	0.40	246.00
8/19/21	WTE	UCC committee meeting re: Plan/DIP.	0.40	510.00
8/25/21	T G	Review correspondence to UCC re weekly update (.4); correspondence to co-chairs re same (.1).	0.50	675.00
8/25/21	B M	Correspond with the UCC co-chairs regarding case status and the 8/26 meeting (.4); correspond with the UCC regarding the 8/26 UCC meeting (.3).	0.70	1,050.00
8/25/21	R E	Draft and incorporate D. Sinclair comments to email to Committee.	0.50	505.00
8/27/21	B M	Call with Guyder and Edelman regarding the plan and voting procedures.	0.40	600.00
Sub-Total			23.90	31,096.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/1/21	T G	Correspondence w/ E Fleck re settlement status.	0.20	\$	270.00
8/2/21	CAD	Correspondence w/ B. Schak (Milbank) regarding Debtors' planned motion to further extend exclusivity periods.	0.10		107.00

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8/2/21	T G	Correspondence and call w/ L Szlezinger re plan settlement status.	0.40	540.00
8/2/21	B M	Negotiations with the Tranche B lenders and the Debtors regarding the plan exit financing (1.4); correspond with the UCC plan subcommittee regarding the plan financing negotiations (.4); correspond with the Debtors regarding the plan and disclosure statement (.3).	2.10	3,150.00
8/3/21	CAD	Correspondence w/ T. Goren regarding current status of Tranche B plan settlement proposal (.1) and review/analyze new proposal (.1); correspondence w/ internal working group regarding same and meeting w/ subcommittee of creditors' committee (.1); correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' exclusivity request (.2); correspondence w/ T. Goren, L. Szlezinger (Jefferies) regarding draft of chapter 11 plan and classification (.2).	0.70	749.00
8/3/21	B M	Review the Debtors' draft plan of reorganization (1.2); negotiations with the Tranche B lenders regarding the warrants for unsecured creditors (.9).	2.10	3,150.00
8/3/21	T G	Call w/ L Szlezinger re plan settlement questions (.3); correspondence w/ team re same and subcommittee call (.4); review initial draft of Plan (.9) and correspondence w/ team re same (.2).	1.80	2,430.00
8/3/21	R E	Review and provide comments to Plan (1.4) and DS (0.9).	2.30	2,323.00
8/4/21	B M	Call with UCC plan subcommittee regarding plan negotiations (.4); plan negotiations with the Tranche B lenders and the Debtors (.9); review and comment on the draft plan and disclosure statement (1.4).	2.70	4,050.00
8/4/21	CAD	Telephone conference w/ internal working group, Jefferies, Alton, subcommittee (of creditors' committee) members regarding status of and finalizing settlement w/ Tranche B lenders (.5); discuss (.2) and correspondence (.2) w/ T. Goren, D. Sinclair draft chapter 11 plan and need for review; review and analyze/revise draft of chapter 11 plan (4.3) and	5.60	5,992.00

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		subsequent correspondence w/ internal working group regarding same and comments (.4).		
8/4/21	V M	Brief review of Disclosure Statement (.3) and corresp with H. Cohn re: same (.2).	0.50	850.00
8/4/21	T G	Review and revise draft Plan.	1.30	1,755.00
8/4/21	DMS	Review and markup Chapter 11 plan (4.3) and related correspondence with Willkie team (.7).	5.00	5,850.00
8/4/21	R E	Internal team call on Plan (0.4); emails with D. Sinclair and C. Damast on Plan (0.4); review and incorporate D. Sinclair (0.9) and C. Damast (1.3) comments to Plan; calls with D. Sinclair (0.2) and C. Damast (0.3) on Plan and Disclosure Statement.	3.50	3,535.00
8/5/21	DMS	Review and revise draft plan (5.3) and correspondence with Willkie team re same (.4).	5.70	6,669.00
8/5/21	CAD	Review and revise current drafts of Debtors' chapter 11 plan (2x) (3.9); correspondence w/ R. Engelke (.3) and D. Sinclair (.3) regarding same and comments; discussion w/ internal working group regarding comments/revisions to draft of Debtors' plan and revisions (1.1).	5.60	5,992.00
8/5/21	T G	Review and revise draft plan mark-up (1.4); call w/ team re same (1.2); call w/ L Szlezinger re plan negotiations (.3).	2.90	3,915.00
8/5/21	B M	Negotiations with the Debtors and the Tranche B Lenders regarding the plan and exit financing (1.3); review and comment on the Debtors' draft plan of reorganization and disclosure statement (3.2); memorandum regarding open plan issues and potential compromises (.4).	4.90	7,350.00
8/5/21	V M	Review Plan tax provisions (0.5); call with H. Cohn re Plan (0.1); corresp with D. Sinclair re next steps (0.2).	0.80	1,360.00
8/5/21	R E	Incorporate C. Damast comments to Plan(1.6); internal call with T. Goren, B. Miller, C. Damast and D. Sinclair on comments to plan (0.5); follow-up w/ specialists for comments to Plan (0.3).	2.40	2,424.00
8/5/21	J B	Call with B. Miller, T. Goren, C. Damast re: Milbank plan draft markups.	1.00	615.00
8/6/21	DMS	Review and markup chapter 11 plan (1.2).	1.20	1,404.00

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8/6/21	DMS	Review and markup chapter 11 plan (.4) and corr with Willkie team re same (.2).	0.60	702.00
8/6/21	CAD	Review and revise current drafts (2x) of Debtors' chapter 11 plan (1.6); various correspondence w/ internal working group regarding same and comments/revisions (1.2); discuss same and further comments w/ D. Sinclair (.2); correspondence w/ internal working group, B. Schak/K. Satterfield (Milbank) regarding committee comments to draft chapter 11 plan (.5).	3.50	3,745.00
8/6/21	T G	Review and revise draft plan and comments to same (1.4); correspondence w/ team re same (.3).	1.70	2,295.00
8/6/21	B M	Negotiations with the Debtors and the Trance B Lenders regarding the plan and exit financing (.7); review and comment on the Debtors' draft plan of reorganization (2.1); memorandum regarding open plan issues and potential compromises (.5).	3.30	4,950.00
8/6/21	DMS	Review and markup chapter 11 plan and corr with Willkie team re same.	0.10	117.00
8/6/21	R E	Incorporate comments to Plan from team (0.6); send comments to Milbank (0.2).	0.80	808.00
8/6/21	R E	Research for precedent statements ISO exclusivity and begin drafting	1.10	1,111.00
8/7/21	B M	Review and comment on the Debtors' plan of reorganization (.9); prepare memorandum regarding open plan issues (.3).	1.10	1,650.00
8/8/21	CAD	Correspondence w/ K. Satterfield (Milbank), internal working group regarding revised draft of chapter 11 plan (.3) and review/analyze same (1.5); correspondence w/ committee members regarding same (.1).	1.90	2,033.00
8/8/21	B M	Review and comment on the plan and disclosure statement (1.7); correspond with the Debtors regarding UCC plan issues (.4).	2.10	3,150.00
8/8/21	R E	Corr. with T. Goren on filed plan (0.4); review plan (1.3); email to Committee re: same (0.2).	1.90	1,919.00
8/9/21	DMS	Review revised chapter 11 plan (.4) and corr. with T. Goren re same (.3).	0.70	819.00
8/9/21	DMS	Call with Willkie team re plan comments.	0.40	468.00

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8/9/21	DMS	Review and markup chapter 11 plan and disclosure statement (2.6) and correspondence with Willkie team re same (.6).	3.20	3,744.00
8/9/21	CAD	Correspondence w/ B. Miller, T. Goren, committee members regarding status of plan and date for disclosure statement hearing (.5); review/analyze latest draft of Debtors' chapter 11 plan (2x) (2.4); correspondence (.2) and discussion (.5) w/ internal working group regarding latest draft of Debtors' chapter 11 plan and comments; correspondence (.2) and telephone conference (.7) w/ internal working group, Milbank regarding same and issues; correspondence w/ internal working group regarding precedent plans regarding releases (.3); correspondence w/ D. Sinclair regarding additional comments to draft chapter 11 plan (.2); correspondence w/ J. Penn (Perkins Coie) regarding comments to draft chapter 11 plan (.1) and review/analyze same (.1); briefly review/analyze draft of Debtors' revised disclosure statement (.5); subsequent correspondence w/ T. Goren, D. Sinclair regarding additional comments to draft chapter 11 plan (.5) and review/analyze same (.3).	6.50	6,955.00
8/9/21	DMS	Review disclosure statement.	0.40	468.00
8/9/21	T G	Review Debtors' revised draft of Plan (.9) and create issues list re same (.7); call w/ team re same (.4); call w/ Milbank re same (.6); review further updated draft of Plan (.7) and correspondence w/ team re same (.3); review updated draft Disclosure Statement (1.8).	5.40	7,290.00
8/9/21	B M	Negotiation of the plan of reorganization with the Debtors (2.3); review and comment on the revised plan of reorganization (1.8); memorandum regarding open plan issues (.4); correspond with the UCC regarding the plan and disclosure statement (.3).	4.80	7,200.00
8/9/21	HMC	Corr. w/ team re: plan & DS.	0.70	1,260.00
8/9/21	R E	Review and compare Plan from recent drafts (1.1); pull and review recent plans and compare	3.50	3,535.00

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		(1.8); circulate plan to specialists (0.2); call with Milbank on plan (0.4).		
8/9/21	J B	Call with Willkie and Milbank re: plan comments (.6); revise notes re: same and circulate notes to D. Sinclair and R. Engelke (.3).	0.90	553.50
8/9/21	J B	Draft statement in support of Debtors' Fourth Exclusivity Extension Motion.	3.40	2,091.00
8/9/21	R E	Locate precedent and draft committee recommendation letter (1.9); review draft statement ISO exclusivity extension (0.4).	2.30	2,323.00
8/10/21	CAD	Various correspondence w/ D. Sinclair, T. Goren regarding comments to draft disclosure statement (.5) and review/analyze same and provide additional comments (1.8); subsequent correspondence w/ D. Sinclair regarding same (.4).	2.70	2,889.00
8/10/21	DMS	Correspondence with Willkie and Milbank teams re disclosure statement.	0.90	1,053.00
8/10/21	T G	Review and revise further updated drafts of Plan (1.6) and Disclosure Statement (1.8).	3.40	4,590.00
8/10/21	V M	Review background in prep for call with debtors counsel (0.2); call with Andrew Walker and Michael Rivkin (Milbank), Henry Cohn (WFG) re tax structure in Plan (0.3).	0.50	850.00
8/10/21	B M	Review the open plan issues for unsecured creditors (1.2); memorandum regarding open plan issues (.4).	1.60	2,400.00
8/10/21	HMC	Review (.5) and discuss DS, w/Milbank tax & V. Mahmoudov (.3).	0.80	1,440.00
8/10/21	R E	Incorporate C. Damast and D. Sinclair comments to DS.	1.80	1,818.00
8/10/21	R E	Update committee recommendation letter.	0.40	404.00
8/10/21	DMS	Review committee recommendation letter (.3) and corr with R. Engelke re same (.1); review and markup disclosure statement (2.0).	2.40	2,808.00
8/11/21	DMS	Review revised plan (.2) and correspondence with Willkie team re same (.1).	0.30	351.00
8/11/21	WTE	Corr. w/ Willkie team re Disclosure Statement.	0.10	127.50
8/11/21	CAD	Various correspondence w/ internal working group regarding Debtors' as-filed disclosure	4.40	4,708.00

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		statement and chapter 11 plan (.5); review/analyze as-filed chapter 11 plan (.9) and correspondence w/ T. Goren, D. Sinclair regarding same and open issues (.4); correspondence w/ internal working group, P. Engel (Jefferies) regarding same and need for review of plan (.2); review and revise draft of committee's statement in support of Debtors' exclusivity motion (2x) (1.8) and correspondence w/ internal working group regarding same and comments (.6).		
8/11/21	DMS	Review and markup disclosure statement (0.2); review and revise exclusivity statement (0.8).	1.00	1,170.00
8/11/21	T G	Review filed version of Plan (.8) and DS (.7); correspondence w/ UCC members re same (.4); correspondence w/ Milbank re same (.2).	2.10	2,835.00
8/11/21	R E	Run redlines of Plan and DS (0.3) and send to Committee (0.3); research precedent statements ISO exclusivity extension (1.0); incorporate comments to statement ISO exclusivity extension and circulate to team (0.6).	2.20	2,222.00
8/12/21	CAD	Correspondence w/ T. Goren, D. Sinclair regarding status of open issues in Debtors' chapter 11 plan (.2); correspondence w/ P. Engel (Jefferies), D. Sinclair regarding review of certain plan provisions regarding new common equity, warrants, and dilution for MIP (.3); correspondence w/ B. Miller, J. Luth (Seabury) regarding publicizing Debtors' plan in Colombia and post-Effective Date ownership of reorganized Avianca (.2); correspondence w/ internal working group regarding draft committee statement in support of exclusivity extension (.1) and review/analyze current draft of same (.1) and comments (.2); correspondence w/ B. Kim (Burlingame Investment), T. Goren regarding plan and disclosure statement inquiry (.2).	1.30	1,391.00
8/12/21	DMS	Review and markup DS order and solicitation procedures.	2.90	3,393.00
8/12/21	T G	Review open plan issues (.7) and call w/ S Moeller-Sally (.4) re same; review DS Motion (.6); review and revise statement re exclusivity	2.10	2,835.00

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8/12/21	B M	(.4). Correspond with Debtors regarding open plan and disclosure statement issues (1.2); correspond with the Tranche B lenders regarding open plan issues (.6); memorandum regarding plan issues for the UCC (.4).	2.20	3,300.00
8/12/21	R E	Update and finalize statement ISO exclusivity extension	1.00	1,010.00
8/12/21	WTE	Review Sinclair revisions to lien investigation presentation and revise same (0.1); UCC meeting (0.4).	0.50	637.50
8/13/21	DMS	Review and revise DS order (1.2) and corr with Willkie and Milbank teams re same (.4).	1.60	1,872.00
8/13/21	T G	Review proposed DS Order and exhibits (1.1) and correspondence w/ team re revisions to same (.6).	1.70	2,295.00
8/13/21	CAD	Review and revise proposed order approving disclosure statement and voting/solicitation procedures and exhibits (2x) (1.5) and various correspondence w/ D. Sinclair, T. Goren regarding same and comments (.8); correspondence w/ D. Sinclair, Milbank regarding same (.1).	2.40	2,568.00
8/13/21	WTE	Emails w Sinclair, Schak re DIP Amendment Order (0.1); review revised draft of same (0.2); revise lien investigation presentation based on Damast comments (0.2).	0.50	637.50
8/14/21	CAD	Correspondence w/ B. Schak (Milbank) regarding draft of equity conversion and commitment agreement (for Tranche B lenders) and United Airlines contribution agreement (.1) and review/analyze same (.5).	0.60	642.00
8/16/21	DMS	Review plan and disclosure statement and corr with A. Calderon, B. Miller, T. Goren re same.	1.20	1,404.00
8/16/21	DMS	Review plan and prepare issues list (0.6); corr with Willkie team re same (0.2).	0.80	936.00
8/16/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding intent to translate confirmation hearing notice and Debtors' cover letter regarding plan (.2); correspondence w/ T. Goren, D. Sinclair regarding open plan items and call w/ Milbank (.5); correspondence w/ internal working group,	1.10	1,177.00

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		committee members regarding signed order further extending exclusivity (.1) and review/analyze same (.1); correspondence w/ B. Parlin, internal working group regarding fleet discussion in disclosure statement and issues (.2).		
8/16/21	T G	Review and analyze open plan issues list (.4); review exclusivity order and correspondence w/ team re same (.2).	0.60	810.00
8/16/21	B M	Review and comment on the Debtors' plan and disclosure statement (1.4); correspond with the Debtors regarding open plan and disclosure statement issues (.4).	1.80	2,700.00
8/16/21	DMS	Review plan and disclosure statement (.1) and corr with A. Calderon, B. Miller, T. Goren re same (.1).	0.20	234.00
8/16/21	J B	Review and circulate order re: extension of Debtors' exclusivity motion.	0.30	184.50
8/16/21	R E	Review and summarize equity commitment (0.6) and United contribution agreement (0.4).	1.00	1,010.00
8/17/21	DMS	Review plan issues list and corr with Willkie, Milbank teams re plan call.	0.30	351.00
8/17/21	CAD	Correspondence w/ D. Sinclair, T. Goren, Milbank regarding open plan issues to be discussed (.3); review/analyze signed order further extending exclusivity (.1); correspondence (2x) w/ B. Schak (Milbank) regarding updated drafts of equity conversion and commitment agreement and United contribution agreement (.4).	0.80	856.00
8/17/21	T G	Review Equity Conversion Agreement (.9) and United conversion term sheet (.3).	1.20	1,620.00
8/17/21	B M	Correspond with the Debtors and the Tranche B lenders regarding open plan and disclosure statement issues (.6); correspond with the UCC co-chairs regarding plan issues (.3).	0.90	1,350.00
8/18/21	CAD	Correspondence w/ internal working group regarding Judge Glenn's preliminary concerns regarding third party releases (.2); telephone conference w/ internal working group, Milbank regarding open chapter 11 plan issues (.5); correspondence w/ T. Goren, E. Fleck (Milbank) regarding plan release (.2).	0.90	963.00

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8/18/21	T G	Review plan issues list (.4); call w/ Debtors re same (.6); follow-up correspondence w/ Debtors re same (.2); review equity conversion documents (.7).	1.90	2,565.00
8/18/21	DMS	Review equity conversion and commitment agreement (.4); call with Milbank and Willkie teams re plan open items (.6).	1.00	1,170.00
8/19/21	CAD	Review/analyze notice of filing of conversion and commitment agreement between Debtors and Tranche B lenders (.2); correspondence w/ internal working group regarding KGAL claims and disclosure statement (.2).	0.40	428.00
8/19/21	B M	Review and discuss the open plan and disclosure statement issues with the Debtors and the Tranche B lenders (1.4); memorandum regarding the open plan and disclosure statement issues (.4).	1.80	2,700.00
8/20/21	DMS	Review equity commitment agreement.	1.00	1,170.00
8/20/21	CAD	Correspondence w/ internal working group regarding review/analysis of equity conversion and commitment agreement/United agreement.	0.40	428.00
8/20/21	T G	Correspondence w/ KGAL re plan voting (.3); review proposal comments to equity/United conversion agreements (.4) and correspondence w/ team re same (.2).	0.90	1,215.00
8/21/21	R E	Review Plan and draft chart of consent rights.	2.30	2,323.00
8/22/21	B M	Review the open plan and disclosure statement point for the UCC (1.3); correspond with the Debtors regarding open plan and disclosure statement points (.4).	1.70	2,550.00
8/23/21	CAD	Correspondence w/ D. Sinclair, B. Miller regarding discussion w/ aircraft lessors' counsel (Pillsbury) regarding chapter 11 plan (.2); telephone conference w/ internal working group, Pillsbury regarding same (.4); correspondence w/ Y. Zahoroda (Milbank), internal working group regarding open committee issues regarding solicitation and voting procedures/ballots (.6); review/analyze draft of motion to terminate Debtors' exclusive periods (.8); correspondence w/ J. Leon-Orantes	2.80	2,996.00

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		(Santamarina & Steta) regarding memo regarding Mexican law implications of the possible appointment of a chapter 11 trustee (.1) and review/analyze same (.2); correspondence w/ B. Miller, internal working group, FTI regarding discussion w/ L. Moak regarding ASPA intentions/issues regarding joint exit financing proposal (.1); correspondence w/ internal working group regarding committee letter in support of plan (.2); correspondence w/ R. Engelke regarding draft committee letter in support of chapter 11 plan (.1) and review/analyze same (.1).		
8/23/21	T G	Review proposed list of UCC consent rights re Plan (.3) and correspondence w/ team re same (.1).	0.40	540.00
8/23/21	B M	Review the Avianca plan and the UCC letter in support of confirmation of the plan (2.3); call with M. Feldman regarding the plan status (.2); memorandum regarding plan issues for the UCC (.4).	2.90	4,350.00
8/23/21	R E	Update committee recommendation letter and send to D. Sinclair (0.4) and incorporate her comments and send the same to internal team (0.7); call with Pillsbury law and internal team on Plan (0.4).	1.50	1,515.00
8/23/21	DMS	Review corr. with Milbank team re DS motion and corr with Willkie team re same (0.2); review plan (0.3) and correspond with Willkie team regarding plan consent/consultation rights (0.2); review chapter 11 plan (.3) and correspondence with Milbank and Willkie teams regarding same (.4); review and revise committee recommendation letter ISO plan and DS (.3); call with Pillsbury re chapter 11 plan terms (.3); review DS order (.1) and corr with T. Goren re same (.1).	2.20	2,574.00
8/24/21	DMS	Corr with Milbank re DS Order.	0.10	117.00
8/25/21	CAD	Correspondence w/ internal working group regarding draft of committee letter in support of chapter 11 plan and comments (.4) and review and revise same (2x) (1.5).	1.90	2,033.00

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8/25/21	DMS	Review committee letter in support of plan (.1) and provide comments to R Engelke (.1); weekly call with Debtors and UCC professionals re: Plan/DS, operations (0.4); weekly UCC professionals call re: same (0.2).	0.80	936.00
8/25/21	R E	Update and incorporate comments to UCC recommendation letter.	1.20	1,212.00
8/26/21	CAD	Correspondence w/ G. Hughes (Seabury), internal working group regarding convenience class and thresholds analysis (.1) and review/analyze same (.2).	0.30	321.00
8/26/21	B M	Correspond with the Debtors and Tranche B Lenders regarding open plan issues (.4); review of the plan solicitation and voting procedures (.5); memorandum regarding voting issues (.4).	1.30	1,950.00
Sub-Total			182.40	220,601.50

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/12/21	CAD	Review/analyze Debtors' June monthly operating report.	0.10	\$ 107.00
Sub-Total			0.10	107.00

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/4/21	HMC	Review draft DS (1.); corr/ w/ V. Mahmoudov re: same (.2).	1.20	\$ 2,160.00
Sub-Total			1.20	2,160.00

Hearings

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/18/21	DMS	Attend omnibus/fee hearing.	2.40	\$	2,808.00
8/18/21	CAD	Participate in today's omnibus hearing (partial) regarding status report/DIP amendment motion/interim fee applications.	1.80		1,926.00
8/18/21	T G	Participate in omnibus hearing.	2.10		2,835.00
8/18/21	B M	Attendance at the omnibus hearing covering financing issues and fee applications (2.4); memorandum regarding issues from the 8/18 omnibus hearing (.4).	2.80		4,200.00
8/18/21	R E	Listen and summarize 8/18 hearing (in part).	1.40		1,414.00
8/26/21	J B	Attend LATAM omnibus hearing i/c/w Avianca issues.	2.50		1,537.50
		Sub-Total	13.00		14,720.50

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/1/21	JCD	Correspondence with team and with counsel for Debtors re: claims investigation due diligence.	0.80	\$	1,440.00
8/1/21	VPI	Review diligence materials concerning Avianca's implication in the alleged Airbus bribery scandal.	1.30		1,449.50
8/2/21	AJM	Discussed review of service agreements with A. Baksic (.5); review additional documents produced on 7/30 and corresponded re same with V. Iannece (1.5); research look back periods in the jurisdictions referenced in Avianca's service agreements (.7).	2.70		2,511.00
8/2/21	A B	Conference call with A. Mian related to foreign language review of the service agreements (.5); foreign language review of service agreements produced by Milbank (2.3).	2.80		1,148.00
8/2/21	H P	Prepare and coordinate loading of received production for review in Relativity.	0.40		130.00
8/2/21	VPI	Review Debtors' revised draft non-waiver	2.60		2,899.00

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8/3/21	A B	agreement (.5); review Avianca board materials relating to related party transactions (2.1). Conference call with A. Mian related to foreign language review of the service agreements (.7); foreign language review of service agreements produced by Milbank (1.1).	1.80	738.00
8/3/21	AJM	Corresponded with A. Baksic regarding review of 7/30 Milbank production (.7); prepared summary of review plan and circulated same to V. Iannece (.4); reviewed Milbank production (1.2).	2.30	2,139.00
8/3/21	JCD	Attention to claims due diligence and arranging further diligence calls (.6); participate in update calls re: same (.8).	1.40	2,520.00
8/4/21	AJM	Review background Avianca presentation and revise same (.7); corr. with A. Baksic re review of 7/30 production (.3).	1.00	930.00
8/4/21	CAD	Correspondence w/ J. Dugan regarding filing of stipulated no waiver agreement on presentment (.1) and review/analyze same (.1).	0.20	214.00
8/4/21	A B	Foreign language review of service agreements produced by Milbank (1.0); corr. w/ A. Mian re: same (.3).	1.30	533.00
8/4/21	JCD	Attention to due diligence concerning potential claims (.6) and correspondence with team re: same (.2).	0.80	1,440.00
8/4/21	VPI	Revise draft claims investigation findings presentation.	1.30	1,449.50
8/5/21	A B	Conference call with A. Mian related to foreign language review of the service agreements (.6); foreign language review of service agreements produced by Milbank (.7).	1.30	533.00
8/5/21	AJM	Review A. Baksic spreadsheet of 7/30 Milbank document review (.5); revise same and circulated to V. Iannece (.5); discuss same with A. Baksic (.6).	1.60	1,488.00
8/5/21	JCD	Participate in update calls re: claims investigation.	0.90	1,620.00
8/5/21	E R	Call w/ team re: diligence update.	1.00	930.00
8/6/21	A B	Foreign language review of service agreements produced by Milbank.	0.80	328.00
8/7/21	A B	Foreign language review of service agreements	2.80	1,148.00

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8/9/21	A B	produced by Milbank. Conference call with A. Mian related to foreign language review of the service agreements (.9); foreign language review of service agreements produced by Milbank (3.3).	4.20	1,722.00
8/9/21	H P	Prepare and coordinate loading of received production (.2); update project log (.2).	0.40	130.00
8/9/21	AJM	Coordinate loading of 8/6 production (.4); conduct high-level review of 8/6 production (.7); catch-up call with A. Baksic (.9); review summary of 7/30 production (1.3); prepare email correspondence for V. Iannece (.6); review UCC diligence requests (.4); respond to A. Baksic inquiry re translations from 8/6 production (.6).	4.90	4,557.00
8/9/21	VPI	Team call to discuss diligence materials reviewed in connection with related party transactions (.6); review summary of related party services agreements and Spanish-language board materials (.8).	1.40	1,561.00
8/10/21	A B	Conference call with A. Mian related to foreign language review of the service agreements (.5); conduct foreign language review of service agreements produced by Milbank (5.7).	6.20	2,542.00
8/10/21	AJM	Review investigative reports produced on 8/6 (.5); review and revise chart of shareholder agreements produced on 7/18 (1.5); call with A. Baksic re: doc review (.5); call with V. Iannece re: doc review status (.4); coordinated logistics for 8/10 production upload (.3); review summary of 8/6 production (.5).	3.70	3,441.00
8/10/21	VPI	Call with A&M regarding diligence review of services agreements and board-level materials (.5); conduct research into fraudulent conveyance standards in Colombia, Chile, and Brazil (1.8).	2.30	2,564.50
8/11/21	A B	Conference call with A. Mian related to foreign language review of the service agreements (.6); conduct foreign language review of service agreements produced by Milbank (3.6).	4.20	1,722.00
8/11/21	H P	Prepare and coordinate loading of received productions for review in Relativity (.2); update project log (.1).	0.30	97.50

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8/11/21	AJM	Team call with Ropes & Gray (1.2); revise notes re same and circulate to V. Iannece (.4); call with A. Baksic re: doc review (.6); prepare correspondence to A&M with spreadsheet of Avianca's Service Agreements (.4); review 8/10 production and prepare high-level summary for V. Iannece (.6); review 8/6 production (.7).	3.90	3,627.00
8/11/21	B M	Review materials for the UCC claims investigation (1.2); memorandum regarding claims investigation and collection issues (.4).	1.60	2,400.00
8/11/21	VPI	Call with Milbank and Ropes & Gray re Avianca's internal investigation into the Airbus bribery scandal (.9); prepare questions for call with Ropes & Gray (.6); draft memorandum of call with Ropes & Gray (.7); review summary of Spanish-language board materials (.7).	2.90	3,233.50
8/12/21	CAD	Correspondence w/ T. Goren regarding claims investigation status and focus.	0.10	107.00
8/12/21	A B	Foreign language review of service agreements produced by Milbank.	3.50	1,435.00
8/12/21	T G	Call w/ A&M re investigation status (.2); follow-up discussion w/ M Greenberg re same (.3); correspondence w/ team re same (.4).	0.90	1,215.00
8/13/21	A B	Foreign language review of service agreements produced by Milbank.	3.60	1,476.00
8/13/21	AJM	Call with A&M re: investigation status (.4); call with V. Iannece re: same (.4); call with A. Baksic re 8/6 production (.5); review 8/6 production (.5).	1.80	1,674.00
8/13/21	JCD	Review draft of investigation conclusions (.8); call with V. Iannece re: next steps (.6); call with Willkie Farr and A+M teams re: same (.6).	2.00	3,600.00
8/13/21	B M	Review the claims investigation analysis for the UCC (.4); memorandum regarding the claims investigation (.3).	0.70	1,050.00
8/13/21	VPI	Call with A&M re status of claims investigation (.4); call with J. Dugan re draft claims investigation findings presentation (.3); revise draft claims investigation findings presentation (.8).	1.50	1,672.50
8/14/21	A B	Conduct foreign language review of service agreements produced by Milbank.	2.30	943.00
8/15/21	A B	Conduct foreign language review of service	3.80	1,558.00

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		agreements produced by Milbank.		
8/16/21	A B	Conduct foreign language review of service agreements produced by Milbank.	3.50	1,435.00
8/16/21	AJM	Review A. Baksic translations (.7) and prepare overview of production progress for V. Iannece (.6).	1.30	1,209.00
8/16/21	VPI	Revise draft claims investigation findings presentation.	1.50	1,672.50
8/17/21	A B	Conduct foreign language review of service agreements produced by Milbank.	3.50	1,435.00
8/17/21	AJM	Revise draft presentation for client (3.2); confirm research re foreign jurisdiction treatment of fraudulent conveyances (2.1).	5.30	4,929.00
8/17/21	VPI	Call with A&M re supplemental diligence requests (.3); revise draft claims investigation findings presentation (1.8).	2.10	2,341.50
8/18/21	CAD	Correspondence w/ V. Iannece, internal working group regarding supplemental diligence requests prepared by A&M.	0.20	214.00
8/18/21	A B	Conduct foreign language review of service agreements produced by Milbank.	1.50	615.00
8/18/21	JCD	Correspondence with V. Iannece re: additional due diligence on potential claims.	0.60	1,080.00
8/18/21	AJM	Coordinate review of 8.10 production (.3); revise summary of 8.6 production (1.7); attend call with V. Iannece (.2).	2.20	2,046.00
8/18/21	VPI	Call with Milbank re progress of productions in response to diligence requests (.6); call with A&M re bankruptcy proceeding update (.2).	0.80	892.00
8/19/21	A B	Conduct foreign language review of service agreements produced by Milbank.	1.30	533.00
8/19/21	VPI	Revise draft claims investigation findings presentation.	2.80	3,122.00
8/20/21	A B	Conduct foreign language review of service agreements produced by Milbank.	5.80	2,378.00
8/21/21	A B	Continue foreign language review of service agreements produced by Milbank.	0.50	205.00
8/23/21	JCD	Review and revise presentation on investigation of claims.	1.50	2,700.00
8/23/21	H P	Prepare and coordinate loading of received production for review in Relativity as requested by V. Iannece.	0.40	130.00
8/23/21	AJM	Review A. Baksic document summary chart for	2.30	2,139.00

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		8/10 production (.9) and provide update re same to V. Iannece (.2); review J. Dugan edits to client presentation (1.2).		
8/24/21	A B	Conduct foreign language review of service agreements produced by Milbank.	1.50	615.00
8/24/21	AJM	Prepare summary of review progress for E. Ryan review (.5); correspond with A. Baksic re document review (.4); correspond with V. Iannece re client presentation edits (.2); review and revise client presentation (1.3).	2.40	2,232.00
8/24/21	VPI	Revise draft claims investigation findings presentation.	2.40	2,676.00
8/25/21	JCD	Correspondence re: findings of due diligence investigation.	0.50	900.00
8/25/21	A B	Conduct foreign language review of service agreements produced by Milbank.	1.80	738.00
8/25/21	AJM	Revise client presentation with internal and A&M edits (1.7); call with A&M re same (.4); coordinate production review with A. Baksic and E. Ryan (.6).	2.70	2,511.00
8/25/21	VPI	Call with A&M re revisions to claims investigation findings presentation (.5); prepare supplemental diligence requests to Avianca (.8).	1.30	1,449.50
8/26/21	A B	Conduct foreign language review of service agreements produced by Milbank.	2.30	943.00
8/27/21	A B	Continue foreign language review of service agreements produced by Milbank.	0.90	369.00
8/27/21	JCD	Review revised Presentation on Committee investigation and provide additional comments.	1.00	1,800.00
8/27/21	VPI	Call with Milbank re status of outstanding diligence production.	0.30	334.50
8/28/21	A B	Conduct foreign language review of service agreements produced by Milbank.	1.20	492.00
8/30/21	MGA	Prepare and send documents to vendor for loading into Relativity (.3); prepare and send vendor loading instructions (.1).	0.40	130.00
8/30/21	VPI	Revise draft claims investigation findings presentation.	3.10	3,456.50
8/31/21	VPI	Revise draft claims investigation findings presentation.	2.30	2,564.50
8/31/21	A B	Continue foreign language review of service agreements produced by Milbank.	0.80	328.00

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Sub-Total	147.30	118,531.00
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Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/2/21	AGB	Review aircraft financing documents (2.5); draft presentation for UCC (2.0).	4.50	\$	5,265.00
8/3/21	CJC	Telephone call with W. Eguchi and A. Berro regarding perfection, cape town protocol on aircraft; other filings and contracting states.	0.40		490.00
8/3/21	BLS	Correspondence with WFG team regarding bring down lien searches from 9/4/20 to present for Aerovias del Continente Americano S.A. Avianca and Taca International Airlines, S.A. (.1); order lien searches (.3).	0.40		160.00
8/3/21	AGB	Call with W. Eguchi re: lien investigation presentation to UCC (2.8); draft presentation slides (5.5).	8.30		9,711.00
8/4/21	WTE	Conf call w Willkie team re Lien Investigation (0.8); tc w A. Berro re revised Committee presentation (0.2).	1.00		1,275.00
8/4/21	WTE	Review lien investigation slides (.4) and email A. Berro re same (.1).	0.50		637.50
8/4/21	WTE	Corr. w/ A. Berro re lien investigation (0.1); review UCC filings (0.3).	0.40		510.00
8/4/21	CAD	Conference w/ internal lien investigation team regarding status, presentation to committee, and next steps (.4); correspondence w/ D. Sinclair, W. Eguchi regarding same (.2).	0.60		642.00
8/4/21	AGB	Team call re: lien investigation (.8); call with W. Eguchi re: same (.1); draft presentation slides (5.3); review aircraft financing documents (2.0).	8.20		9,594.00
8/5/21	BLS	Review bring down lien searches.	0.40		160.00
8/5/21	AGB	Review aircraft financing documents.	2.00		2,340.00
8/5/21	J B	Review Uniform Commercial Code filings re: leased aircraft diligence.	0.50		307.50
8/9/21	CAD	Correspondence w/ D. Sinclair, R. Engelke, internal lien investigation group regarding lien	0.20		214.00

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		investigation/committee presentation status/update.		
8/9/21	WTE	Corr. w/ A. Berro re lien investigation.	0.20	255.00
8/9/21	AGB	Revise lien presentation slides.	0.80	936.00
8/10/21	CAD	Review and revise draft slides for presentation to committee regarding results of lien investigation (.9) and correspondence w/ D. Sinclair regarding same and comments (.4).	1.30	1,391.00
8/10/21	DMS	Review and markup lien investigation deck.	0.50	585.00
8/10/21	WTE	Corr. w/ A. Berro, Alton Aviation re owned aircraft / lien investigation.	0.10	127.50
8/10/21	WTE	Corr. w/ A. Berro, C. Chernuchin re lien perfection.	0.10	127.50
8/10/21	WTE	Corr. w/ A. Berro re lien investigation analysis review; review loan agreement.	0.10	127.50
8/10/21	AGB	Reviewing aircraft financing documents.	0.40	468.00
8/11/21	WTE	Revise draft lien investigation analysis (1.0); corr. w/ Willkie team re: same (0.1).	1.10	1,402.50
8/11/21	WTE	Revise Lien Investigation Presentation (0.3); conf call UCC Advisors Weekly Call (0.2); t/c w/ D. Sinclair re presentation (0.4); t/c w/ A. Berro re same (0.4); review DIP Order and collateral documents for 2023 notes (0.5); revise Lien Investigation Presentation (0.2); send revised draft to D. Sinclair (0.1).	2.10	2,677.50
8/11/21	CAD	Telephone conference w/ internal lien investigation team regarding revisions to slides/presentation for committee and next steps.	0.50	535.00
8/11/21	DMS	Call re lien investigation with C. Damast, R. Engelke, J. Brandt (0.4); review and markup lien investigation slides (1.0); call with W. Eguchi re same (0.3).	1.70	1,989.00
8/11/21	J B	Call with C. Damast, D. Sinclair, and R. Engelke re: lien investigation deck presentation.	0.40	246.00
8/11/21	R E	Call with C. Damast and D. Sinclair on lien investigation.	0.50	505.00
8/12/21	DMS	Review and revise lien investigation slides (0.4); correspondence with W. Eguchi and	0.50	585.00

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8/12/21	CAD	Willkie team re same (0.1). Review and revise updated slides/presentation for committee on results of lien investigation (.8); correspondence w/ W. Eguchi, D. Sinclair regarding same and comments/next steps (.3).	1.10	1,177.00
8/13/21	CAD	Correspondence w/ W. Eguchi, internal lien investigation team regarding updated draft presentation for committee (.1) and review/analyze same (.3).	0.40	428.00
Sub-Total			39.20	44,868.50

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/4/21	CAD	Correspondence w/ B. Schak (Milbank), D. Sinclair regarding motions to be filed today for next omnibus hearing and objection deadlines.	0.20 \$	214.00
8/26/21	CAD	Review/analyze as-filed Debtors' motion to approve settlement agreement w/ Banco de Bogota (.2); correspondence w/ internal working group regarding same and summary for committee (.2).	0.40	428.00
Sub-Total			0.60	642.00

Willkie Fee Statement and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/15/21	CAD	Correspondence w/ B. Masumoto (US Trustee), internal working group regarding Willkie fee application and issues.	0.20 \$	214.00
8/16/21	T G	Correspondence w/ UST re fee application question.	0.20	270.00
8/17/21	T G	Review Willkie Fee Application (.4) and correspondence w/ team re hearing on same (.2).	0.60	810.00
8/18/21	DMS	Review and revise supplemental declaration re interim fee app.	0.70	819.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22115360

Client/Matter No. 128272.00001

8/18/21	CAD	Correspondence w/ internal working group regarding today's hearing on Willkie's interim fee application and preparation therefor (.2); subsequent correspondence w/ internal working group regarding draft Willkie supplemental declaration in support of interim fee application (.3); correspondence w/ Y. Zahoroda (Milbank), internal working group regarding revised proposed interim fee order (.1).	0.60	642.00
8/18/21	T G	Review and revise supplement fee declaration (.3) and correspondence w/ team re same (.3).	0.60	810.00
8/18/21	A A	Draft supplemental declaration in support of Willkie's first interim fee application (.7); revise per comments from D. Sinclair, C. Damast and B. Miller (.4); prepare and file same (.3).	1.40	644.00
8/24/21	J B	Review Willkie employment application re: conflicts issue.	0.50	307.50
8/30/21	CAD	Correspondence w/ internal working group regarding Willkie July 2021 fee statement (.1) and review/analyze same (.1).	0.20	214.00
8/30/21	A A	Draft Willkie 3rd monthly fee statement (.8); revise same per comments from R. Engelke (.1); prepare and file same (.3); serve same (.1).	1.30	598.00
8/30/21	R E	Review and incorporate comments to WFG monthly fee statement.	0.70	707.00
Sub-Total			7.00	6,035.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22115360

Client/Matter No. 128272.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	9.50	\$	1,800.00	\$	17,100.00
EGUCHI, WESTON T.	12.50		1,275.00		15,937.50
GOREN, TODD	51.60		1,350.00		69,660.00
MAHMOUDOV, VADIM	1.80		1,700.00		3,060.00
MILLER, BRETT	61.00		1,500.00		91,500.00
CHERNUCHIN, CINDY J.	0.40		1,225.00		490.00
COHN, HENRY M.	2.70		1,800.00		4,860.00
DAMAST, CRAIG A.	69.70		1,070.00		74,579.00
BAKSIC, AZRA	63.20		410.00		25,912.00
BERRO, AGUSTINA G.	24.20		1,170.00		28,314.00
BRANDT, JOSEPH	21.10		615.00		12,976.50
ENGELKE, ROBERT	65.60		1,010.00		66,256.00
IANNECE, VINCENT P.	30.80		1,115.00		34,342.00
MIAN, ALINA JAMIL	38.10		930.00		35,433.00
RYAN, ERIN	1.00		930.00		930.00
SINCLAIR, DEBRA M.	51.20		1,170.00		59,904.00
AMBEAULT, ALISON	5.80		460.00		2,668.00
ARAKELIAN, MICHAEL G	0.40		325.00		130.00
HALLORAN, ASHLEY	2.40		280.00		672.00
PEPAJ, HERIONA	1.50		325.00		487.50
SCHMIDT, BONNIE L.	0.80		400.00		320.00

Professional Fees \$ 545,531.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Teleconferencing	\$ 34.60
Local Meals	37.47
Data Acquisition	1,134.21
Outside Consultants	1,231.57
Filing Fees/Corp Trust	<u>466.27</u>

Disbursements and Other Charges 2,904.12

Total this Invoice \$ 548,435.62

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22115360
Client/Matter No. 128272.00001
September 30, 2021

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through August 31, 2021

Assumption and Rejection of Leases and Contracts	\$	6,991.00
Business Operations	\$	7,742.00
Case Administration	\$	46,073.00
Claims Administration and Objections	\$	8,161.00
Employment and Fee Applications	\$	8,976.00
Financing and Cash Collateral	\$	27,521.50
Other Litigation	\$	1,305.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.

ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Meetings and Communications with Creditors	\$	31,096.00
Plan and Disclosure Statement	\$	220,601.50
Reporting	\$	107.00
Tax	\$	2,160.00
Hearings	\$	14,720.50
Claims Investigation	\$	118,531.00
Lien Investigation	\$	44,868.50
Other Motions/Applications	\$	642.00
Willkie Fee Statement and Applications	\$	6,035.50
Disbursements and Other Charges		<u>2,904.12</u>
Total this Invoice	\$	<u>548,435.62</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

SEPTEMBER 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22117564
Client/Matter No. 128272.00001
October 29, 2021

FOR PROFESSIONAL SERVICES RENDERED through September 30, 2021 as set out in the attached detail

Assumption and Rejection of Leases and Contracts	\$	21,317.00
Business Operations	\$	10,464.50
Case Administration	\$	35,499.50
Claims Administration and Objections	\$	6,394.00
Corporate Governance and Board Matters	\$	4,644.00
Employment and Fee Applications	\$	1,176.00
Financing and Cash Collateral	\$	2,485.00
Other Litigation	\$	214.00
Meetings and Communications with Creditors	\$	48,212.00
Plan and Disclosure Statement	\$	144,074.00
Relief from Stay and Adequate Protection	\$	321.00
Reporting	\$	214.00

CHAPTER 11 - BANKRUPTCY
Invoice No. 22117564
Client/Matter No. 128272.00001

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Tax	\$ 1,440.00
Hearings	\$ 20,417.00
Claims Investigation	\$ 73,945.50
Lien Investigation	\$ 1,824.00
Other Motions/Applications	\$ 1,812.00
Willkie Fee Statement and Applications	\$ 1,611.00
Disbursements and Other Charges	<u>2,623.64</u>
Total this Invoice	<u><u>\$ 378,688.14</u></u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22117564

Client/Matter No. 128272.00001

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/1/21	CAD	Correspondence w/ B. Schak (Milbank) regarding Debtors' planned motion to reject above market fuel supply agreement (.1) and review/analyze same (.2).	0.30 \$	321.00
9/1/21	DMS	Review Stratos assumption motion.	0.10	117.00
9/1/21	R E	Review draft rejection and assumption notices from Debtors and send to Alton (0.4); review and summarize ECCA motion (0.7).	1.10	1,111.00
9/2/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' intent to reject PRISM agreement (.1); correspondence w/ A. Metviner (Milbank), internal working group regarding notice of Debtors' upcoming rejection of agreement w/ Carey International (.1) and review/analyze same (.2).	0.40	428.00
9/2/21	R E	Review and send draft rejection notice from Debtors to Alton (0.6); correspondence with Milbank and Alton on draft rejection notices (0.8).	1.40	1,414.00
9/3/21	CAD	Correspondence w/ B. Schak (Milbank) regarding Debtors' contract w/ ATM to push wheelchairs at LAX (.1) and review/analyze same (.2).	0.30	321.00
9/3/21	CAD	Review/analyze Debtors' notice of rejection of contract w/ ExxonMobil.	0.10	107.00
9/3/21	B M	Review the aircraft lease update from Alton (.6); correspond with the Debtors regarding lease issues (.4); memorandum regarding fleet/aircraft lease issues (.4).	1.40	2,100.00
9/3/21	R E	Review and send to Alton draft rejection and assumption notices from Debtors.	0.60	606.00
9/7/21	R E	Correspondence with Milbank and Alton on draft assignment and rejection notices.	0.80	808.00
9/13/21	CAD	Review/analyze signed order authorizing Debtors to assume existing aircraft lease, as amended, w/ Stratos.	0.10	107.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

9/20/21	CAD	Correspondence w/ K. Cavins (Milbank), internal working group regarding Debtors' intention to reject two agreements regarding provision of ground handling service contracts in Dallas (.1) and review/analyze same (.2); review/analyze Debtors' motion to assume existing aircraft leases, as amended, w/ MUFG (.2).	0.50	535.00
9/20/21	T G	Review Wheelchair agreement (.4) and correspondence w/ team re same and plan questions (.4).	0.80	1,080.00
9/20/21	R E	Review, summarize and circulate draft rejection and assumption notices provided by Debtors.	1.90	1,919.00
9/20/21	J B	Call with D. Sinclair and A. Ambeault, re: work in progress list and workstream updates (.2); update work in progress list (.8).	1.00	615.00
9/20/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding Debtors' proposed contract w/ ATM regarding LAX airport wheelchairs.	0.20	214.00
9/21/21	R E	Review, summarize and circulate draft rejection and assumption notices provided by Debtors (0.8); review and circulate the Debtors 4 omnibus objection motions (1.6).	2.40	2,424.00
9/22/21	CAD	Review/analyze notice of assumption of executory contract w/ Microsoft (.1); review/analyze notice of rejection of executory contract w/ Prism (.1).	0.20	214.00
9/23/21	DMS	Corr. with Willkie team re contract rejection issues (.5); corr. with Willkie team re treatment of aircraft leases (.2).	0.70	819.00
9/27/21	CAD	Correspondence w/ L. Grindal (Seabury), internal working group regarding timing of rejection of some 787 aircraft (.2); telephone conference w/ G. Hughes/L. Grindal (Seabury), internal working group regarding same, analysis, and next steps (.4).	0.60	642.00
9/27/21	DMS	Call with Milbank and Seabury teams re contract rejections.	0.30	351.00
9/27/21	T G	Call/correspondence w/ Seabury re 787 status.	0.40	540.00
9/27/21	B M	Calls with the Debtors and UCC advisors regarding the Boeing 787 lease deals (.5);	1.60	2,400.00

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		review the Boeing 787 lease deals and potential claims (.8); memorandum regarding the Boeing 787 lease deals (.3).		
9/28/21	DMS	Correspondence with Milbank team re plan assumption/rejection points.	0.50	585.00
9/28/21	CAD	Review/analyze Debtors' motion to authorize assumption of existing aircraft leases, as amended (MSNs 2282, 2301, and 2444).	0.20	214.00
9/29/21	CAD	Correspondence w/ G. Hughes (Seabury), internal working group regarding draft of Debtors' rejection notice for spare engine (.1) and review/analyze same (.1).	0.20	214.00
9/29/21	R E	Review and circulate lease assumption motion (0.4); correspondence with Alton on document requests (0.4); review and circulate Debtors' draft lease rejection notice (0.3).	1.10	1,111.00
Sub-Total			19.20	21,317.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/1/21	B M	Call with the Debtors regarding business operations (.4); call with the UCC advisors regarding the Debtors' operations and fleet issues (.4); review the current operations report (.3).	1.10	\$	1,650.00
9/1/21	J B	Update COVID-19 Flight Restrictions Chart.	1.10		676.50
9/8/21	CAD	Correspondence w/ S. Schak (Milbank), internal working group regarding overflight fees owed to Venezuela and intent to repay post-effective date.	0.10		107.00
9/8/21	B M	Call with the Debtors regarding open business operations issues (.4); call with the UCC advisors regarding business operations (.4); memorandum regarding business operations and fleet issues (.3).	1.10		1,650.00
9/8/21	J B	Update COVID-19 Flight Restrictions Chart.	1.00		615.00
9/14/21	CAD	Correspondence w/ B. Schak (Milbank),	0.20		214.00

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		internal working group, Alton regarding Debtors' RFP for retail on board project and LOI w/ Gate Gourmet.		
9/15/21	CAD	Correspondence w/ L. Ryan (Alton), D. Sinclair regarding Gate Gourmet LOI regarding retail on board project.	0.20	214.00
9/17/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding agreement reached w/ Amadeus regarding long-term IT services (.1) and review/analyze same (.2).	0.30	321.00
9/20/21	CAD	Correspondence w/ B. Schak, internal working group regarding notice of exercise of LifeMiles call option (.1) and review/analyze same (.1); correspondence w/ R. Engelke, Alton, and Jefferies regarding same (.1).	0.30	321.00
9/22/21	CAD	Correspondence w/ B. Schak (Milbank), D. Sinclair, internal working group regarding Debtors' call option to purchase remaining 10% of Life Miles' equity from Advent (.2) and review/analyze same and committee sign off (.1).	0.30	321.00
9/22/21	B M	Call with the Debtors to discuss business operations (.4); call with the UCC Advisors to discuss fleet and operations issues (.4); memorandum regarding fleet issues (.3).	1.10	1,650.00
9/22/21	J B	Update COVID-19 flight restrictions chart.	0.90	553.50
9/23/21	CAD	Correspondence w/ internal working group, L. Ryan (Alton) regarding review/sign off on Debtors' exercise of call option on remaining LifeMiles equity.	0.20	214.00
9/29/21	B M	Call with the Debtors and the UCC advisors to discuss the current state of operations (.5); call with the UCC advisors regarding business operations (.3); memorandum regarding operations and plan issues (.3).	1.10	1,650.00
9/29/21	J B	Update COVID-19 flight restrictions chart.	0.50	307.50
Sub-Total			9.50	10,464.50

Case Administration

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/1/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (legal update and filings/fleet/operations) (.2); participate in weekly call w/ committee professionals regarding same and WIP/agenda for tomorrow's committee meeting (.3); correspondence w/ R. Engelke regarding WIP list (.1) and review/analyze same (.1); correspondence w/ R. Engelke, internal working group regarding draft agenda for tomorrow's committee meeting (.2) and review and revise same (.1).	1.00 \$	1,070.00
9/1/21	T G	Call w/ Debtors' and Committee's professionals re case status (.2); follow-up call w/ UCC professionals (.3); follow-up i/c/w same (.1).	0.60	810.00
9/1/21	R E	Weekly call with UCC advisors and Debtors advisors re: case updates (0.2); weekly call with UCC advisors re: same (0.3); send email to Committee with agenda and materials for weekly meeting (0.2).	0.70	707.00
9/2/21	CAD	Prepare/review materials for (.2) and participate in (.5) weekly creditors' committee meeting regarding legal and financial updates/case status (chapter 11 plan changes to address committee's concerns/update on recently-filed motions/fleet and operations update).	0.70	749.00
9/6/21	R E	Update and send WIP (0.8); draft and send list of open workstreams (0.3).	1.10	1,111.00
9/7/21	DMS	Review and markup works in progress list (0.5); review docket and correspondence with Willkie team re order to show cause and ECCA (0.3); corr with R. Engelke re works in progress (0.1).	0.90	1,053.00
9/8/21	CAD	Correspondence w/ R. Engelke, T. Goren regarding W. Suarez inquiry regarding receipt of filed documents and response (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial matters/case status (ECCA redaction issues; UST objections to disclosure statement; open plan issue regarding ROFR; fleet, operations,	1.60	1,712.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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		and cash updates) (.6); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.5); correspondence w/ R. Engelke, internal working group regarding agenda for tomorrow's committee meeting (.2) and review/analyze same (.1).		
9/8/21	T G	Call w/ Debtors' professionals re plan, fleet status (.6); follow-up call w/ financial advisors re same (.5); prepare for same (.3).	1.40	1,890.00
9/8/21	R E	Incorporate comments to WIP and send to D. Sinclair (0.6); draft and send agenda to D. Sinclair (0.3); weekly call with Debtors advisors and UCC advisors re: Plan, fleet status (0.6); weekly call with UCC advisors re: same (0.5); circulate agenda and FA materials to Committee (0.2).	2.20	2,222.00
9/8/21	J B	Call with Committee advisors (Willkie, FTI, and S+S) re: case and agenda updates.	0.50	307.50
9/9/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding case updates on communications/objections from creditors/claims/domiciliation (.2); correspondence w/ chambers regarding next weeks (9/13 and 9/14) court hearings (.1).	0.30	321.00
9/10/21	CAD	Review/analyze agenda (.1) and amended agenda (.1) of matters scheduled for September 13 hearing.	0.20	214.00
9/12/21	B M	Review agenda and motions for the 9/13 Omnibus Hearing.	0.40	600.00
9/13/21	CAD	Correspondence w/ internal working group, committee members regarding today's omnibus hearing and logistics (.2); review/analyze agenda for tomorrow's hearing (.1).	0.30	321.00
9/13/21	J B	Call with Alton and R. Engelke re: work in progress list updates.	0.20	123.00
9/14/21	JCD	Attend update call on status of bankruptcy.	0.80	1,440.00
9/15/21	CAD	Correspondence w/ J. Brandt regarding WIP and today's committee professionals' call (.1); participate in call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (approval of disclosure	0.80	856.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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		statement/solicitation/Airbus/fleet update) (.4); participate in weekly call w/ committee professionals regarding same and WIP (.3).		
9/15/21	T G	Call w/ Debtors' professionals re case update (.4); call w/ UCC professionals re same (.3); follow up w/ team re: same (.2).	0.90	1,215.00
9/15/21	J B	Call with advisors to the Committee re: case updates and investigation updates (.3); prepare for same (.1).	0.40	246.00
9/15/21	DMS	Weekly call with Debtors' advisors and committee advisors re: Plan, fleet status, disclosure statement (0.4); weekly call with Committee professionals re: same (0.3).	0.70	819.00
9/17/21	B L	Telephone conference with B. Miller re case status.	0.10	155.00
9/20/21	DMS	Call with J. Brandt, A. Ambeault re works in progress list.	0.20	234.00
9/20/21	CAD	Correspondence w/ J. Brandt, internal working group regarding draft response to A. Leon (Avianca Peru pilot) inquiry regarding termination and purported severance claim (.2) and review/revise same (2x) (.4).	0.60	642.00
9/20/21	A A	T/c w/ D. Sinclair and J. Brandt re: upcoming deadlines and tasks.	0.20	92.00
9/21/21	CAD	Correspondence w/ D. Anderson (chambers), internal working group regarding Pensionales Avianca inquiry (.2); review/analyze notice of contact information for Debtors, committee, indenture trustees, and liquidator for Avianca Peru (.1).	0.30	321.00
9/22/21	DMS	Weekly call with Committee professionals re: Plan, fleet operations, case status (0.5); follow up with Willkie team re: same (0.3).	0.80	936.00
9/22/21	T G	Call w/ Debtors' professionals re plan/fleet update (.5); follow-up discussion w/ B Schak re same (.3); follow-up call w/ UCC professionals re same (.5); meeting w/ team re open projects (.3); prepare for same (.3).	1.90	2,565.00
9/22/21	WTE	UCC Advisors weekly call re: case status/Plan.	0.50	637.50
9/22/21	WTE	Attend Weekly Professionals' Call re: case status, Plan.	0.30	382.50
9/22/21	R E	Review and circulate Debtors' draft assumption	2.20	2,222.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

		and rejection notices (0.6); Update and circulate WIP and agenda to UCC advisors (0.6); weekly call with Debtors' and UCC's advisors re: Plan, case status (0.5); weekly call with UCC advisors re: same (0.3); related follow up i/c/w same (0.3).		
9/22/21	B L	Participate in weekly call with Debtors' professionals re: Plan/case status.	0.30	465.00
9/22/21	VPI	Attend professionals call re bankruptcy proceeding updates.	0.40	446.00
9/22/21	J B	Call with Alton, Jefferies, and Willkie re: case updates and agenda for UCC call.	0.40	246.00
9/22/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates /case status (legal filings/claims objections/Amadeus/plan confirmation issues/fleet and operations update) (.5); debrief discussion w/ internal working group regarding same (.3); participate in weekly call w/ committee's professionals regarding same and WIP/agenda for tomorrow's creditors' committee meeting (.4); correspondence w/ R. Engelke regarding WIP and agenda for tomorrow's committee meeting (.1) and review/analyze same (2x) (.1); correspondence w/ internal working group regarding same and sign off (.1); correspondence w/ E. Castro, internal working group regarding Remac Calidad Ambiental and case status inquiry (.1).	1.60	1,712.00
9/25/21	R E	Revise WIP and send to D. Sinclair (1.1); draft and send open items list to Alton (0.5).	1.60	1,616.00
9/26/21	DMS	Review works in progress list (.1) and correspondence with R. Engelke, J. Brandt re same (.1).	0.20	234.00
9/28/21	DMS	Review open workstreams.	0.20	234.00
9/29/21	DMS	Review works in progress list and correspondence with R Engelke re same.	0.20	234.00
9/29/21	CAD	Correspondence w/ R. Engelke regarding WIP for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial	0.90	963.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

		updates/case status (board selection status/Plan Supplement documents status and timing/United long term agreements status/Serranos/Airbus and fleet updates) (.5); participate in weekly call w/ committee professionals regarding same and tomorrow's committee meeting (.2).		
9/29/21	T G	Call w/ Debtors' professionals re case update, plan status and case status (.5) and follow-up w/ UCC professionals re same (.2).	0.70	945.00
9/29/21	R E	Revise WIP, draft agenda and send to D. Sinclair (1.1); weekly call with Debtors and UCC's advisors re: Plan/case status (0.5); weekly call with UCC advisors re: same (0.2); related follow up i/c/w same (0.3).	2.10	2,121.00
9/29/21	B L	Willkie meeting re status and agenda for upcoming Committee meeting.	0.20	310.00
Sub-Total			31.60	35,499.50

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/9/21	DMS	Review disclosure statement order and R. Engelke email re claimants (.2); correspond with R. Engelke and J. Brandt re same (.1).	0.30	\$	351.00
9/9/21	DMS	Respond to Alton questions re claims and document production.	0.40		468.00
9/9/21	J B	Research re: ACDAC claims and airbus-related issues.	1.00		615.00
9/10/21	DMS	Review ACDAC claims (0.4); call with B. Schak re same (0.1).	0.50		585.00
9/10/21	DMS	Correspondence with Alton, B. Schak re claims issues (0.2); correspondence with Alton team re claims (0.2); corr with Milbank, Alton teams re claims allowance (0.1).	0.50		585.00
9/13/21	DMS	Review ACDAC claims and creditor communications.	0.30		351.00
9/13/21	J B	Draft summary re: ACDAC filed claims for D. Sinclair.	1.20		738.00
9/20/21	DMS	Discuss ACDAC claims with B. Schak.	0.30		351.00

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9/22/21	CAD	Review/analyze Debtors' sixth through ninth omnibus claims objections.	0.20	214.00
9/23/21	CAD	Correspondence w/ A&M, Alton, internal working group regarding latest claims register (.1) and review/analyze same (.2).	0.30	321.00
9/23/21	T G	Review and analyze claims report (.7); correspondence w/ L Ryan re claims observer (.2).	0.90	1,215.00
9/23/21	B M	Correspond with Parlin regarding aircraft claims.	0.40	600.00
Sub-Total			6.30	6,394.00

Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/3/21	T G	Review and analyze Governance term sheet (.7); call w/ W&C re same (.4); correspondence w/ team re same (.3); call w/ E Fleck re same (.2).	1.60	\$	2,160.00
9/7/21	DMS	Review governance term sheet (0.2) and corr with White & Case re same (0.1).	0.30		351.00
9/8/21	T G	Correspondence w/ W&C re governance term sheet.	0.20		270.00
9/9/21	DMS	Call with B. Schak re claims and redomicilation.	0.20		234.00
9/9/21	T G	Review governance term sheet (.4) and correspondence w/ W&C re same (.2).	0.60		810.00
9/10/21	DMS	Review governance term sheet (0.2) and corr with M. Getachew re same (0.1).	0.30		351.00
9/13/21	DMS	Call with White & Case re governance term sheet.	0.40		468.00
Sub-Total			3.60		4,644.00

Employment and Fee Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/13/21	CAD	Review/analyze Milbank July monthly fee statement.	0.10	\$	107.00
9/15/21	A H	Update the fee application tracker spreadsheet.	0.70		196.00
9/16/21	CAD	Review/analyze Seabury July 2021 monthly fee statement.	0.10		107.00
9/22/21	CAD	Review/analyze Credit Suisse final fee application.	0.10		107.00
9/23/21	CAD	Review/analyze FTI June monthly fee statement.	0.10		107.00
9/30/21	A A	Prepare Alton, Jefferies and A&M monthly fee statements for filing (.6); file same (.4); coordinate service of same (.2).	1.20		552.00
Sub-Total			2.30		1,176.00

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/10/21	B M	Review the proposed ECCA redaction settlement language (.6); correspond regarding the ECCA redaction language (.4); memorandum regarding the ECCA redaction settlement (.3).	1.30	\$	1,950.00
9/14/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding proposed amendment to DIP Credit Agreement to extend Tranche B maturity date (.1) and review/analyze same (.1).	0.20		214.00
9/18/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding proposed amendment to DIP credit agreement (.1) and review/analyze same (.2).	0.30		321.00
Sub-Total			1.80		2,485.00

Other Litigation

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/13/21	CAD	Correspondence w/ M. Bernaerts, internal working group regarding pending Spantech arbitration in Madrid and next steps.	0.20	\$	214.00
		Sub-Total	0.20		214.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/1/21	DMS	Review agenda and email to UCC prepared by R. Engelke.	0.20	\$	234.00
9/1/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ UCC co-chairs re case status (.3).	0.70		945.00
9/1/21	B M	Review and comment on the agenda, exhibits and handouts for the 9/2 UCC meeting to discuss case issues (1.2); call with the UCC co-chairs regarding the 9/2 agenda (.3); call with Bennett regarding the plan of reorganization (.4).	1.90		2,850.00
9/2/21	DMS	Weekly call with Committee re: case status, Plan (0.7) and related correspondence with Milbank and Alton teams (0.1).	0.80		936.00
9/2/21	CAD	Correspondence w/ R. Engelke, committee members regarding latest draft of chapter 11 plan and Tranche B allocations (.1) and review/analyze same (.2).	0.30		321.00
9/2/21	B M	Preparation (.4) and participation (.7) on the UCC call to discuss case issues; correspond with creditors regarding the Debtors' plan of reorganization (.6).	1.70		2,550.00
9/2/21	T G	Prepare for (.3) and participate on (.7) Committee call re plan, recent motions, etc.; review financial advisor presentation for call (.4).	1.40		1,890.00
9/2/21	R E	Weekly call with Committee and its advisors re: Plan, case status (0.7); draft, incorporate comments and send response to individual creditor inquiry (0.3).	1.00		1,010.00

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9/7/21	DMS	Review creditor inquiry response drafted by R. Engelke and J. Brandt and revise (0.6); review related proof of claim and creditor inquiry (0.2); correspondence with R. Engelke, J. Brandt re same (0.3).	1.10	1,287.00
9/7/21	DMS	Corr with R. Engelke re creditor communications.	0.30	351.00
9/7/21	R E	Draft, incorporate comments and send response to creditor inquiry (0.9); correspondence with D. Sinclair on creditor inquiries (0.3).	1.20	1,212.00
9/8/21	T G	Call w/ UCC co-chairs re status update (.2); review agenda and materials for UCC call (.4).	0.60	810.00
9/8/21	B M	Review and comment on the Agenda, exhibits and handouts for the 9/9 UCC meeting (1.3); call with the UCC co-chairs regarding open case issues (.2).	1.50	2,250.00
9/9/21	CAD	Prepare for (.2) and participate in (.9) weekly creditors' committee meeting regarding legal and financial updates/case status (upcoming disclosure statement hearing/financial advisors' update).	1.10	1,177.00
9/9/21	T G	Prepare for (.2) and participate on Committee call re plan/fleet status (.9).	1.10	1,485.00
9/9/21	B M	Preparation (.3) and participation (.9) on the UCC weekly call to discuss open case issues.	1.20	1,800.00
9/9/21	R E	Weekly UCC meeting with members and advisors re: plan, case status (in part).	0.50	505.00
9/9/21	DMS	Review R. Engelke email to creditor and provide comments (0.5); weekly meeting with UCC and committee advisors re: case status, Plan (0.9).	1.40	1,638.00
9/10/21	T G	Call w/ Reed Smith re plan questions (.3); review plan and DS re same (.4).	0.70	945.00
9/14/21	B M	Correspond with the UCC regarding the Disclosure Statement and Solicitation Materials approval by Judge Glenn (.4); correspond with creditors with questions stemming from the Disclosure Statement hearing (.5).	0.90	1,350.00
9/15/21	DMS	Review creditor correspondence and corr with J Brandt, A Berro re same.	0.20	234.00
9/15/21	CAD	Correspondence w/ J. Brandt, committee members regarding weekly advisor presentation to committee in lieu of committee meeting (.1)	0.30	321.00

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		and review/analyze same (.2).		
9/16/21	DMS	Call with creditor re GUC treatment and DS hearing.	0.40	468.00
9/16/21	T G	Correspondence w/ team re creditor inquiries.	0.30	405.00
9/16/21	B M	Correspond with the UCC regarding the disclosure statement ruling.	0.30	450.00
9/20/21	CAD	Correspondence w/ internal working group, Jefferies regarding Puma Energy inquiries regarding post-confirmation Avianca.	0.20	214.00
9/21/21	CAD	Telephone conference w/ Puma Energy, internal working group, FTI regarding confirmation and post-Effective Date inquiries (.5); correspondence w/ P. Engel (Jefferies), Puma Energy, internal working group regarding follow up analysis to this morning's call (.1) and review/analyze same (.1).	0.70	749.00
9/21/21	T G	Call w/ Puma re plan questions (.6); call w/ G Moses re same (.3); call w/ S Waschitz re creditor questions (.2); call w/ M Engelhardt re plan (.4).	1.50	2,025.00
9/21/21	DMS	Respond to creditor inquiries re: plan process.	0.40	468.00
9/22/21	DMS	Weekly call with committee professionals only re: plan process, case status (0.4); follow up with Willkie team (0.1).	0.50	585.00
9/22/21	T G	Review and revise agenda and materials for UCC call (.3); review responses to creditor questions and correspondence w/ team re same (.4); call w/ UCC co-chairs re case update (.4); correspondence w/ J Bonteque re UCC call (.2).	1.30	1,755.00
9/22/21	B L	Participate in UCC advisors weekly call re: plan process case status (.4); review creditor inquiries re: plan (.4).	0.80	1,240.00
9/22/21	B M	Review and comment on the agenda and exhibits for the UCC meeting (1.2); call with the UCC co-chairs regarding the 9/23 agenda (.3); correspondence with creditors regarding the ballot and solicitation process (.6).	2.10	3,150.00
9/23/21	DMS	Attend weekly committee meeting re: plan process, case status.	0.70	819.00
9/23/21	CAD	Prepare for (.3) and participate in (.7) weekly creditors' committee meeting regarding legal	1.00	1,070.00

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		and financial updates/case status (commencement of plan solicitation/effective date agreements, conditions, requirements, and anticipated timing/pending motions/fleet update).		
9/23/21	T G	Prepare for (.4) and participate on (.7) Committee call re plan/fleet update; call/correspondence w/ Cherokee re plan questions (.2); call/correspondence w/ C Perkins re same (.3).	1.60	2,160.00
9/23/21	R E	Attend and summarize weekly UCC meeting.	0.70	707.00
9/23/21	B L	Participate in weekly UCC meeting re: plan/fleet updates (.7); prepare for same (.3).	1.00	1,550.00
9/23/21	B M	Preparation (.4) and participation (.7) on the UCC call to discuss open case issues; call with Roberts regarding plan ballots (.3).	1.40	2,100.00
9/29/21	DMS	Weekly call with Debtors and Committee professionals re: Plan/fleet status (0.4); weekly call with Committee professionals re: same (0.1).	0.50	585.00
9/29/21	T G	Review agenda and materials for UCC (.2) and correspondence w/ UCC re UCC meeting (.1).	0.30	405.00
9/29/21	R E	Draft and incorporate comments to email to Committee on weekly update and canceling call.	0.60	606.00
9/29/21	B M	Communications with the UCC Co-chairs regarding the next UCC meeting and presentation from the Debtors in October (.4).	0.40	600.00
Sub-Total			36.80	48,212.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
8/9/21	V M	Review updated Disclosure Schedule.	1.20	\$	2,040.00
9/1/21	CAD	Correspondence w/ R. Engelke, internal working group regarding Debtors' notice of filing of Exhibits C (liquidation analysis) and D (financial projections and additional financial	1.40		1,498.00

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		materials) to Disclosure Statement (.1) and review/analyze same (.4); correspondence w/ internal working group, Jefferies, Alton regarding same (.1); correspondence w/ R. Engelke, internal working group, Jefferies, Alton regarding Debtors' motion to approve equity conversion and commitment agreement (.1) and review/analyze same (.2); discuss same, Tranche B allocations, an plan w/ D. Sinclair (.1); correspondence w/ internal working group regarding Debtors' proposed changes to plan to address Committee's concerns (.2); correspondence w/ D. Sinclair, K. Satterfield (Milbank) regarding same and need to discuss w/ Tranche B lenders' counsel (White & Case) (.2).		
9/1/21	DMS	Review revised plan (0.8) and correspondence with Willkie team re same (0.2); review motion to approve equity commitment agreement (0.2).	1.20	1,404.00
9/1/21	T G	Review further mark-up of Plan (.6) and DS (.7); review DS exhibits filed by Debtors (.8).	2.10	2,835.00
9/1/21	R E	Review and summarize Debtors' draft Plan and Disclosure Statement (0.9); review and summarize plan supplements (0.4).	1.30	1,313.00
9/1/21	R E	Finalize committee recommendation letter.	0.80	808.00
9/2/21	DMS	Call with B. Schak (Milbank) re plan (0.3); corr with Alton team re same (0.2); review plan (0.3) and corr with Willkie team re same (0.2).	1.00	1,170.00
9/2/21	CAD	Review/analyze revised draft of chapter 11 plan from Milbank (.4); correspondence w/ K. Murray (Jefferies), internal working group regarding schedule of reorganized Avianca pro forma ownership (.1) and review/analyze same (.1); correspondence w/ D. Sinclair, internal working group regarding status of open plan issues after call w/ Milbank (.2) and review/analyze same (.1).	0.90	963.00
9/2/21	B M	Review and comment on the UCC support letter for the plan of reorganization (.7); review the Debtors' revised plan of reorganization and supporting documents (2.6); memorandum regarding plan issues (.4).	3.70	5,550.00

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9/2/21	T G	Review updated drafts of Plan and DS (1.3) and correspondence w/ team re status of same (.4); review draft UCC letter in support of plan (.6).	2.30	3,105.00
9/2/21	R E	Send updated Plan and Tranche B allocations to Committee.	0.20	202.00
9/3/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding current version of /revisions to plan, proposed order approving disclosure statement, and ballot (.3) and review/analyze same (.2); correspondence w/ B. Schak (Milbank), internal working group regarding committee recommendation letter for solicitation package and changes to plan (.3) and review/analyze same and comments (.3); correspondence w/ internal working group regarding same and review of comments (.3).	1.40	1,498.00
9/3/21	R E	Review and summarize latest changes from Debtors to Plan and Disclosure Statement.	0.70	707.00
9/3/21	R E	Draft and send response to creditor inquiry.	0.50	505.00
9/3/21	J B	Draft responses to creditors inquiry re: proposed plan and creditor's potential claims against Debtors.	2.50	1,537.50
9/3/21	DMS	Correspondence with T. Goren re plan (0.1); call with B. Schak re plan comments (0.1); corr with Milbank, Willkie, Alton teams regarding plan issues (0.7); corr with B. Parlin, Milbank re plan and DS (0.5); corr re committee recommendation letter w/ Milbank and Willkie teams (0.1) and review Milbank revisions to letter (0.1); corr with Alton team re voting and claims issues (0.2).	1.80	2,106.00
9/5/21	CAD	Correspondence w/ internal working group regarding Quest Capital (bondholder) regarding chapter 11 plan proposed distribution to Avianca general unsecured creditors.	0.20	214.00
9/6/21	CAD	Correspondence w/ W. Suarez, internal working group regarding notice of disclosure statement hearing.	0.20	214.00
9/6/21	B M	Review and comment on ECCA language redactions (.4); review and comment on the UCC support letter (.3); memorandum regarding open issues for the disclosure	1.10	1,650.00

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9/7/21	CAD	statement hearing (.4). Correspondence w/ S. Villegas, internal working group regarding plan and disclosure statement inquiry (.2); correspondence w/ D. Sinclair, internal working group regarding Judge Glenn's order to show cause regarding redactions in motion to approve equity conversion and commitment agreement (.2) and review/analyze same and motion (.2); correspondence w/ J. Brandt, internal working group regarding revised timelines in proposed disclosure statement order (.1) and review/analyze same (.1); review/analyze US Trustee objection to disclosure statement (.3) and correspondence w/ internal working group regarding same (.2).	1.30	1,391.00
9/7/21	T G	Review creditor correspondence re disclosure statement.	0.60	810.00
9/7/21	B M	Correspondence with the Debtors and the Tranche B Lenders regarding disclosure statement and ECCA language resolution (1.3); memorandum regarding the UCC support letter (.3).	1.60	2,400.00
9/8/21	DMS	Review R. Engelke draft emails to creditors re: Plan process.	0.50	585.00
9/8/21	DMS	Corr with J Brandt and R Engelke re disclosure statement hearing.	0.10	117.00
9/8/21	CAD	Correspondence w/ D. Anderson (Chambers), internal working group regarding objections to Debtors' disclosure statement (.2); correspondence w/ R. Engelke, internal working group regarding N. Velasquez inquiry regarding plan and disclosure statement (.2) and review and revise response (.2); correspondence w/ R. Engelke, N. Velasquez regarding same (.1); review/analyze Judge Glenn's order to show cause regarding redactions in ECCA motion (.1).	0.80	856.00
9/8/21	T G	Review updated filed plan and DS.	1.10	1,485.00
9/8/21	B M	Review the US Trustee objection and options for the release language (.8); review and comment on the ECCA redaction language	1.70	2,550.00

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		proposal (.4); correspondence with the Debtors regarding the UCC support of the Disclosure Statement (.5).		
9/8/21	R E	Draft and send chart of creditor inquiries and their status i/c/w Plan inquiries.	1.10	1,111.00
9/8/21	B M	Review and respond to correspondence from creditors regarding the disclosure statement hearing notice.	0.40	600.00
9/9/21	DMS	Corr with Willkie team re open plan items.	0.30	351.00
9/9/21	DMS	Corr with Willkie team re creditor correspondence i/c/w Plan (0.2); call with Jaime Hernandez, B. Miller, T. Goren re plan process (0.3).	0.50	585.00
9/9/21	DMS	Call with B. Miller re SHA (0.1); correspondence with Willkie team re same (0.2).	0.30	351.00
9/9/21	CAD	Correspondence w/ S. Besada (bondholder), internal working group regarding plan treatment of unsecured claims (.4); review/analyze J.P. Medeiros declaration regarding disclosure statement (.1).	0.50	535.00
9/9/21	V M	Review updated Disclosure Statement.	1.20	2,040.00
9/9/21	T G	Review updated plan and DS.	0.80	1,080.00
9/9/21	B M	Review and comment on revised Disclosure Statement language (1.2); correspond with the Debtors regarding the US Trustee objection (.4); review the release provisions and applicable law (1.3).	2.90	4,350.00
9/9/21	J B	Call with Committee re: exit financing, plan, and disclosure statement updates.	0.90	553.50
9/9/21	T G	Call w/ ACDAC re plan/voting questions (.4); review and revise responses to creditor questions (.4); correspondence w/ Reed Smith re plan questions (.2).	1.00	1,350.00
9/9/21	B M	Review and respond to correspondence from creditors regarding the disclosure statement materials (.6); call with ACDAC regarding the ballot process (.3); call with Salinas regarding the plan ballots (.3).	1.20	1,800.00
9/10/21	DMS	Review DS order and aircraft proofs of claim	0.80	936.00

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9/10/21	CAD	(.6) and corr with Alton team re same (0.2). Correspondence w/ B. Schak (Milbank), internal working group regarding proposal to US Trustee regarding redactions/redactions to ECCA motion and exhibits (.1) and review/analyze same (.4); subsequent correspondence w/ B. Schak, B. Masumoto (US Trustee), internal working group regarding same and letter to Judge Glenn (.3) and review/analyze same (.1); correspondence w/ R. Engelke, internal working group regarding response to S. Besada regarding 2023 notes, plan, and disclosure statement (.2); correspondence w/ K. Satterfield (Milbank), internal working group regarding revised drafts of plan and disclosure statement (.2) and review/analyze same (.4); correspondence w/ D. Sinclair regarding same (.1).	1.80	1,926.00
9/10/21	B M	Disclosure Statement negotiations with the Debtors and the Tranche B Lenders (2.3); review and comment on the revised Disclosure Statement language and the UCC support letter (1.2); correspond with the UCC regarding the Disclosure Statement negotiations (.4).	3.90	5,850.00
9/10/21	T G	Review updated Plan and DS re open issues.	0.90	1,215.00
9/10/21	DMS	Corr with T. Goren re plan and SHA (0.1); review Milbank proposal re redactions of equity contribution documents (0.1) and correspondence with Willkie team re same (0.1); review revised plan from Milbank (0.3).	0.60	702.00
9/11/21	CAD	Review/analyze current draft of chapter 11 plan and disclosure statement (.5); correspondence w/ D. Sinclair, internal working group regarding same, proposed addition of recharacterization claims class, and need for consultation rights (.3); correspondence w/ R. Engelke, Alton regarding same (.1).	0.90	963.00
9/11/21	R E	Review and summarize updated Plan from Debtors.	1.10	1,111.00
9/12/21	DMS	Review revised plan, DS and DS order (.8) and correspondence with Milbank re same (.2).	1.00	1,170.00
9/12/21	B M	Correspondence with the Debtors regarding the	2.40	3,600.00

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		revised Disclosure Statement language and UCC support (.5); review and comment on the revised Disclosure Statement language (.8); review the UCC support letter (.3); memorandum regarding the Disclosure Statement changes (.4); review the open shareholder agreement issues (.4).		
9/12/21	CAD	Correspondence w/ K. Satterfield/Y. Zahoroda (Milbank), D. Sinclair regarding current drafts (2x) of plan and disclosure statement and (.4) and review/analyze same (.6).	1.00	1,070.00
9/13/21	DMS	Correspondence with J. Hernandez re plan provisions and voting (0.1); review ACDAC claims i/c/w same (0.1).	0.20	234.00
9/13/21	CAD	Correspondence w/ K. Satterfield (Milbank), internal working group regarding committee consultation rights regarding recharacterization claims (.2); review/analyze filed versions of amended plan and disclosure statement (.8); review/analyze Debtors' omnibus reply to objections to disclosure statement (.5); correspondence w/ J. Brandt, B. Miller regarding response to M. Bernaerts' inquiry regarding disclosure statement hearing (.2) and review/analyze same (.1).	1.80	1,926.00
9/13/21	CAD	Correspondence w/ J. Brandt, committee members regarding revised plan and disclosure statement and tomorrow's disclosure statement hearing.	0.20	214.00
9/13/21	B M	Review the Debtors' response to the objections to the Disclosure Statement approval and solicitation procedures motions (1.2); preparation for the 9/14 hearing including the UCC position on the issues subject to objections (2.4).	3.60	5,400.00
9/13/21	T G	Correspondence w/ J Hernandez and team re Plan questions (.3); correspondence w/ S Friedberg re DS question (.3).	0.60	810.00
9/13/21	T G	Review and analyze further updated drafts of Plan and DS (1.7); call w/ W&C re governance term sheet questions (.4)	2.10	2,835.00
9/13/21	J B	Draft summary re: response to Avianca creditor inquiry.	0.80	492.00

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9/14/21	DMS	Correspondence with creditors re: Plan process.	0.20	234.00
9/14/21	CAD	Correspondence w/ J. Brandt regarding this morning's disclosure statement hearing (.1); correspondence w/ internal working group, C. Elizondo regarding bondholder status and today's disclosure statement hearing (.2); correspondence w/ internal working group, Milbank regarding committee letter in support of plan and translation into Spanish (.3); review and revise correspondence to committee regarding summary of today's disclosure statement hearing (.2) and correspondence w/ internal working group regarding same (.2); correspondence w/ K. Satterfield (Milbank), internal working group regarding revised versions of plan and disclosure statement (.1) and review/analyze same (.8); correspondence w/ Y. Zahoroda (Milbank), internal working group regarding revised proposed order approving disclosure statement (.3) and review/analyze same (.2); correspondence w/ D. Sinclair, internal group regarding same, comments, and clearance (.4); correspondence w/ J. Brandt, Milbank regarding final version of committee letter supporting plan (.2); review/analyze signed order authorizing Debtors' entry into equity conversion and commitment agreement (.1); review/analyze memo endorsed order to show cause regarding unredacted copies of ECF nos. 2070 and 2071 (.1).	3.20	3,424.00
9/14/21	B M	Correspond with the Debtors regarding the solicitation materials (.4); memorandum to the UCC regarding the Disclosure Statement (.3).	0.70	1,050.00
9/14/21	B M	Review and comment on the revised disclosure statement, plan and solicitation materials (1.8); correspond with the Debtors regarding the submission of documents to court to accompany the disclosure statement and solicitation materials order (.8); memorandum regarding entry of the disclosure statement order (.3).	2.90	4,350.00
9/14/21	T G	Review updated drafts of Plan (.4), DS (.6) and	1.90	2,565.00

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Client/Matter No. 128272.00001

		DS Order (.3); review updated draft of UCC support letter (.2); correspondence w/ team re updated drafts/translations (.4).		
9/14/21	J B	Draft summary response to creditor inquiry.	0.50	307.50
9/14/21	DMS	Review Omni reply to DS objections (0.2); correspondence with Alton re recharacterization class (0.2); review updated plan, DS, and DS order (0.3) and correspondence with Willkie team, Milbank team re same (0.1).	0.80	936.00
9/15/21	B M	Review and comment on the revised plan and disclosure statement (.8); correspond with the UCC regarding the revised documents (.4); correspond with creditors regarding the disclosure statement hearing (.7).	1.90	2,850.00
9/15/21	CAD	Review/analyze form 6-K filed by Debtors regarding approval of disclosure statement (.1); review/analyze notice of re-filing of Debtors' motion for order authorizing entry into equity conversion and commitment agreement (.1).	0.20	214.00
9/15/21	T G	Review solicitation version of plan and DS.	0.60	810.00
9/15/21	DMS	Correspondence with J. Hernandez re plan provisions and voting.	0.50	585.00
9/16/21	DMS	Review memorandum opinion on opt out/death trap (0.1); review and comment on J. Brandt summary re same (0.1).	0.20	234.00
9/16/21	T G	Review opinion re Disclosure Statement (.4) and correspondence w/ team re same (.2).	0.60	810.00
9/16/21	CAD	Correspondence w/ J. Brandt, D. Sinclair, internal working group regarding Judge Glenn's opinion overruling US Trustee's objection to third party release opt out procedures (.4) and review/revise correspondence to committee regarding same (.2); correspondence w/ A. Calderon (Puma Energy), internal working group, Jefferies regarding post-confirmation Avianca and inquiries (.3).	0.90	963.00
9/16/21	J B	Draft summary of Court's disclosure statement order for Committee.	1.60	984.00
9/16/21	B M	Correspond with unsecured creditors regarding the plan process (.4); call with Waters regarding the plan process (.3); memorandum regarding	0.90	1,350.00

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9/17/21	CAD	UCC contacts for the solicitation materials (.2). Correspondence w/ K. Cavins (Milbank), internal working group regarding notice to parties regarding contact information for Debtors' and committee's counsel regarding case inquiries re: plan.	0.20	214.00
9/17/21	CAD	Correspondence w/ internal working group regarding Spanish translation version of committee letter supporting chapter 11 plan (.2) and review/analyze same (.1); correspondence w/ internal working group, Milbank regarding same (.1).	0.40	428.00
9/17/21	T G	Correspondence w/ team re translation of support letter (.2) and correspondence w/ Milbank and team re points of contact for Plan questions (.3).	0.50	675.00
9/17/21	B M	Review and comment on the solicitation materials and key contacts for creditors (1.2); correspond with the Debtors regarding the solicitation materials (.4); memorandum regarding the solicitation materials (.3);	1.90	2,850.00
9/20/21	CAD	Correspondence w/ internal working group regarding committee contact for creditor inquiries regarding chapter 11 plan.	0.20	214.00
9/20/21	T G	Correspondence w/ G Moses re plan questions.	0.20	270.00
9/20/21	T G	Correspondence w/ Jefferies re creditor/subcon questions.	0.30	405.00
9/20/21	B M	Review the solicitation materials (.5); correspond with the Debtors regarding the solicitation materials (.3); correspond with Puma Energy regarding post-effective date capital structure and financials(.4).	1.20	1,800.00
9/20/21	P BG	Internal call to discuss request for translation of document into Spanish and translation of document with questions into Spanish.	1.60	1,240.00
9/20/21	DMS	Review memorandum opinion on opt out/death trap (0.2); review and comment on J. Brandt summary re same (0.1).	0.30	351.00
9/20/21	J B	Draft response to creditor inquiry re: plan question and potential claims against Debtors.	1.10	676.50
9/21/21	DMS	Call with PUMA representatives regarding plan and disclosure statement.	0.60	702.00

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9/21/21	CAD	Correspondence w/ J. Brandt regarding Puma inquiries regarding post-Effective Date Avianca and status (.2); review/analysis of Avianca 6-K regarding disclosure statement approval and plan solicitation (.1).	0.30	321.00
9/21/21	T G	Review Plan and DS re open creditor questions.	0.80	1,080.00
9/21/21	B M	Call with Puma Energy regarding the plan of reorganization (.3); correspondence with creditors regarding plan solicitation and voting (.4); call with Friedman regarding the plan or reorganization (.2).	0.90	1,350.00
9/21/21	B M	Review the corporate documents for the plan supplement (1.2); memorandum regarding the plan documents (.4).	1.60	2,400.00
9/22/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding chapter 11 plan solicitation commencement.	0.10	107.00
9/23/21	DMS	Discuss warrant agreement with M. Getachew, R. Engelke.	0.20	234.00
9/23/21	CAD	Review as-filed solicitation materials (.4); correspondence w/ E. Fleck (Milbank), internal working group regarding Debtors' Brazilian regulatory filing and planned HSR filing (.2); correspondence w/ internal working group regarding leases to be assumed under plan, ancillary documents, and issues (.3).	0.90	963.00
9/23/21	T G	Review Plan re creditor questions and assumption/rejection procedures (.8); correspondence w/ team re assumption of aircraft docs (.4); correspondence w/ E Fleck re same (.3); correspondence w/ team re warrant agreement/status of plan supplement docs (.3).	1.80	2,430.00
9/23/21	B M	Review and comment on the Debtors' proposed corporate documents for the reorganized company (3.2); correspond with the Debtors regarding the reorganized corporate structure (.7); call with the UCC advisors regarding the UK corporate structure (.5); memorandum regarding the reorganized corporate structure (.4).	4.80	7,200.00
9/23/21	R E	Call with C. Kelly and M. Getachew on warrant agreement.	0.60	606.00

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Client/Matter No. 128272.00001

9/24/21	DMS	Call with Milbank and Willkie teams re warrants.	0.30	351.00
9/24/21	T G	Call w/ Debtors re warrant agreement (.3) and correspondence w/ team and W&C re same (.3).	0.60	810.00
9/25/21	DMS	Call with White & Case, M. Getachew re warrant agreement.	0.10	117.00
9/28/21	CAD	Review/analyze supplemental notice of hearing to consider confirmation of chapter 11 plan.	0.10	107.00
9/29/21	CAD	Correspondence w/ F. Perez, internal working group regarding inquiry regarding receipt of solicitation package.	0.20	214.00
9/29/21	B M	Call with Parlin regarding solicitation materials (.4); call with Friedberg regarding ballots (.3).	0.70	1,050.00
9/30/21	DMS	Corr with B Parlin re voting/ballots.	0.20	234.00
9/30/21	R E	Review and circulate plan supplement documents (0.9); correspondence with D. Sinclair and Milbank on ballot issues (0.5).	1.40	1,414.00
9/30/21	CAD	Correspondence w/ B. Parlin (Holland & Knight), internal working group regarding solicitation packages and ballots (.4); correspondence w/ B. Parlin (Holland & Knight), D. Sinclair regarding solicitation package/ballots issues (.2); correspondence w/ S. Sharma (Milbank), D. Sinclair regarding drafts of certain plan supplement documents (.2); correspondence w/ R. Engchelke regarding same and organizational documents for reorganized debtors (.2).	1.00	1,070.00
9/30/21	B M	Review and comment on plan supplement corporate and financing documents for the plan of reorganization (3.2); correspond with the Tranche B Lenders regarding board selection process (.4); call with the Debtors regarding plan supplement documents (.3).	3.90	5,850.00
Sub-Total			113.60	144,074.00

Relief from Stay and Adequate Protection

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/7/21	CAD	Correspondence w/ P. Choi regarding unredacted version of exhibit to notice of presentment of stipulation and order modifying automatic stay to permit BNP Paribas to apply cash collateral (.1) and review/analyze same (.1).	0.20 \$	214.00
9/13/21	CAD	Review/analyze signed supplemental stipulation and order further modifying automatic stay to permit BNP Paribas to apply cash collateral.	0.10	107.00
		Sub-Total	0.30	321.00

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/9/21	CAD	Review/analyze Debtors' July monthly operating report.	0.20 \$	214.00
		Sub-Total	0.20	214.00

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/9/21	HMC	Review and comment on draft DS.	0.80 \$	1,440.00
		Sub-Total	0.80	1,440.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/13/21	DMS	Telephonically attend omnibus hearing.	0.90 \$	1,053.00
9/13/21	CAD	Participate in omnibus hearing (case status update/motion to assume aircraft lease, as	0.90	963.00

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9/13/21	B M	amended/Ropes & Gray fee application). Preparation (.4) and participation (.9) on the hearing to approve the ECCA Agreement; memorandum regarding the ECCA approval (.3).	1.60	2,400.00
9/13/21	T G	Prepare for (.4) and participate on (.9) omnibus hearing; correspondence w/ S. Wickowski re same (.2); correspondence w/ team re same (.2).	1.70	2,295.00
9/13/21	J B	Attend omnibus hearing (.9); summarize same (.2).	1.10	676.50
9/14/21	DMS	Telephonically attend disclosure statement hearing.	1.50	1,755.00
9/14/21	T G	Prepare for (.4) and participate on (1.7) (partial) hearing on Disclosure Statement approval.	2.10	2,835.00
9/14/21	J B	Attend Debtors' disclosure statement hearing (in part).	1.50	922.50
9/14/21	CAD	Participate in hearing to consider approval of ECCA and approval of disclosure statement.	2.50	2,675.00
9/14/21	B M	Preparation (.4) and participation (2.5) on the hearing to approve the ECCA Agreement and Disclosure Statement solicitation materials.	2.90	4,350.00
9/23/21	J B	Attend LATAM omnibus hearing re: exclusivity extension.	0.80	492.00
Sub-Total			17.50	20,417.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/1/21	A B	Conduct foreign language review of service agreements produced by Milbank.	7.30	\$	2,993.00
9/1/21	JCD	Revisions to presentation on claims investigation.	0.80		1,440.00
9/2/21	A B	Conduct foreign language review of service agreements produced by Milbank.	6.40		2,624.00
9/3/21	A B	Conduct foreign language review of service agreements produced by Milbank.	7.20		2,952.00
9/3/21	VPI	Draft correspondence to debtors' counsel concerning response to supplemental diligence requests (.3); review summary of Spanish-language board documents concerning potential	1.70		1,895.50

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		self-dealing (1.4).		
9/4/21	A B	Continue foreign language review of service agreements produced by Milbank.	5.20	2,132.00
9/5/21	A B	Conduct foreign language review of service agreements produced by Milbank.	4.10	1,681.00
9/7/21	A B	Conduct foreign language review of service agreements produced by Milbank.	8.10	3,321.00
9/7/21	AJM	Review A. Baksic summary of Spanish-language documents (1.0); prepare summary for V. Iannece (.8); call with V. Iannece re: presentation (.3); review and incorporate J. Dugan edits to client presentation (1.8).	3.90	3,627.00
9/7/21	VPI	Call with A. Mian re draft presentation on potential viable causes of action (.3); revise draft presentation outlining findings of investigation on potential viable causes of action (1.3).	1.60	1,784.00
9/8/21	CAD	Correspondence w/ M. Greenberg (A&M), internal working group regarding claims investigation status and next steps.	0.20	214.00
9/8/21	JCD	Review status of claims investigation (.7) and participate in conference call among professionals where status of claims investigation is discussed (.8); review revisions to presentation on claims investigation (.8).	2.30	4,140.00
9/8/21	AJM	Incorporate additional J. Dugan and V. Iannece edits to Avianca presentation (1.9); review partial A. Baksic summary of August 20 production documents (.6); circulate revised presentation to J. Dugan (.1).	2.60	2,418.00
9/8/21	VPI	Revise presentation re findings of investigation on potential viable claims (1.7); attend professionals call re next steps (.6); call with A&M re draft presentation (.3).	2.60	2,899.00
9/9/21	A B	Conference call with A. Mian re status of the review (.2); foreign language review of service agreements produced by Milbank (4.0).	4.20	1,722.00
9/9/21	JCD	Review revised presentation.	0.80	1,440.00
9/9/21	AJM	Review and incorporate additional J. Dugan edits to Avianca presentation.	0.70	651.00
9/9/21	VPI	Review and revise draft presentation re investigation into potential viable causes of	0.80	892.00

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		action (.6); draft correspondence to Milbank re outstanding documents (.2).		
9/10/21	A B	Foreign language review of service agreements produced by Milbank.	2.80	1,148.00
9/10/21	JCD	Correspondence w/ team re: claims investigation.	0.60	1,080.00
9/10/21	VPI	Draft correspondence to Milbank re outstanding documents.	0.20	223.00
9/13/21	A B	Foreign language review of service agreements produced by Milbank.	7.80	3,198.00
9/14/21	A B	Foreign language review of service agreements produced by Milbank.	6.10	2,501.00
9/15/21	A B	Foreign language review of service agreements produced by Milbank.	0.30	123.00
9/15/21	JCD	Review status of claims investigation (.7); participate in update call re: same (.7).	1.40	2,520.00
9/15/21	AJM	Revised Avianca presentation and corr with V. Iannece re same.	1.60	1,488.00
9/15/21	VPI	Attend professionals call re bankruptcy proceeding update (.4); revise draft presentation re findings of claims investigation (.2).	0.60	669.00
9/16/21	AJM	Review A. Baksic summary of Spanish-language documents (1.8); provide summary re same to V. Iannece (.4).	2.20	2,046.00
9/17/21	H P	Prepare and coordinate loading of received productions as requested by V. Iannece (.3); Correspondence with team regarding same (.2).	0.50	162.50
9/17/21	JCD	Correspondence w/ team re: claims investigation.	0.80	1,440.00
9/17/21	AJM	Review Avianca presentation and circulate same to J. Dugan and V. Iannece (.5); review 9/16 debtors' production and prepare high-level summary for V. Iannece (1.6).	2.10	1,953.00
9/17/21	VPI	Revise draft presentation re findings of investigation into potential viable causes of action.	0.30	334.50
9/20/21	A B	Foreign language review of service agreements produced by Milbank.	0.30	123.00
9/20/21	AJM	Coordinate review of 9/16 debtors' production (2.1); corr with A&M re additional 9/16 documents (.7).	2.80	2,604.00
9/20/21	VPI	Review procedures and organizational diligence materials.	0.70	780.50

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9/21/21	A B	Foreign language review of service agreements produced by Milbank.	5.20	2,132.00
9/22/21	A B	Foreign language review of service agreements produced by Milbank.	3.60	1,476.00
9/23/21	A B	Foreign language review of service agreements produced by Milbank.	5.30	2,173.00
9/24/21	A B	Foreign language review of service agreements produced by Milbank.	6.60	2,706.00
9/24/21	AJM	Corr. with A. Baksic re production review.	0.40	372.00
9/27/21	AJM	Review A. Baksic summary of 9.16 documents (.9); prepare summary re same for V. Iannece (.4).	1.30	1,209.00
9/27/21	VPI	Review summary of foreign-language diligence materials re Avianca RFPs.	1.30	1,449.50
9/29/21	AJM	Review Avianca production (.5); supplement same with information from 9.16 debtors' production (.2).	0.70	651.00
9/30/21	AJM	Review Avianca presentation and inputted edits.	0.60	558.00
Sub-Total			116.60	73,945.50

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/9/21	CAD	Correspondence w/ lien investigation team regarding status and preparation of summary presentation to committee on results of investigation.	0.30	\$	321.00
9/10/21	CAD	Correspondence w/ A. Berro, D. Sinclair regarding presentation to committee regarding results of lien investigation (.2); brief review/analysis of same (.2).	0.40		428.00
9/14/21	DMS	Review revised lien investigation deck (.2); corr with C Damast re same (.1).	0.30		351.00
9/14/21	CAD	Correspondence w/ D. Sinclair regarding draft of presentation to committee regarding summary of results of investigation and comments.	0.20		214.00
9/23/21	WTE	Emails w/ D. Sinclair re lien investigation	0.10		127.50

Invoice No. 22117564

Client/Matter No. 128272.00001

		presentation.		
9/29/21	WTE	Corr. w/ D. Sinclair re lien investigation.	0.10	127.50
9/29/21	WTE	Weekly Professionals Conference Call w/ Alton, Jefferies and A&M (0.1); review lien investigation materials (0.1).	0.20	255.00
Sub-Total			1.60	1,824.00

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/1/21	DMS	Review Banco de Bogota settlement approval motion (0.2); review BNP contempt motion (0.2).	0.40 \$	468.00
9/7/21	CAD	Review/analyze notice of withdrawal of motion to find BNP Paribas in contempt.	0.10	107.00
9/9/21	CAD	Review/analyze CNO regarding Debtors' motion to approve settlement agreement between Debtors and Banco de Bogota.	0.10	107.00
9/10/21	CAD	Review/analyze CNO (.1) and signed order (.1) regarding Debtors' motion to sell certain claims against LATAM; review/analyze signed order approving settlement between Debtors and Banco de Bogota (.1).	0.30	321.00
9/13/21	CAD	Review/analyze CNO regarding Debtors' motion to enter into equity conversion and commitment agreement.	0.10	107.00
9/23/21	DMS	Review MUFG motion (0.3); review Amadeus documentation (0.3).	0.60	702.00
Sub-Total			1.60	1,812.00

Willkie Fee Statement and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/17/21	CAD	Correspondence w/ internal working group regarding supplemental B. Miller declaration in support of Willkie retention.	0.20 \$	214.00

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9/29/21	A A	Draft August monthly fee statement.	1.10	506.00
9/30/21	R E	Review and revise WFG fee statement.	0.70	707.00
9/30/21	A A	Prepare and file Willkie August monthly fee statement.	0.40	184.00
Sub-Total			2.40	1,611.00

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	7.50	\$	1,800.00	\$	13,500.00
EGUCHI, WESTON T.	1.20		1,275.00		1,530.00
GOREN, TODD	42.10		1,350.00		56,835.00
LENNON, BRIAN	2.40		1,550.00		3,720.00
MAHMOUDOV, VADIM	2.40		1,700.00		4,080.00
MILLER, BRETT	69.30		1,500.00		103,950.00
COHN, HENRY M.	0.80		1,800.00		1,440.00
DAMAST, CRAIG A.	44.10		1,070.00		47,187.00
BAKSIC, AZRA	80.50		410.00		33,005.00
BENJUMEA GUITIERREZ, PABLO	1.60		775.00		1,240.00
BRANDT, JOSEPH	19.00		615.00		11,685.00
ENGELKE, ROBERT	31.60		1,010.00		31,916.00
IANNECE, VINCENT P.	10.20		1,115.00		11,373.00
MIAN, ALINA JAMIL	18.90		930.00		17,577.00
SINCLAIR, DEBRA M.	30.20		1,170.00		35,334.00
AMBEAULT, ALISON	2.90		460.00		1,334.00
HALLORAN, ASHLEY	0.70		280.00		196.00
PEPAJ, HERIONA	0.50		325.00		162.50

Professional Fees \$ 376,064.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Data Acquisition	\$ 337.08
Outside Consultants	<u>2,286.56</u>

Disbursements and Other Charges 2,623.64

Total this Invoice \$ 378,688.14

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22117564
Client/Matter No. 128272.00001
October 29, 2021

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through September 30, 2021

Assumption and Rejection of Leases and Contracts	\$	21,317.00
Business Operations	\$	10,464.50
Case Administration	\$	35,499.50
Claims Administration and Objections	\$	6,394.00
Corporate Governance and Board Matters	\$	4,644.00
Employment and Fee Applications	\$	1,176.00
Financing and Cash Collateral	\$	2,485.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Other Litigation	\$	214.00
Meetings and Communications with Creditors	\$	48,212.00
Plan and Disclosure Statement	\$	144,074.00
Relief from Stay and Adequate Protection	\$	321.00
Reporting	\$	214.00
Tax	\$	1,440.00
Hearings	\$	20,417.00
Claims Investigation	\$	73,945.50
Lien Investigation	\$	1,824.00
Other Motions/Applications	\$	1,812.00
Willkie Fee Statement and Applications	\$	1,611.00
Disbursements and Other Charges		<u>2,623.64</u>
Total this Invoice	\$	<u><u>378,688.14</u></u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

OCTOBER 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22120042
Client/Matter No. 128272.00001
November 30, 2021

FOR PROFESSIONAL SERVICES RENDERED through October 31, 2021 as set out in the attached detail

Assumption and Rejection of Leases and Contracts	\$	5,172.50
Business Operations	\$	2,362.00
Case Administration	\$	32,801.00
Claims Administration and Objections	\$	16,043.00
Corporate Governance and Board Matters	\$	4,436.00
Employment and Fee Applications	\$	4,635.50
Financing and Cash Collateral	\$	1,237.50
Meetings and Communications with Creditors	\$	69,526.50
Plan and Disclosure Statement	\$	255,738.00
Hearings	\$	47,016.00
Claims Investigation	\$	16,749.50
Other Motions/Applications	\$	908.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA
Invoice No. 22120042
Client/Matter No. 128272.00001

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Willkie Fee Statement and Applications	\$ 588.00
Disbursements and Other Charges	<u>1,257.87</u>
Total this Invoice	<u><u>\$ 458,471.37</u></u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/1/21	CAD	Review/analyze Debtors' notice of rejection of certain executory contracts and unexpired leases (.1); correspondence w/ K. Cavins (Milbank), internal working group regarding Debtors' planned assumption of sales contract w/ Accenture (.1) and review/analyze same (.1).	0.30	\$ 340.50
10/6/21	R E	Review spare engine agreement and rejection notice and circulate to Alton.	0.50	562.50
10/8/21	CAD	Review/analyze Debtors' notice of withdrawal of rejection of SAI Shareholders' Agreement.	0.10	113.50
10/12/21	CAD	Correspondence w/ J. Brandt regarding signed orders granting Debtors' motions to assume aircraft leases (MSNs 4100/4167/4381 and 2282/2301/2444) (.1) and review/analyze same (.2).	0.30	340.50
10/19/21	CAD	Correspondence w/ G. Hughes (Seabury), Alton, internal working group regarding SMBC/Rolls Royce claims and issues.	0.20	227.00
10/19/21	CAD	Review/analyze Boeing objection to cure amounts regarding assumption of certain contracts (.1); correspondence w/ R. Engelke, L. Ryan (Alton) regarding same (.1).	0.20	227.00
10/25/21	CAD	Review/analyze Debtors' motion to enter into umbrella agreements and assume amended aircraft lease agreements.	0.20	227.00
10/27/21	DMS	Review and summarize Rolls Royce/SMBC interim agreement.	0.60	756.00
10/27/21	CAD	Review/analyze notice of presentment of Debtors' motion to enter into umbrella agreements and assume amended aircraft lease agreements.	0.10	113.50
10/27/21	R E	Review Debtors' Motion to Enter into the Umbrella Agreements and Assume Amended Aircraft Lease Agreements.	0.40	450.00
10/28/21	B M	Review the Alton fleet analysis (.7); correspond with the Debtors and Alton regarding the SMBC negotiations (.4).	1.10	1,815.00

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Sub-Total 4.00 5,172.50

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/6/21	J B	Update COVID-19 Flight restrictions chart.	0.60 \$	495.00
10/13/21	J B	Update COVID-19 flight restrictions chart.	0.40	330.00
10/18/21	CAD	Review/analyze Debtors' notice of exercise of call option pursuant to LifeMiles securities purchase agreement.	0.10	113.50
10/20/21	J B	Update COVID-19 Flight Restrictions Chart.	0.50	412.50
10/22/21	CAD	Correspondence w/ D. Brand (Seabury), internal working group regarding executed LOIs to refinance ECA portfolio.	0.20	227.00
10/27/21	CAD	Correspondence w/ G. Hughes (Seabury), L. Ryan (Alton), internal working group regarding SMBC and Rolls Royce issues/status.	0.40	454.00
10/27/21	J B	Update COVID-19 flight restrictions chart.	0.40	330.00
		Sub-Total	2.60	2,362.00

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/1/21	R E	Review (.2) and summarize draft assumption notice and contract (.2) and circulate to advisors for review.	0.40 \$	450.00
10/4/21	DMS	Weekly call with A. Ambeault, R. Engelke, J. Brandt re works in progress list (0.2).	0.10	126.00
10/4/21	A A	Weekly update call w/ D. Sinclair, R. Engelke and J. Brandt re: upcoming deadlines and case status.	0.20	98.00
10/4/21	R E	Call with D. Sinclair, A. Ambeault and J. Brant on WIP (0.2); send email on updated open items to Alton (0.2); update task list (.4).	0.80	900.00

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10/4/21	J B	Attend call with D. Sinclair, R. Engelke, and A. Ambeault re: work in progress list updates.	0.20	165.00
10/6/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (status of Plan Supplement documents/Oct. 26 confirmation hearing/United agreement/Airbus and general fleet updates/operations and cash updates) (.7); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.4); participate in weekly call w/ committee co-chairs regarding same (.4); correspondence w/ R. Engelke regarding draft agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); subsequent correspondence w/ internal working group regarding addition to agenda (.2).	1.90	2,156.50
10/6/21	DMS	Weekly call with Willkie, Jefferies, Alton teams re: case updates (in part).	0.20	252.00
10/6/21	R E	Review and summarize Debtors SAI settlement motion (0.4) and correspondence with D. Sinclair (0.1); update task list (0.8) and agenda (0.2) and send to D. Sinclair clean and marked and to advisors (0.3); draft corr. to Committee for meeting tomorrow (0.3); weekly call with UCC and Debtors advisors re: plan/confirmation (0.6); weekly call with UCC advisors re: same (0.4).	3.10	3,487.50
10/7/21	R E	Research (.8) and correspond with (.3) Jefferies on Debtors' 6k filing.	1.10	1,237.50
10/12/21	DMS	Correspondence with team re hearing and open items.	0.30	378.00
10/12/21	CAD	Correspondence w/ D. Sinclair, A. Ambeault, internal working group regarding tomorrow's omnibus hearing, agenda, and logistics (.3); correspondence w/ R. Engelke regarding tomorrow's hearing and need for summary (.1); review/analyze amended agenda for tomorrow's omnibus hearing (.1).	0.50	567.50
10/13/21	DMS	Review and comment on task list and agenda (0.1) and correspondence with R. Engelke re same (0.1).	0.30	378.00

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10/13/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (plan confirmation and hearing/plan supplement documents/United/fleet and operations updates) (.5); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.4); correspondence w/ R. Engelke regarding agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1).	1.10	1,248.50
10/13/21	T G	Call w/ Debtors re case update on fleet/plan, confirmation (.5); follow-up call w/ UCC advisors re same (.4); prepare for meetings (.2).	1.10	1,573.00
10/13/21	R E	Update task list and agenda (0.9) and send to D. Sinclair clean and marked and incorporate comments to the same and send to advisors (0.4); compile and summarize DIP agreement and orders for C. Damast (0.7); circulate agenda and FA materials to Committee (0.2); call with DB and internal team (0.3); weekly call with Debtors advisors and UCC advisors (0.5); weekly call with UCC advisors re: same (0.4); follow up i/c/w same (0.2).	3.60	4,050.00
10/13/21	DMS	Weekly call with UCC advisors.	0.40	504.00
10/13/21	J B	Attend call with Willkie internal team and financial advisors re: agenda for committee call.	0.40	330.00
10/18/21	A A	Weekly team meeting re: current workstreams and upcoming deadlines (in part).	0.20	98.00
10/18/21	R E	Weekly update call with D. Sinclair, A. Ambeault and J. Brandt.	0.50	562.50
10/18/21	J B	Attend call with D. Sinclair, R. Engelke, and A. Ambeault re: case updates.	0.60	495.00
10/20/21	DMS	Weekly call with Debtors' advisors re: confirmation.	0.50	630.00
10/20/21	DMS	Weekly call with Committee professionals only re: confirmation/case updates.	0.40	504.00
10/20/21	CAD	Correspondence w/ R. Engelke, internal working group regarding agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (2x) (.2); participate in weekly call w/ Debtors' and committee's	1.30	1,475.50

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		professionals regarding legal and financial updates/case status (upcoming confirmation hearing/plan objections/confirmation brief and omnibus reply to plan objections/antitrust issues and status, including United/fleet and operations/cash updates) (.5); participate in weekly call w/ committee' professionals regarding same and agenda for tomorrow's committee meeting (.5).		
10/20/21	T G	Call w/ Debtors' professionals re case update (.5); follow-up call w/ UCC professionals re same (.5); follow up w/ team re: same (.1).	1.10	1,573.00
10/20/21	R E	Update task list and agenda, incorporate D. Sinclair comments and send to UCC advisors (1.1); weekly call with Debtors' advisors and UCC advisors re: plan/confirmation (0.5); weekly call with UCC advisors re: same (0.5); draft and send email to Committee with meeting documents and objections summary (0.3).	2.40	2,700.00
10/20/21	J B	Attend call with Willkie, Alton, and Jefferies re: case updates and agenda for upcoming UCC call (in part).	0.40	330.00
10/21/21	R E	Correspondence with Alton on open case items.	0.60	675.00
10/25/21	CAD	Review/analyze notice of agenda for tomorrow's hearing.	0.10	113.50
10/25/21	R E	Draft, incorporate comments and send update email to UCC on various filings (0.6); coordinate with internal team and prepare for confirmation hearing (0.4); weekly update call with D. Sinclair, A. Ambeault and J. Brandt (0.3).	1.10	1,237.50
10/25/21	A A	Weekly team meeting w/ D. Sinclair, R. Engelke and J. Brandt re: upcoming deadlines and tasks.	0.20	98.00
10/27/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (yesterday's confirmation hearing/fleet update) (.3); participate in weekly call w/ internal working group regarding agenda for tomorrow's creditors' committee meeting and things to be done (.4); correspondence w/ R. Engelke,	0.90	1,021.50

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		internal working group regarding draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1).		
10/27/21	T G	Call w/ Debtors re confirmation hearing, fleet status, follow up (.3); follow-up call w/ UCC advisors re same (.4).	0.70	1,001.00
10/27/21	R E	Revise, incorporate comments and circulate task list and agenda to UCC advisors (0.8); weekly call with UCC advisors and Debtor advisors re: confirmation hearing follow up (0.3); weekly call with UCC advisors re: same (0.4); update (0.2) and circulate agenda and materials to UCC members (0.2).	1.90	2,137.50
10/27/21	J B	Attend call with Committee professionals re: case updates and agenda for Committee call.	0.30	247.50
Sub-Total			28.90	32,801.00

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/1/21	J B	Conduct research re: objection to certain Committee member claims (.6) and draft email summarizing same to D. Sinclair (.2).	0.80	\$	660.00
10/6/21	DMS	Review Serrano family claims/contracts settlement.	0.40		504.00
10/7/21	CAD	Review/analyze notice of presentment of Accenture payment agreement and agreed order (.2); correspondence w/ B. Miller, internal working group regarding SMBC claims/status (.1).	0.30		340.50
10/8/21	DMS	Call with Willkie, Alton, Seabury teams re claims analysis.	0.60		756.00
10/8/21	T G	Call w/ Seabury re claims reconciliation status.	0.80		1,144.00
10/8/21	B M	Review the analysis of unsecured claims prepared by the Debtors (.8); review and discuss the claims analysis with the Debtors and the UCC professionals (.8); memorandum regarding claims issues for the UCC (.4); call with Parlan regarding the BOCA claims (.3).	2.30		3,795.00

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10/14/21	T G	Correspondence w/ Seabury re SMBC claims analysis.	0.30	429.00
10/19/21	T G	Review materials re potential SMBC claim.	1.10	1,573.00
10/22/21	CAD	Review/analyze signed order approving Accenture payment agreement.	0.10	113.50
10/22/21	T G	Review ECA settlement materials.	0.70	1,001.00
10/27/21	T G	Review Rolls interim agreement re SMBC claim (.8); review SMBC claims analysis (.6); correspondence w/ L Ryan re same (.4).	1.80	2,574.00
10/28/21	DMS	Call with T. Goren, L. Ryan, B. Parlin, SMBC re Rolls Royce contract.	0.50	630.00
10/28/21	T G	Review Rolls interim agreement (.4); call w/ SMBC re-claim questions (.5).	0.90	1,287.00
10/29/21	DMS	Call with T. Goren, G. Hughes (Seabury), L. Ryan (Alton) re SMBC/Rolls Royce claims.	0.30	378.00
10/29/21	T G	Call w/ Seabury and Alton re SMBC claims (.4) and review materials re same (.2).	0.60	858.00
Sub-Total			11.50	16,043.00

Corporate Governance and Board Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/6/21	CAD	Various correspondence w/ internal working group, J.C. Machorro (Santamarina & Steta) regarding Debtors' organizational documents/bylaws and historical payments to directors (.6) and review/analyze same (.2).	0.80	\$ 908.00
10/11/21	DMS	Review shareholders agreement.	0.40	504.00
10/13/21	DMS	Correspondence with Willkie and W&C teams re board selection.	0.20	252.00
10/18/21	DMS	Correspondence with Willkie team re board selection.	0.20	252.00
10/18/21	DMS	Call with Steve Moeller Sally regarding board and warrants.	0.20	252.00
10/19/21	DMS	Review and revise R. Engelke email to Committee re board selections (0.3); correspondence with P. Engel regarding	0.70	882.00

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		warrants and SHA (0.4).		
10/23/21	DMS	Review edits to shareholders agreement (.3) and corr with M. Getachew re same (.2).	0.50	630.00
10/24/21	DMS	Corr with Willkie and Jefferies teams re warrant instrument.	0.20	252.00
10/25/21	DMS	Review correspondence among Milbank, White & Case teams re shareholders agreement (.2) and review related revised documents (.2).	0.40	504.00
Sub-Total			3.60	4,436.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/13/21	A H	Update fee tracker spreadsheet.	1.60 \$	472.00
10/18/21	CAD	Review/analyze FTI July 2021 monthly fee statement (.1); review/analyze Milbank August 2021 monthly fee statement (.1).	0.20	227.00
10/26/21	DMS	Review and coordinate filings of interim fee applications (Willkie, FTI, S&S).	1.00	1,260.00
10/29/21	R E	Review and finalize fee statements for Alton, Jefferies and Arrieta.	1.90	2,137.50
10/29/21	A A	Prepare, file and coordinate service of Jefferies (.3); Arrieta (.4) and Alton (.4) monthly fee statements.	1.10	539.00
Sub-Total			5.80	4,635.50

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/7/21	R E	Draft and provide summary of DIP and DIP claims to litigation team (0.8) and call with litigation team on same (0.3).	1.10 \$	1,237.50
Sub-Total			1.10	1,237.50

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Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/4/21	R E	Correspondence with individual creditors regarding their claims and treatment under the Plan.	0.90	\$	1,012.50
10/5/21	DMS	Call with creditors and Willkie team re: plan treatment.	0.50		630.00
10/6/21	DMS	Call with Committee chairpersons and Willkie team re: plan.	0.40		504.00
10/6/21	B M	Review and comment on the agenda and exhibits for the UCC meeting on 10/7 (1.1); call with the UCC co-chairs regarding the 10/7 agenda (.4); call with Thompson regarding the Avianca plan (.3); correspondence with Avianca creditors with plan questions (.4).	2.20		3,630.00
10/6/21	T G	Call w/ UCC advisors re UCC call topics (.3); call w/ UCC co-chairs re case update (.4); review agenda and materials for UCC call (.4).	1.10		1,573.00
10/6/21	R E	Calls and send emails in response to individual creditor inquiries regarding their claims and treatment under the Plan.	1.20		1,350.00
10/6/21	B L	Correspond with team re agenda for UCC meeting.	0.20		330.00
10/7/21	DMS	Call with creditors and Willkie team re: plan treatment (0.6); review agenda (0.3) and prepare for weekly committee meeting (0.5); attend weekly committee meeting re: plan confirmation update (0.7).	2.10		2,646.00
10/7/21	CAD	Prepare for (.2) and participate in (.7) weekly creditors' committee meeting regarding legal and financial updates/case status (plan confirmation update/plan supplement documents/Debtors' motion to approve SAI shareholders agreement settlement/financial advisors' update); correspondence w/ R. Engelke, internal working group, committee regarding follow up items from today's committee meeting (.2).	1.10		1,248.50
10/7/21	T G	Prepare for (.3) and participate on (.7) Committee call re plan status/plan supplement documents; review financial advisor materials	1.80		2,574.00

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		for same (.4); review correspondence to creditors re plan questions (.4).		
10/7/21	B M	Preparation (.3) and participation (.7) on the UCC call to discuss case issues; call with Parlan to discuss lease issues (.4); call with Robertson to discuss the plan solicitation (.3).	1.70	2,805.00
10/7/21	R E	Draft summary of Plan objections to Committee (0.9); weekly Committee meeting with Committee members and Committee advisors re: plan updates (0.7); draft response email to creditor inquiry re: plan (0.8).	2.40	2,700.00
10/7/21	B L	Participate in UCC update meeting re: plan/confirmation updates.	0.70	1,155.00
10/7/21	J B	Attend call with Committee re: case updates and plan related updates.	0.70	577.50
10/8/21	DMS	Correspondence with R Engelke re creditor communications.	0.70	882.00
10/8/21	CAD	Correspondence w/ D. Healy (SMBC), internal working group regarding resignation from creditors' committee.	0.10	113.50
10/8/21	R E	Revise and send response email to creditor i/c/w plan inquiry.	1.10	1,237.50
10/11/21	R E	Call with creditor on their questions to the Plan and DS (.4) and send email with relevant information (.2).	0.60	675.00
10/12/21	R E	Correspondence with creditor on Plan questions.	0.80	900.00
10/13/21	T G	Call w/ DB re plan questions (.6); review agenda and materials for UCC call (.3); call w/ co-chairs re case update (.4).	1.30	1,859.00
10/13/21	B M	Review and comment on the agenda and exhibits for the 10/14 UCC meeting to discuss open case issues (1.1); call with the UCC co-chairs to discuss open case issues (.4); call with Parlan regarding the SMBC claims (.3); call with Friedberg regarding claims trading (.3); call with Burke regarding United issues (.3).	2.40	3,960.00
10/14/21	DMS	Prepare for (0.2) and attend (0.4) weekly committee meeting.	0.60	756.00
10/14/21	CAD	Prepare for (.2) and participate in (.4) weekly creditors' committee meeting regarding legal and financial updates/case status (summary of yesterday's omnibus hearing/status of open	0.60	681.00

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		issues on plan supplement documents/logistics for confirmation hearing and future committee meetings).		
10/14/21	T G	Prepare for (.5) and participate on (.5) Committee call re plan/fleet status; review financial advisor materials for same (.4).	1.40	2,002.00
10/14/21	B M	Preparation (.3) and participation (.5) on the UCC call to discuss case issues; call with Smith regarding plan issues (.3); call with Burke regarding the plan supplement documents (.4); call with Roberts regarding plan objections (.2).	1.70	2,805.00
10/14/21	R E	Weekly Committee call with members and advisors.	0.50	562.50
10/15/21	R E	Correspondence with creditors in response to questions regarding treatment under the Plan.	1.60	1,800.00
10/20/21	B M	Review and comment on the agenda and exhibits for the UCC meeting on 10/21 (.9); call with the UCC regarding the 10/21 meeting agenda (.3); call with S. Friedberg regarding Avianca claims trading (.3); call with Martinez regarding plan confirmation (.3).	1.80	2,970.00
10/20/21	T G	Call w/ UCC co-chairs re case update (.4); review agenda and materials for UCC call (.2).	0.60	858.00
10/20/21	R E	Correspondence with creditor on questions on Plan and DS.	0.70	787.50
10/21/21	DMS	Weekly meeting with Committee, Willkie, Jefferies, Alton re: case updates/confirmation.	1.10	1,386.00
10/21/21	CAD	Prepare/review materials for (.2) and participate in (1.2) weekly creditors' committee meeting regarding legal and financial updates/case status (Debtors' management presentation/October 26 confirmation hearing and preparation/future committee meetings); review/analyze Debtors' management presentation (.3).	1.70	1,929.50
10/21/21	T G	Prepare for (.3) and participate on (1.2) Committee call w/ Debtors re case update, plan status review Debtors' presentation for same (.6).	2.10	3,003.00
10/21/21	B M	Preparation (.2) and participation (1.2) in the UCC meeting to discuss case issues; call with Parlan to discuss the confirmation hearing (.2); correspond with Blair regarding creditor distributions (.2); call with Matis regarding the	1.90	3,135.00

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10/21/21	R E	confirmation hearing (.1). Weekly Committee call with Committee members and advisors re: plan confirmation (in part).	0.60	675.00
10/21/21	J B	Attend call with Committee re: confirmation updates and debtors' presentation to Committee.	1.10	907.50
10/26/21	DMS	Review summary of hearing for Committee (.3) and corr with R Engelke, J Brandt, C Damast re same (.1).	0.40	504.00
10/27/21	B M	Review and comment on the agenda and exhibits for the 10/28 UCC meeting (.8); call with the UCC co-chairs to discuss the confirmation hearing (.5); call with S. Friedberg to discuss the confirmation hearing (.4); call with Edelman to discuss the confirmation hearing (.3); call with Callam to discuss the confirmation hearing (.3).	2.30	3,795.00
10/27/21	T G	Call w/ J Bonteque re confirmation hearing (.2); correspondence w/ team re same (.3); call w/ UCC co-chairs re confirmation hearing update, open issues (.5); review agenda and materials for UCC call (.2).	1.20	1,716.00
10/28/21	DMS	Weekly committee meeting re: confirmation hearing update (.5); prepare for same (.1).	0.60	756.00
10/28/21	CAD	Prepare/review materials for (.3) and participate in (.5) weekly creditors' committee meeting regarding legal and financial updates/case status (confirmation and financial advisors updates); correspondence w/ J. Brandt, committee members regarding Debtors' and Baruch creditors' findings of fact and conclusions of law regarding confirmation hearing (.1).	0.90	1,021.50
10/28/21	B M	Preparation (.3) and participation (.5) on the UCC meeting to discuss the confirmation hearing; call with S. Friedberg regarding the confirmation order (.3); correspond with Seldon regarding the confirmation hearing (.3).	1.40	2,310.00
10/28/21	T G	Prepare for (.3) and participate on (.6) Committee call re plan/fleet status; correspondence w/ J Bonteque re UK domicile questions (.3).	1.20	1,716.00
10/28/21	R E	Weekly Committee call with members and advisors re: confirmation update.	0.60	675.00

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10/28/21	J B	Attend call with Committee re : confirmation hearing recap and related updates.	0.50	412.50
Sub-Total			51.10	69,526.50

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/1/21	CAD	Correspondence w/ K. Cavins (Milbank), internal working group regarding draft schedule of retained causes of action (.1) and review/analyze same (.3); correspondence w/ B. Parlin (Holland & Knight), D. Sinclair regarding solicitation packages and ballots (.2).	0.60	\$ 681.00
10/1/21	V M	Review summary of reorganization steps, final Plan and Disclosure Statement re tax issues (0.8); tax comments to WFG corporate team re same (0.1); corr. with Milbank tax team re structure (0.1).	1.00	1,800.00
10/1/21	T G	Review warrant instrument.	0.60	858.00
10/1/21	B M	Review and comment on the plan support agreements and UCC concerns (.8); correspond with the Debtors and the Tranche B Lenders regarding the plan support agreements (.5).	1.30	2,145.00
10/1/21	JCD	Review and comment on schedule of retained claims.	0.80	1,520.00
10/1/21	R E	Review and summarize Plan Supplement Documents (.9) and coordinate with advisors and internal team on review (.5).	1.40	1,575.00
10/1/21	HMC	Review latest Avianca plan supplement.	0.60	1,140.00
10/2/21	DMS	Review plan supplement drafts.	0.80	1,008.00
10/3/21	DMS	Correspondence with M Getachew and R Engelke re plan supplement.	0.60	756.00
10/3/21	B M	Negotiations with the Debtors and the Tranche B Lenders regarding the warrant package and shareholder agreement (1.1); memorandum regarding the open UCC issues for the plan (.3).	1.40	2,310.00
10/3/21	R E	Review and summarize draft Plan Supplement	2.60	2,925.00

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		documents provided by Milbank, including restructuring transactions, warrant agreement and schedule of retained causes of action.		
10/3/21	B L	Review correspondence re warrant term sheet.	0.10	165.00
10/4/21	DMS	Coordinate with White & Case, M. Getachew re plan supplement.	0.20	252.00
10/4/21	DMS	Review warrant instrument and chapter 11 plan (1.1) and prepare related issues list (.8).	1.90	2,394.00
10/4/21	DMS	Review plan supplement documentation.	0.70	882.00
10/4/21	DMS	Review schedule of assumed contracts.	0.20	252.00
10/4/21	CAD	Correspondence w/ A. Wang (Milbank), internal working group (2x) regarding draft of warrant instrument and aspects of deal (.3); correspondence w/ S. Sharma (Milbank), internal working group regarding plan supplement document (description of restructuring transactions and transaction steps (.1) and review/analyze same (.4); correspondence w/ S. Moeller-Sally (White & Case), internal working group regarding latest drafts of articles of association for New Avianca and the warrant instrument (.1) and brief analysis/review of same (.4); correspondence w/ D. Sinclair, M. Getachew regarding comments/questions regarding draft of warrant instrument (2x) (.3) and review/analyze current drafts of same (2x) (.8); correspondence w/ D. Sinclair, internal working group regarding draft schedule of retained causes of action and comments (.2) and review/analyze same (.1); correspondence w/ R. Engelke, internal working group regarding bondholder inquiry regarding plan voting procedures and coordination w/ Milbank (.2); correspondence w/ D. Sinclair, internal working group regarding schedule of assumed contracts and issues (.2) and correspondence w/ D. Sinclair, K. Cavins (Milbank) regarding same (.3).	3.40	3,859.00
10/4/21	DMS	Finalize plan supplement documentation (1.1)	1.40	1,764.00

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10/4/21	V M	and correspondence with Willkie, Jefferies, White and Case, Milbank regarding same (.3). Call with Russell Jacobs (Milbank) re tax structure i/c/w plan (0.3); summary to Willkie corporate team re: same (0.1).	0.40	720.00
10/4/21	B M	Continue negotiations with the Debtors and the Tranche B Lenders regarding the plan supplement documents and distribution mechanics to creditors (2.1); memorandum regarding open UCC issues (3).	2.40	3,960.00
10/4/21	T G	Review and revise warrant agreement (.6); review other plan supplement documents (1.3).	1.90	2,717.00
10/4/21	JCD	Review and comment on list of retained causes of Action.	1.00	1,900.00
10/4/21	R E	Incorporate comments to Schedule of Retained Causes of Action and send with redline to Milbank (1.1); correspondence with D. Sinclair and Milbank on changes to Schedule of Retained Causes of Action (1.4).	2.50	2,812.50
10/4/21	HMC	Review revised plan (14); discuss w/ Milbank & V. Mahmoudov (.3).	0.70	1,330.00
10/5/21	DMS	Call with Phil Engel re warrant instrument.	0.40	504.00
10/5/21	DMS	Finalize documents for plan supplement (.9) and correspondence with Milbank, White and Case, Willkie, Jefferies teams re same (.4).	1.30	1,638.00
10/5/21	DMS	Finalize plan supplement documentation with Willkie, Jefferies, Milbank, White and Case teams.	0.80	1,008.00
10/5/21	DMS	Finalize plan supplement documents.	0.70	882.00
10/5/21	CAD	Telephone conference w/ Olympus Peak, internal working group regarding chapter 11 plan confirmation status/status of claims pool and claims objections process (.5); correspondence w/ B. Miller regarding same (.1); correspondence w/ R. Engelke/D. Sinclair, K. Satterfield/K. Cavins/B. Schak (Milbank) regarding schedule of retained causes of action and comments (.5); subsequent correspondence w/ internal working group regarding further comments to schedule of retained causes of action and issues (.4); correspondence w/	2.30	2,610.50

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		internal working group, M. Joannon regarding 2023 notes and plan inquiry (.2); correspondence w/ internal working group, U. Baruch regarding 2023 notes and plan inquiry (.2); correspondence w/ D. Sinclair, M. Getachew, White & Case regarding open drafting issues on warrant instrument (.2); correspondence w/ S. Sharma (Milbank), internal working group regarding comments to description of restructuring transactions (plan supplement document) (.1) and review/analyze same (.1).		
10/5/21	T G	Review updated warrant agreement (.6); review retained action list (.3); correspondence w/ team re status of plan supplement docs (.3).	1.20	1,716.00
10/5/21	B M	Finalize the plan supplement agreements and review of the new corporate documents (1.7); correspond with the Debtors and the Tranche B Lenders regarding the 10/26 confirmation hearing (.4).	2.10	3,465.00
10/5/21	JCD	Attention to revisions to list or retained causes of action.	0.60	1,140.00
10/6/21	CAD	Correspondence w/ internal working group regarding A. Chandnani (debtholder) inquiry regarding plan/distributions and preparation of response (.3); correspondence w/ U. Baruch (2023 noteholder), internal working group regarding plan inquiry (.1).	0.40	454.00
10/6/21	T G	Review draft shareholders agreement (1.2); review list of assumed contracts (.6) and correspondence w/ team re same (.3).	2.10	3,003.00
10/6/21	JCD	Review (.2) and comment on (.4) report on claims investigation.	0.60	1,140.00
10/7/21	DMS	Review warrant instrument i/c/w chapter 11 plan.	0.40	504.00
10/7/21	CAD	Review/analyze Burlingame Investment Group (B. Kim) objection to plan (.4); correspondence w/ J. Brandt, internal working group regarding proposed independent director (R. Schifter) for whom committee has consultation rights (.2); correspondence w/ S. Wickowski (Locke Lord), internal working group regarding confirmation hearing, attendance, and logistics (.2);	1.60	1,816.00

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		correspondence w/ J. Harris (Milbank), internal working group regarding current drafts of exit notes (.1) and brief review/analysis of same (.2); correspondence w/ K. Cavins (Milbank), internal working group regarding engine loan agreement (Plan Supplement document) (.1) and review/analyze same (.2); correspondence w/ N. Duarte (bondholder), R. Engelke regarding plan treatment and response (.2).		
10/7/21	DMS	Review warrant instrument (.6) and corr with Willkie team re same (.2).	0.80	1,008.00
10/7/21	T G	Review warrant agreement re open issues w/ lenders (.6); correspondence w/ team re same (.3).	0.90	1,287.00
10/8/21	DMS	Review revised plan documentation.	0.20	252.00
10/8/21	CAD	Various correspondence w/ M. Getachew, internal working group regarding issues w/ and comments to warrant instrument (.4); correspondence w/ J. Harris (Milbank), internal working group regarding form of exit notes and comments (.1) and review/analyze same (.2); correspondence w/ R. Engelke, D. Sinclair regarding response to A. Chandnani (claimant) regarding plan/distribution mechanics (.1) and review/analyze same (.1); correspondence w/ B. Schak (Milbank), internal working group regarding draft amended chapter 11 plan/additional plan supplement documents (.2); review/analyze amended plan (.3); correspondence w/ internal working group regarding same and issues (.2).	1.60	1,816.00
10/8/21	T G	Review proposed updated draft of Plan.	0.90	1,287.00
10/8/21	WTE	Review investor mark-up of Exit Notes Indenture.	0.30	405.00
10/11/21	CAD	Correspondence w/ C. Persaud (Kayper Investments) (bondholder) regarding plan solicitation package inquiry and response (.2); correspondence w/ K. Satterfield (Milbank), D. Sinclair, internal working group regarding revised draft of chapter 11 plan (.2) and review/analyze same (.2).	0.60	681.00

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10/11/21	B M	Review and comment on the plan supplement documents received from the Debtors (2.3); review of the antitrust approval process in the US and abroad (1.2); memorandum regarding open confirmation issues (.4).	3.90	6,435.00
10/11/21	T G	Review updated draft of Plan (.6); review proposed Plan supplement documents (1.2); correspondence w/ team re same (.4); correspondence w/ team re response to creditor questions re: plan (.4).	2.60	3,718.00
10/12/21	DMS	Correspondence with Willkie and Milbank teams re voting and open plan workstreams.	0.30	378.00
10/12/21	DMS	Correspondence with Jefferies re warrant instrument.	0.10	126.00
10/12/21	DMS	Review revisions to chapter 11 plan.	0.30	378.00
10/12/21	DMS	Review causes of action deck prepared by Willkie litigation team.	0.60	756.00
10/12/21	CAD	Correspondence w/ R. Teran (Banco Lafise), B. Miller, internal working group regarding plan, distribution, and voting issues (.2); correspondence w/ S. Moeller-Sally (White & Case), D. Sinclair, M. Getachew, T. Goren regarding open issues on warrant instrument and committee consultation rights regarding third party independent board member (.3); correspondence w/ internal working group regarding plan voting deadline and preliminary/current plan voting report (.3) and review/analyze preliminary/current plan voting report (.1); correspondence w/ J. Harris (Milbank), internal working group regarding revised draft of exit notes indentures (.1) and brief review/analysis of same (.2); correspondence w/ D. Sinclair regarding Debtors' anticipated first distribution date under plan (.1).	1.30	1,475.50
10/12/21	DMS	Review disclosure statement objection filed by Burlingame Investments and consider arguments in response to same.	1.00	1,260.00
10/12/21	DMS	Review warrant instrument and related correspondence (0.4); correspondence with Willkie and White and Case teams re same	0.70	882.00

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		(0.3).		
10/12/21	T G	Correspondence w/ creditors re plan questions (.2); correspondence w/ team re response to creditor questions (.3).	0.50	715.00
10/12/21	T G	Review plan supplement documents (.9); review revised plan (.4); correspondence w/ team re warrant agreement open issues (.4).	1.70	2,431.00
10/12/21	R E	Correspondence with D. Sinclair and Milbank on status of confirmation and claims analysis request.	0.80	900.00
10/13/21	DMS	Outline potential reply to DS objection.	0.70	882.00
10/13/21	DMS	Weekly call with debtors advisors re: plan/confirmation update.	0.50	630.00
10/13/21	CAD	Telephone conference w/ Deutsche Bank, internal working group regarding plan/distributions and background (.5); correspondence w/ R. Shepard (Milbank), internal working group regarding current draft of shareholders agreement (.2); correspondence w/ J. Brandt regarding Debtors' filed modified third amended chapter 11 plan and additional plan supplements (.1) and review/analyze same (.3); review/analyze order striking B. Kim (Burlingame) objection to confirmation (.1); correspondence w/ D. Sinclair regarding partial list of directors (plan supplement document) (.1) and review/analyze same (.1).	1.40	1,589.00
10/13/21	T G	Review plan supplement docs (.6); correspondence w/ Debtors and W&C re warrant open issues (.3).	0.90	1,287.00
10/13/21	B M	Discussions with the Debtors and the Tranche B Lenders regarding the board selection process and outstanding plan supplement documents (2.1); memorandum regarding board issues (.3).	2.40	3,960.00
10/14/21	DMS	Review plan supplement documents (.7) and related correspondence with Willkie and White & Case teams (.4).	1.10	1,386.00
10/14/21	CAD	Review/analyze re-filed objection to plan filed by B. Kim (in individual capacity) (.2) and various correspondence w/ internal working group regarding same (.4); brief review/analysis of voting and solicitation procedures (.2);	1.10	1,248.50

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		review/analyze letter objection to plan submitted by GSA Express (.1); correspondence w/ A. Ambeault, internal working group regarding October 20 walk through (for confirmation hearing) and October 26 confirmation hearing and logistics (.2).		
10/14/21	B M	Review of the Kim objection (.6); correspond with the Debtors regarding the Kim objection (.3); review of the plan supplement documents (1.0); negotiations with the Debtors and Tranche B Lenders regarding the shareholder agreement and terms of the warrant agreement (.7).	2.60	4,290.00
10/14/21	R E	Review and summarize Kim plan objection (.5) and correspond with Milbank on process (.3).	0.80	900.00
10/15/21	DMS	Review and consider correspondence/proposals regarding warrant agreement.	0.30	378.00
10/15/21	DMS	Corr with Willkie and Jefferies team re warrants.	0.10	126.00
10/15/21	DMS	Review warrant instrument and correspondence with Willkie team re same.	0.50	630.00
10/15/21	CAD	Correspondence w/ J. Brandt, internal working group, committee members regarding list of reorganized debtors' board members and biographies (.1) and review/analyze same (.1); correspondence w/ R. Engelke, internal working group regarding B. Kim objection to plan and nature of holdings (.1); correspondence w/ internal group regarding B. Kim (Burlingame) re-filed plan objection (.1) and review/analyze same (.1).	0.50	567.50
10/15/21	B M	Negotiations with the Debtors and the Tranche B lenders regarding the plan supplement agreements (1.2); memorandum regarding the shareholder agreement and terms of the warrant (.7); review the voting report (.3); correspond with the Debtors regarding board selection issues (.4).	2.60	4,290.00
10/15/21	DMS	Review disclosure statement (.2) and correspondence with R Engelke re same (.2); Work on outline of response to Burlingame objection (.9) and correspondence with R Engelke re same (.2).	1.50	1,890.00

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10/16/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding plan voting report and results.	0.20	227.00
10/16/21	DMS	Review voting report (.1) and correspondence with Willkie team re same (.1).	0.20	252.00
10/17/21	CAD	Correspondence w/ B. Miller, internal working group regarding plan voting report/results.	0.10	113.50
10/18/21	DMS	Correspondence with Willkie team re warrant terms.	0.10	126.00
10/18/21	CAD	Correspondence w/ D. Anderson, internal working group regarding hybrid confirmation hearing on October 26 and logistics (.2); correspondence w/ J. Cho (counsel for class 11 claimant) regarding plan questions and voting deadline (.1); correspondence w/ J. Brandt, internal working group regarding letter from Ministry of the Treasury of El Salvador to the bankruptcy court regarding issues w/ Debtors' plan (.1) and review/analyze same (.1); correspondence w/ J. Brandt, internal working group regarding Im Jo Degerman pro se objection to confirmation (.1) and review/analyze same (.1).	0.70	794.50
10/18/21	B M	Review and discuss the objections to plan confirmation (1.3); correspond with the Debtors regarding the plan confirmation hearing (.6); call with S. Friedberg regarding the confirmation hearing (.3).	2.20	3,630.00
10/18/21	T G	Correspondence w/ team re warrant agreement open issues (.4); review plan objections (.4).	0.80	1,144.00
10/18/21	J B	Review and summarize filing re: statement on restructuring of plan and debtor tax debts (.2); review and summarize plan objection (.7).	0.90	742.50
10/18/21	A A	Coordinate appearances at hybrid confirmation hearing w/ Court (.3); corr. w/ D. Sinclair re: same (.1).	0.40	196.00
10/18/21	DMS	Coordinate with Willkie team regarding confirmation hearing (0.4); review and correspondence with Jefferies regarding voting report (0.2); correspondence with Jefferies team regarding warrants (0.2); correspondence with Willkie and Jefferies teams re confirmation hearing (0.5).	1.30	1,638.00

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10/19/21	DMS	Review committee member ballots (0.5); correspondence with Milbank re equity/cash elections (0.1).	0.60	756.00
10/19/21	DMS	Review objections to plan (0.2); call with R. Engelke, J. Brandt re joinder to confirmation brief (0.5); review documents related to DIP and equity commitment to prepare confirmation response (0.5).	1.20	1,512.00
10/19/21	CAD	Review/analyze ATA limited objection and reservation of rights to confirmation of plan (.2); review/analyze letter from Centro Farmaceutico to Judge Glenn regarding objection to plan voting process (.1); review/analyze Texas Comptroller objection to plan (.1); review/analyze DLA Piper Martinez objection to schedule of assumed contracts and leases (.1); review/analyze Debtors' plan voting certification (.1) and correspondence w/ D. Sinclair regarding same (.1); subsequent correspondence w/ internal working group regarding same and equity elections (.2); correspondence w/ R. Engelke, committee members regarding plan voting results (.1) and review/analyze summary of same (.1); correspondence w/ R. Engelke, internal working group, committee members regarding status of board selection process and committee consultation (.2).	1.30	1,475.50
10/19/21	B M	Review and discuss board candidate criteria w/ team (1.2); correspond with the UCC regarding board candidates (.3); review plan objections (1.4); call with S. Friedberg regarding plan ballot election (.3); review the voting results (.2).	3.40	5,610.00
10/19/21	T G	Review objections to Plan (.8); review plan voting report (.4) and correspondence w/ team re same (.2).	1.40	2,002.00
10/19/21	DMS	Review objections to plan and formulate responses.	0.50	630.00
10/19/21	R E	Draft, incorporate comments and send email to Committee with update on board consultation right and plan voting results (.8); review and summarize Plan objections (2.1).	2.90	3,262.50

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10/19/21	J B	Draft Committee joinder in support of debtors' confirmation brief.	4.50	3,712.50
10/19/21	J B	Call with D. Sinclair and R. Engelke re: UCC confirmation related pleading.	0.50	412.50
10/20/21	DMS	Corr with Willkie team re warrants.	0.20	252.00
10/20/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding objections to Debtors' chapter 11 plan (.1); review/analyze US Trustee objection to plan (.3); correspondence w/ internal working group regarding potential committee's recommended board members w/ UK and/or Colombian ties (.2); correspondence w/ A. Ambeault regarding October 26 confirmation hearing and logistics (.1); correspondence w/ R. Engelke, internal working group regarding summary of plan and plan-related (cure) objections (.1) and review/analyze same (.2); correspondence w/ D. Sinclair regarding today's confirmation hearing walkthrough and logistics for October 26 confirmation hearing (.1); various correspondence w/ internal working group regarding KGAL claims and plan voting/election issues (.3).	1.40	1,589.00
10/20/21	B M	Review the confirmation objections and UCC responses (1.2); memorandum regarding board seats (.3); correspond with the Debtors and Tranche B Lenders regarding confirmation issues (.4).	1.90	3,135.00
10/20/21	T G	Review summary of Plan objections for UCC (.4); review status of open Plan issues w/ team (.3); correspondence w/ team re KGAL claims/voting status (.4); correspondence w/ team re Board candidates (.3).	1.40	2,002.00
10/20/21	J B	Revise UCC joinder in support of confirmation and debtors' confirmation brief.	4.90	4,042.50
10/20/21	CAD	Correspondence w/ R. Engelke, committee members regarding summary chart of various objections to plan (.1) and review/analyze same (.1).	0.20	227.00
10/20/21	DMS	Attend confirmation hearing walk through with Judge Glenn, Debtors' and lenders' counsel	1.90	2,394.00

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		(0.7); correspondence with Willkie team re same (0.2); correspondence with L. Szelesinger, S. Wickowski re same (0.2); review outline of objection arguments (0.1); call with K Satterfield re same (0.2); review proofs of claim and voting info (0.3); corr with Willkie team re same (0.2).		
10/21/21	DMS	Review voting certification.	0.20	252.00
10/21/21	B M	Review and comment on the UCC Joinder and Statement in Support of Confirmation (1.3); review the substantive consolidation case law (2.1); review the amended plan supplement documents (.7); memorandum regarding open issues for the confirmation hearing (.5).	4.60	7,590.00
10/21/21	R E	Draft, markup and send joinder to Confirmation Brief (2.9); review and provide comments to Debtors' confirmation order (1.4).	4.30	4,837.50
10/21/21	J B	Further revise Committee joinder in support of debtors confirmation brief and plan confirmation.	1.00	825.00
10/22/21	CAD	Correspondence w/ D. Sinclair, E. Fleck (Milbank) regarding status of Debtors' confirmation brief and omnibus reply to plan objections (.2); correspondence w/ internal working group regarding status of open warrant issues and board selection process (.5); correspondence w/ R. Engelke, D. Sinclair regarding draft of proposed confirmation order (.3) and review/analyze comments to same (2x) (.7).	1.70	1,929.50
10/22/21	T G	Review confirmation order (.9); review UCC statement in support of plan (.5); correspondence w/ Jefferies and team re open points on warrant agreement (.4).	1.80	2,574.00
10/22/21	B M	Negotiations with the Debtors and the Tranche B Lenders regarding the warrant agreement and shareholders agreement (1,6); review of the board candidates and UCC consultation (.6); memorandum regarding plan confirmation issues (.5); correspond with the Debtors regarding the plan confirmation support brief (.4).	3.10	5,115.00

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10/22/21	R E	Markup and incorporate comments into confirmation order and circulate to Milbank and internal team (1.3); draft and send summary of board member candidates to D. Sinclair (0.6).	1.90	2,137.50
10/22/21	DMS	Review confirmation order (0.3); correspondence regarding new board (0.4); review and revise joinder to debtors' confirmation brief (4.8).	5.50	6,930.00
10/22/21	DMS	Review and markup revised confirmation order (1.4) and corr with R Engelke, C Damast re same (.4).	1.80	2,268.00
10/23/21	DMS	Review confirmation brief (0.4); review and revise confirmation brief joinder (0.4).	0.80	1,008.00
10/23/21	CAD	Correspondence w/ J. Brandt regarding draft of committee's joinder and statement in support of Debtors' confirmation brief (.2) and brief review/analysis of same (2x) (.2); correspondence w/ R. Engelke, K. Satterfield (Milbank) regarding comments to draft confirmation order (.1) and brief review/analysis of same (.2); correspondence w/ K. Satterfield (Milbank), D. Sinclair regarding draft of Debtors' confirmation brief (.1) and brief review/analysis of same (.3); review/analyze revised version of chapter 11 plan (.1); correspondence w/ R. Shepard (Milbank), internal working group regarding current draft of shareholders agreement (.2).	1.40	1,589.00
10/23/21	B M	Review and comment on the plan supplement documents, confirmation order and responses to the plan objectors.	2.40	3,960.00
10/23/21	J B	Review and attention to debtors' confirmation brief.	2.40	1,980.00
10/24/21	DMS	Review revised warrant instrument (.1) and corr with P. Engel, L. Szlezinger, Willkie team re same (.1).	0.20	252.00
10/24/21	DMS	Review revised warrant instrument/SHA (.3) and correspondence with Willkie/Jefferies teams re same (.1).	0.40	504.00
10/24/21	CAD	Correspondence w/ M. Maini (White & Case), internal working group, Jefferies regarding revised version of warrant instrument (.4); correspondence w/ R. Engelke, internal working	0.80	908.00

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		group regarding Debtors' confirmation brief, further modified plan, and Hughes declaration in support of plan (.1) and review/analyze same (.3).		
10/24/21	B M	Preparation for the confirmation hearing including the review of plan supplement documents and the confirmation support briefs.	1.80	2,970.00
10/24/21	R E	Review and summarize the Debtors' changes to the Plan, the declarations and confirmation brief.	1.60	1,800.00
10/25/21	DMS	Review revised confirmation joinder.	0.20	252.00
10/25/21	CAD	Review and revise committee's joinder and statement in support of Debtors' confirmation brief (.7); correspondence w/ internal working group regarding same and comments (.2); subsequent correspondence w/ J. Brandt regarding same (.1); review/analyze A. Neuhauser declaration in support of confirmation of plan (.2); correspondence w/ internal group regarding preparation for tomorrow's confirmation hearing (.2); correspondence w/ R. Engelke, K. Satterfield (Milbank) regarding status of draft confirmation order (.2) and review/analyze current version of same (2x) (.2).	1.80	2,043.00
10/25/21	B M	Preparation for the Avianca confirmation hearing (5.6); review the proposed revisions to the ECCA to be filed as a plan supplement (.4); correspond with the Debtors regarding confirmation hearing issues (.7); correspond with the UCC regarding the confirmation hearing (.3); review and comment on the proposed confirmation order (.4).	7.40	12,210.00
10/25/21	T G	Review confirmation brief (1.2); review/revise UCC statement in support (.4); review updated draft of Plan (.5); review updated confirmation order (.9); review updated plan supplement documents (1.4); review and analyze objections to plan and responses to same (2.2).	6.60	9,438.00
10/25/21	R E	Review updates to confirmation brief and order from Debtors.	0.60	675.00
10/25/21	I V O	Prepare materials for confirmation hearing.	1.00	295.00

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10/25/21	J B	Revise UCC joinder to confirmation brief (1.1) and coordinate filing re: same (.1).	1.20	990.00
10/25/21	DMS	Correspondence with Willkie team re confirmation joinder filing (0.4); corr with C. Damast re comments thereto (0.1); review and revise R Engelke email to clients (0.2).	0.70	882.00
10/25/21	DMS	Review and markup revised confirmation order (0.1) and corr with R Engelke, C Damast re same (0.1); review confirmation brief (0.8); various correspondence with Willkie and Jefferies teams re confirmation hearing and related materials (0.6); review and provide comments to confirmation order (0.6); review hearing agenda (0.1).	2.30	2,898.00
10/26/21	CAD	Review/analyze notice of filing of plan supplement.	0.30	340.50
10/26/21	CAD	Review/analyze amended agenda for confirmation hearing.	0.10	113.50
10/26/21	B M	Review plan supplement including ECCA amendment (.8); correspond with the UCC regarding the confirmation hearing (.4); review the amended confirmation order (.4).	1.60	2,640.00
10/26/21	R E	Review revised confirmation brief and Plan Supplement documents (0.4) and prepare for confirmation hearing (0.2).	0.60	675.00
10/26/21	J B	Draft corr. to UCC re: confirmation hearing.	1.10	907.50
10/27/21	WTE	Corr. w/ Willkie team re confirmation hearing.	0.10	135.00
10/27/21	CAD	Correspondence w/ internal working group regarding CAXDAC inquiries concerning yesterday's confirmation hearing (regarding UK relocation).	0.20	227.00
10/27/21	B M	Review the confirmation hearing transcript (.5); correspond with the Debtors regarding the findings of fact and conclusions of law (.4); call with the Debtors to discuss next steps (.4).	1.30	2,145.00
10/27/21	V M	Corresp with D. Sinclair re UK holdco structure.	0.10	180.00
10/27/21	R E	Correspondence with V. Mahmoudov, advisors and internal team on creditor questions regarding hearing yesterday including UK	1.60	1,800.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22120042

Client/Matter No. 128272.00001

		redomicilation and coordinate call for tomorrow morning (1.6).		
10/27/21	DMS	Corr with R. Engelke, Milbank, Committee advisors re redomicilation (0.4); correspondence with Willkie team re redomicilation/tax issues (0.1).	0.50	630.00
10/28/21	DMS	Call with Milbank and Willkie teams regarding redomicilation (0.2); follow up correspondence with Willkie team regarding same (0.3).	0.50	630.00
10/28/21	CAD	Correspondence w/ D. Sinclair, V. Mahmoudov, internal working group regarding CAXDAC plan/redomicilation inquiries and issues (.3); correspondence w/ J. Wolk (Milbank) regarding draft of proposed findings of fact and conclusions of law regarding confirmation objections (.2) and review/analyze same (2x) (1.5); correspondence w/ D. Sinclair, B. Miller regarding same (.2); correspondence w/ E. Fleck (Milbank) regarding same (.1); correspondence w/ K. Satterfield (Milbank), internal working group regarding revisions to proposed confirmation order (.1) and review/analyze same (.1); correspondence w/ D. Sinclair regarding same (.1).	2.60	2,951.00
10/28/21	DMS	Review findings of fact and conclusions of law (0.4); review revised confirmation order (0.2).	0.60	756.00
10/28/21	V M	Call with D. Sinclair (WFG), R. Jacobs (Milbank) re UK holdco structure (0.2); follow-up corresp with D. Sinclair re structure (0.1).	0.30	540.00
10/28/21	B M	Review and comment on the Findings of Fact and Conclusions of Law prepared by the Debtors and the Objectors (1.4); correspond with the Debtors regarding the Findings of Fact and Conclusions of Law (.4).	1.80	2,970.00
10/28/21	T G	Review and analyze Debtors proposed findings and conclusions (1.1); review Baruch parties proposed findings (.4); correspondence w/ team re UK domicile questions (.2).	1.70	2,431.00
10/28/21	JCD	Review proposed findings of fact and conclusions of law.	0.60	1,140.00
10/28/21	R E	Review and summarize findings of fact and conclusions of law (0.8); call with Milbank and internal team on UK domiciliation (0.4).	1.20	1,350.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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10/29/21	CAD	Review/analyze Baruch creditors' proposed findings of fact and conclusions of law regarding confirmation objections.	0.30	340.50
10/29/21	V M	Review emails with D. Sinclair and client re: tax structure.	0.10	180.00
10/29/21	B M	Review the proposed Findings of Fact and Conclusions of Law (.5); correspond with the UCC regarding the next steps for Judge Glenn (.3); call with Robertson regarding the confirmation hearing (.3).	1.10	1,815.00
Sub-Total			192.00	255,738.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/12/21	T G	Correspondence w/ team re hearing coverage.	0.30	\$ 429.00
10/13/21	CAD	Prepare for (.1) and participate in (.4) today's omnibus hearing (Credit Suisse fee application and plan status report); prepare and circulate summary of hearing (.5).	1.00	1,135.00
10/13/21	T G	Participate in hearing (.4); correspondence w/ team re same (.3).	0.70	1,001.00
10/13/21	R E	Attend (.4) and summarize hearing on CS fee application and case status update (.7).	1.10	1,237.50
10/13/21	J B	Attend hearing re: Credit Suisse fee application.	0.30	247.50
10/26/21	CAD	Participate in today's omnibus hearing (including confirmation hearing) (5.3); correspondence w/ J. Brandt, D. Sinclair regarding summary of hearing for committee (.1) and review and revise same (.1).	5.50	6,242.50
10/26/21	T G	Prepare for (.7) and attend (partial) confirmation hearing (5.4); follow-up w/ team re same (.4); call w/ DB re confirmation hearing (.2).	6.70	9,581.00
10/26/21	DMS	Attend confirmation hearing.	5.50	6,930.00
10/26/21	R E	Attend and summarize confirmation hearing.	4.40	4,950.00

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10/26/21	J B	Attend confirmation hearing.	4.50	3,712.50
10/26/21	B M	Attend confirmation hearing.	7.00	11,550.00
Sub-Total			37.00	47,016.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/4/21	AJM	Catch-up call with V. Iannece and A&M (.3); prepare revised slideshow presentation and transmitted same to J. Dugan (1.9); reviewed Avianca's holding policy and sent same to J. Dugan (.1).	2.30	\$ 2,461.00
10/4/21	VPI	Revise draft presentation on claims investigation (.8); prepare comments to schedule of retained causes of action (1.2); call with A&M re schedule of retained causes of action (.3).	2.30	2,852.00
10/4/21	JCD	Revisions to summary of claims investigation (.8); call with litigation team (.3).	1.10	2,090.00
10/5/21	VPI	Review mark-up of schedule of retained causes of action.	0.30	372.00
10/6/21	AJM	Coordinate discussion of DIP lender claims with R. Engelke.	0.50	535.00
10/6/21	VPI	Revise draft claims investigation presentation (.2); attend professionals call re: same (.5).	0.70	868.00
10/7/21	AJM	Discussed DIP lender claims with R. Engelke (.2); relayed same to J. Dugan (.1); revise Avianca presentation per J. Dugan comments (1.9).	2.20	2,354.00
10/7/21	VPI	Attend UCC meeting re: claims.	0.40	496.00
10/13/21	CAD	Review and revise presentation to committee regarding potential causes of action (1.9); correspondence w/ internal working group regarding same and comments (.3); review/analyze DIP credit agreement regarding same (.3).	2.50	2,837.50
10/13/21	JCD	Review comments to presentation on potential	0.60	1,140.00

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Client/Matter No. 128272.00001

10/13/21	VPI	UCC claims against related parties. Attend professionals call re: claims (.4); draft summary of professionals call (.2).	0.60	744.00
Sub-Total			13.50	16,749.50

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/6/21	CAD	Correspondence w/ R. Engelke, internal working group regarding Debtors' motion to approve settlement agreement w/ Serranos (.2) and review/analyze same (.2); correspondence w/ B. Schak (Milbank), internal working group regarding unredacted Serrano settlement agreement (.1) and review/analyze same (.2).	0.70	\$ 794.50
10/27/21	CAD	Review/analyze signed order approving settlement agreement among Debtors and Serranos.	0.10	113.50
Sub-Total			0.80	908.00

Willkie Fee Statement and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/29/21	A A	Draft Willkie September monthly fee statement (.8); prepare, file and coordinate service of same (.4).	1.20	\$ 588.00
Sub-Total			1.20	588.00

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Invoice No. 22120042

Client/Matter No. 128272.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	5.30	\$	1,900.00	\$	10,070.00
EGUCHI, WESTON T.	0.40		1,350.00		540.00
GOREN, TODD	54.50		1,430.00		77,935.00
LENNON, BRIAN	1.00		1,650.00		1,650.00
MAHMOUDOV, VADIM	1.90		1,800.00		3,420.00
MILLER, BRETT	77.10		1,650.00		127,215.00
COHN, HENRY M.	1.30		1,900.00		2,470.00
DAMAST, CRAIG A.	51.40		1,135.00		58,339.00
BRANDT, JOSEPH	28.20		825.00		23,265.00
ENGELKE, ROBERT	58.70		1,125.00		66,037.50
IANNECE, VINCENT P.	4.30		1,240.00		5,332.00
MIAN, ALINA JAMIL	5.00		1,070.00		5,350.00
SINCLAIR, DEBRA M.	58.10		1,260.00		73,206.00
AMBEAULT, ALISON	3.30		490.00		1,617.00
HALLORAN, ASHLEY	1.60		295.00		472.00
VAN OPPEN, ISABELLE	1.00		295.00		295.00

Professional Fees \$ 457,213.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Postage/Messenger/Overnight Delivery	\$ 55.00
Teleconferencing	4.74
Data Acquisition	169.44
Outside Consultants	755.09
Transcript Costs	<u>273.60</u>

Disbursements and Other Charges 1,257.87

Total this Invoice \$ 458,471.37

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22120042
Client/Matter No. 128272.00001
November 30, 2021

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through October 31, 2021

Assumption and Rejection of Leases and Contracts	\$	5,172.50
Business Operations	\$	2,362.00
Case Administration	\$	32,801.00
Claims Administration and Objections	\$	16,043.00
Corporate Governance and Board Matters	\$	4,436.00
Employment and Fee Applications	\$	4,635.50
Financing and Cash Collateral	\$	1,237.50

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Meetings and Communications with Creditors	\$ 69,526.50
Plan and Disclosure Statement	\$ 255,738.00
Hearings	\$ 47,016.00
Claims Investigation	\$ 16,749.50
Other Motions/Applications	\$ 908.00
Willkie Fee Statement and Applications	\$ 588.00
Disbursements and Other Charges	<u>1,257.87</u>
Total this Invoice	<u><u>\$ 458,471.37</u></u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.

ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

NOVEMBER 2021

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22200150
Client/Matter No. 128272.00001
January 7, 2022

FOR PROFESSIONAL SERVICES RENDERED

through November 30, 2021 as set out in the
attached detail

Assumption and Rejection of Leases and Contracts	\$	227.00
Business Operations	\$	1,001.00
Case Administration	\$	1,583.00
Claims Administration and Objections	\$	2,013.00
Employment and Fee Applications	\$	7,856.00
Meetings and Communications with Creditors	\$	6,499.50
Plan and Disclosure Statement	\$	53,371.50
Tax	\$	6,851.00
Disbursements and Other Charges		<u>941.32</u>
Total this Invoice	\$	<u><u>80,343.32</u></u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22200150

Client/Matter No. 128272.00001

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/4/21	CAD	Review/analyze notice of filing of revised order authorizing Debtors to enter into umbrella agreements and related documents and assumption of amended aircraft lease agreements (.1) and signed order regarding same (.1).	0.20	\$	227.00
		Sub-Total	0.20		227.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/10/21	T G	Review aircraft fleet status/recent deals.	0.70	\$	1,001.00
		Sub-Total	0.70		1,001.00

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/3/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (.2); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's committee meeting (.3); correspondence w/ D. Sinclair regarding today's calls w/ committee's professionals and Debtors'/committee's professionals (.2).	0.70	\$	794.50
11/3/21	R E	Call with UCC advisors re: legal and financial updates (0.3); collect and circulate agenda material for Committee call (0.3).	0.60		675.00
11/10/21	CAD	Review/analyze notice of change of omnibus hearing date to December 16.	0.10		113.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

Sub-Total	1.40	1,583.00
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Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/12/21	CAD	Review/analyze omnibus CNO regarding Debtors' sixth through ninth omnibus claims objections (.1) and signed orders regarding same (.1).	0.20	\$	227.00
11/14/21	R E	Review and circulate Debtors settlement with ECA finance entities to Alton.	0.50		562.50
11/16/21	CAD	Review/analyze Debtors' notice of presentment of stipulation and order w/ GECAS and Wells Fargo regarding settlement of claims.	0.20		227.00
11/16/21	CAD	Review/analyze Debtors' motion to approve settlement agreement w/ ECA Finance Entities.	0.30		340.50
11/23/21	CAD	Review/analyze signed stipulation and order among Debtors and GECAS/Wells Fargo regarding settlement of claims.	0.10		113.50
11/23/21	CAD	Review/analyze signed order approving settlement agreement w/ ECA Finance Entities.	0.10		113.50
11/23/21	T G	Review GECAS claim settlement stip.	0.30		429.00
		Sub-Total	1.70		2,013.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/3/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), B. Miller regarding final fee application instead of interim (.1); review/analyze Oliver Wyman July-October monthly fee statement (.1).	0.20	\$	227.00
11/3/21	R E	Review and circulate Oliver Wyman monthly statement.	0.20		225.00
11/5/21	CAD	Review/analyze notice of presentment of modified order establishing interim compensation procedures.	0.10		113.50

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11/8/21	CAD	Review/analyze August 2021 FTI monthly fee statement (.1); review/analyze notice of fifteenth amended ordinary course professionals list (.1).	0.20	227.00
11/9/21	CAD	Review/analyze Milbank September 2021 monthly fee statement.	0.10	113.50
11/9/21	R E	Correspondence with advisors on interim fee application schedule.	0.60	675.00
11/16/21	CAD	Review/analyze signed modified order establishing procedures for interim compensation (.1); correspondence w/ B. Schak (Milbank), internal working group regarding estimated fees of committee professionals for emergence funds flow (.2).	0.30	340.50
11/18/21	DMS	Review escrow agreement for professional fees	0.20	252.00
11/18/21	CAD	Correspondence w/ B. Schak (Milbank), internal working group regarding draft of professional fee escrow agreement (.1) and review/revise same (2x) (.8); correspondence w/ D. Sinclair regarding same and comments (.2); correspondence w/ R. Engelke regarding same and revised draft (.1).	1.20	1,362.00
11/18/21	R E	Review, revise and incorporate comments to professional fee escrow agreement and send back to Milbank.	1.20	1,350.00
11/19/21	DMS	Review escrow agreement and correspondence with R. Engelke re same.	0.20	252.00
11/19/21	CAD	Correspondence w/ internal working group regarding further comment to draft of professional fee escrow agreement (.2); correspondence w/ R. Engelke, B. Schak (Milbank) regarding same (.1); review/analyze notice of proposed addendum to amended audit services engagement letter between Debtors and KPMG S.A.S. (.1).	0.40	454.00
11/22/21	DMS	Corr with P. Engel regarding professional fees in funds flow.	0.10	126.00
11/23/21	CAD	Review/analyze A&M October monthly fee statement.	0.10	113.50
11/30/21	R E	Review, revise and finalize monthly statements for Alton, Arrieta and Jefferies.	1.80	2,025.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22200150

Client/Matter No. 128272.00001

Sub-Total 6.90 7,856.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/3/21	T G	Call w/ co-chairs re case status (.2); correspondence w/ Alton re same/status (.2); review agenda for UCC call (.2).	0.60 \$	858.00
11/4/21	CAD	Participate in weekly creditors' committee meeting regarding legal and financial matters/case status (signed confirmation order/Effective Date potential timing/miscellaneous matters).	0.50	567.50
11/4/21	J B	Attend call with Committee re: plan confirmation update, case wrap up, and related issues.	0.50	412.50
11/10/21	T G	Review Alton update for UCC.	0.60	858.00
11/11/21	CAD	Correspondence w/ J. Adriaenssens (Alton), committee members regarding weekly financial presentation (.1) and review/analyze same (.2).	0.30	340.50
11/15/21	T G	Call w/ R Engelhardt re plan distributions.	0.20	286.00
11/17/21	DMS	Call with creditors re Avianca plan.	0.30	378.00
11/17/21	T G	Call w/ Arbour Lane re plan questions (.3); correspondence w/ Barclays re same (.3).	0.60	858.00
11/18/21	CAD	Correspondence w/ J. Adriaenssens (Alton), Committee members regarding weekly operations and news update (.1) and review/analyze same (.2).	0.30	340.50
11/18/21	T G	Review and analyze Alton weekly presentation for UCC.	0.60	858.00
11/29/21	J B	Draft update for UCC re updates on plan confirmation appeal and effective date.	0.90	742.50
		Sub-Total	5.40	6,499.50

Plan and Disclosure Statement

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
9/13/21	AMG	Corr. w/ D. Sinclair re: warrants (.2); review background (.1).	0.30 \$	495.00
9/23/21	AMG	Review background materials (.3); conf call w/ Willkie team re: plan docs (.4).	0.70	1,155.00
9/24/21	AMG	All-hands conf call re: plan docs (.8); review background materials i/c/w same (.3).	1.10	1,815.00
9/25/21	AMG	Conf call w/ W&C team & Willkie team re: warrants.	0.50	825.00
9/30/21	AMG	Review warrant/shareholders materials.	1.70	2,805.00
10/1/21	AMG	Review plan materials.	1.50	2,625.00
10/3/21	AMG	Review warrant (1.1); prepare issues list i/c/w same (.6); corr. w/ working group re: same (.5).	2.20	3,850.00
10/4/21	AMG	Review Articles & warrant (1.0); corr. w/ D. Sinclair re: same (.1).	1.10	1,925.00
10/5/21	AMG	Review Articles & SHA (1.0); corr. w/ working group re: same (.2).	1.20	2,100.00
10/10/21	AMG	Call w/ G. Potel re: SHA (.2); review transaction documents (.4).	0.60	1,050.00
10/12/21	AMG	Corr. w/ Willkie team re: SHA/Warrants.	0.40	700.00
10/25/21	AMG	Review Articles, Warrant & SHA (.4); corr. w/ D. Sinclair re: same (.2).	0.60	1,050.00
10/28/21	AMG	Calls w/ M. Whelan & AJ Erickson re: warrants (.6); corr. w/ working group re: same (.2).	0.80	1,400.00
11/1/21	CAD	Correspondence w/ N. Skinner (White & Case), R. Shepard (Milbank), internal working group regarding articles of association of reorganized Avianca.	0.10	113.50
11/1/21	B M	Plan effective date planning for the UCC and obligations of the Debtors/Tranche B lenders.	1.20	1,980.00
11/2/21	T G	Review materials re UK domiciliation (.6); call w/ J Bonteque re same (.5).	1.10	1,573.00
11/2/21	CAD	Correspondence w/ internal working group, committee members regarding signed confirmation order (.1); correspondence w/ J. Bonteque (Moses & Singer), internal working group regarding Debtors' redomiciliation analysis (.2) and review/analyze same (.1).	0.40	454.00
11/3/21	CAD	Review/analyze signed confirmation order,	0.50	567.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Client/Matter No. 128272.00001

		including attached findings of fact and conclusions of law.		
11/4/21	B M	Review the board candidates (.5); prepare memorandum regarding the potential board members for UCC (.3).	0.80	1,320.00
11/5/21	T G	Review UK tax summary for UCC (.4) and correspondence w/ team re same (.2).	0.60	858.00
11/8/21	CAD	Correspondence w/ Milbank, White & Case, internal working group regarding shares and warrants to be issued to general unsecured creditors.	0.20	227.00
11/8/21	T G	Correspondence w/ Debtors/W&C re SHA/warrant share count.	0.30	429.00
11/8/21	B M	Review and comment on the shareholder agreement (.4); correspond with CAXDAC regarding the redomiciliation of Avianca (.3).	0.70	1,155.00
11/9/21	T G	Correspondence w/ Jefferies re emergence update.	0.20	286.00
11/11/21	B M	Review the FA report to the UCC regarding operations (.3); memorandum regarding board selection (.3).	0.60	990.00
11/12/21	CAD	Correspondence w/ S. Moeller-Sally (White & Case), internal working group, P. Engel (Jefferies) regarding GUC share/warrant calculator (.2); review/analyze B. Kim/Burlingame notice of appeal of confirmation order (.1); correspondence w/ internal working group, committee members regarding same (.3) and review/revise correspondence to committee members regarding same (.1); correspondence w/ R. Engelke, committee members regarding same (.1).	0.80	908.00
11/12/21	T G	Review B. Kim notice of appeal and correspondence w/ team re same (.5); review updated shareholders agreement (.4).	0.90	1,287.00
11/17/21	DMS	Review voting report (.3) and corr with T Goren re same (.1).	0.40	504.00
11/17/21	CAD	Telephone conference w/ E. Coy/J. Bradley (Arbour Lane), internal working group regarding plan treatment/mechanics and next steps.	0.40	454.00
11/23/21	B M	Correspond with the Debtors and the plan	1.20	1,980.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22200150

Client/Matter No. 128272.00001

		parties regarding the effective date and required documents (.8); memorandum regarding the effective date (.4).		
11/24/21	B M	Correspond with the Debtors regarding the effective date (.4); call with Delaware Trust regarding the claims observer role (.3); memorandum regarding open issues for the effective date (.4).	1.10	1,815.00
11/27/21	B M	Review the open issues list for the Effective Date and matters for UCC review (1.2); memorandum regarding issues for the UCC (.4).	1.60	2,640.00
11/29/21	DMS	Reivew revised SHA and warrant instrument.	0.40	504.00
11/29/21	DMS	Review shareholders agreement (.1); corr with M. Getachew, T. Goren, B. Miller re same (.1).	0.20	252.00
11/29/21	CAD	Correspondence w/ J. Brandt, internal working group regarding Burlingame's designation of record and statement of issues on appeal of confirmation order (.2) and review/analyze same (.2); subsequent correspondence w/ internal working group regarding timing of filing of appellate briefs (.1); correspondence w/ internal working group regarding effective date status and timing (.1); correspondence w/ A. Wang (Milbank), internal working group regarding share/warrant calculator (.1).	0.70	794.50
11/29/21	B M	Review and comment on the Warrant agreement (.5); correspondence with Jefferies regarding the Warrant Agreement (.3); memorandum regarding open points for the effective date (.4); review the Appeal of the confirmation order (.5).	1.70	2,805.00
11/29/21	DMS	Review revised warrant agreement (.3) and corr with White & Case, Milbank re same (.1).	0.40	504.00
11/29/21	T G	Review updated confirmation documents (.8); correspondence w/ Milbank re effective date timing (.2); review statement of issues on appeal (.4).	1.40	2,002.00
11/29/21	AMG	Reviewed transaction documents (.3); corr. w/ D. Sinclair re: same (.2).	0.50	875.00
11/30/21	B M	Review and comment on the final documents necessary for the plan to go effective.	1.70	2,805.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22200150

Client/Matter No. 128272.00001

11/30/21	T G	Review updated plan documents for closing.	0.80	1,144.00
11/30/21	AMG	Review SHA comments (.1); corr. w/ D. Sinclair re: same (.1).	0.20	350.00
Sub-Total			33.80	53,371.50

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/21	V M	Review UK-Colombia treaty in prep for client call.	0.10	\$ 180.00
11/2/21	DMS	Review jurisdictional memo and related correspondence with Willkie team.	0.10	126.00
11/2/21	V M	Further review of structure and Milbank summaries (0.2); call with J. Bonteque (counsel for CAXDAC), T. Goren (WFG) re tax structure (0.5); email J. Scobie (WFG UK) re UK holdco tax structure (0.1).	0.80	1,440.00
11/3/21	J S	Review background documentation re: UK tax structure (.9); discussing with V. Mahmoudov (.2).	1.10	1,925.00
11/3/21	V M	Call with Jane Scobie (WFG-UK) re UK holdco structure.	0.30	540.00
11/4/21	J S	Call with Milbank re: UK tax structure (.4); draft UK tax summary (.8).	1.20	2,100.00
11/4/21	V M	Corr. with J. Scobie re UK tax summary.	0.10	180.00
11/5/21	V M	Corr. with team, Bonteque re UK tax summary.	0.20	360.00
Sub-Total			3.90	6,851.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

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Invoice No. 22200150

Client/Matter No. 128272.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
GETACHEW, MARK	13.40	\$	1,717.91	\$	23,020.00
GOREN, TODD	8.90		1,430.00		12,727.00
MAHMOUDOV, VADIM	1.50		1,800.00		2,700.00
MILLER, BRETT	10.60		1,650.00		17,490.00
SCOBIE, JANE	2.30		1,750.00		4,025.00
DAMAST, CRAIG A.	8.70		1,135.00		9,874.50
BRANDT, JOSEPH	1.40		825.00		1,155.00
ENGELKE, ROBERT	4.90		1,125.00		5,512.50
SINCLAIR, DEBRA M.	2.30		1,260.00		2,898.00

Professional Fees	\$	79,402.00
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<u>Disbursements and Other Charges</u>	<u>Amount</u>
Teleconferencing	\$ 0.73
Local Meals	268.90
Outside Consultants	<u>671.69</u>

Disbursements and Other Charges	<u>941.32</u>
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Total this Invoice	<u>\$ 80,343.32</u>
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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF AVIANCA

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22200150
Client/Matter No. 128272.00001
January 7, 2022

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through November 30, 2021

Assumption and Rejection of Leases and Contracts	\$	227.00
Business Operations	\$	1,001.00
Case Administration	\$	1,583.00
Claims Administration and Objections	\$	2,013.00
Employment and Fee Applications	\$	7,856.00
Meetings and Communications with Creditors	\$	6,499.50

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PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: 021000089
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: 09257961
INTERNATIONAL SWIFT NUMBER: CITIUS33
REFERENCE: 128272.00001

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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Plan and Disclosure Statement	\$ 53,371.50
Tax	\$ 6,851.00
Disbursements and Other Charges	<u>941.32</u>
Total this Invoice	<u>\$ 80,343.32</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

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