

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

In re:)	Chapter 11
Voyager Aviation Holdings, LLC <i>et al.</i> ,)	Case No. 23-11177 (JPM)
Debtors. ¹)	(Jointly Administered)

**SEVENTH MONTHLY FEE STATEMENT OF KPMG LLP (US)
TO PROVIDE AUDIT, TAX COMPLIANCE, TAX PROVISION,
TAX CONSULTING AND TAX ADVISORY SERVICES TO THE DEBTORS FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD FROM
FEBRUARY 1, 2024 THROUGH FEBRUARY 29, 2024**

Name of Applicant:	KPMG LLP (US)
Authorized to Provide Professional Services to:	The Debtors
Date of Retention:	September 19, 2023 effective as of the Petition Date
Period for Which Compensation and Reimbursement is Sought:	February 1, 2024 through February 29, 2024
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	\$ 6,553.00
Less 20% Holdback:	\$ (1,310.60)
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$ 0.00
Total Fees and Expenses Due:	\$ 5,242.40
This is a: <u> X </u> Monthly <u> </u> Interim <u> </u> Final Application	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.



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Period KPMG LLP (US) (“KPMG”), providing audit, tax compliance, tax provision, tax consulting and tax advisory services to the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby submits this statement of fees and disbursements (the “Seventh Monthly Fee Statement”) covering the period from February 1, 2024 through and including February 29, 2024 (the “Compensation Period”) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 240] (the “Interim Compensation Order”).

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

In support of this Seventh Monthly Fee Statement, attached hereto as **Exhibit A** is a (i) detailed list of all KPMG professionals who worked on this case during the Compensation Period, and (ii) summary hours by financial professionals that were recorded in one-tenth hour increments by project category and that set forth a description of services performed by each KPMG professional on behalf of the Debtors.

Also in support of this Seventh Monthly Fee Statement, attached hereto as **Exhibit B** is a summary of the hours and fees incurred by category during the Compensation Period by KPMG on behalf of the Debtors.

Also in support of this Seventh Monthly Fee Statement, attached hereto as **Exhibit C1 – C8** is the supporting detail by activity by professional detailing the activities and services performed by KPMG professionals on behalf of the Debtors.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

As set forth in **Exhibit D** and further detailed on **Exhibit D1**, KPMG is not seeking any reimbursement of actual and necessary expenses incurred by KPMG during the Compensation Period.

REPRESENTATIONS

Although every effort has been made to include all fees and expenses incurred during the Compensation Period, some fees and expenses might not be included in this Seventh Monthly Fee Statement due to delays caused by accounting and processing during the Compensation Period. KPMG reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the Interim Compensation Order.

By this Seventh Monthly Fee Statement, KPMG requests (a) allowance and payment of compensation in the amount of \$5,242.40 (80% of \$ 6,553.00) for fees on account of reasonable and necessary professional services rendered to the Debtors by KPMG during the Compensation Period and (b) reimbursement of actual and necessary expenses in the amount of \$0.00 incurred by KPMG during the Compensation Period.

Dated: March 28, 2024

/s/ Kulwinder S. Gill
Kulwinder S. Gill
Partner
KPMG LLP
677 Washington Boulevard, 4th Floor
Stamford, CT 06901

EXHIBIT A

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Summary Of Hours and Discounted Fees Incurred By Professional

February 1, 2023 through February 29, 2024

Professional Person	Position & Department	Total Billed Hours	Hourly Billing Rate	Total Compensation
Anthony Auriemma	Principal - State and Local Tax	1.0	\$ 1,005	\$ 1,004.50
Celeste Campbell	Manager - Bankruptcy	3.5	\$ 277	\$ 969.50
Chris Gardella	Senior Manager - Washington National Tax	2.0	\$ 928	\$ 1,856.00
Daniel Ward	Managing Director - Audit	0.5	\$ 670	\$ 335.00
Juanita Garza	Senior Associate - Bankruptcy	3.7	\$ 228	\$ 843.60
Kulwinder Gill	Partner - Audit	2.2	\$ 702	\$ 1,544.40
Hours and Fees at Discounted Rates		12.9		\$ 6,553.00
Total Discounted Fees				\$ 6,553.00
Out of Pocket Expenses				\$ -
Total Fees & Out of Pocket Expenses				\$ 6,553.00
Less Holdback Adjustment (20%)				(1,310.60)
Net Requested Fees & Out of Pocket Expenses				\$ 5,242.40
Blended Hourly Rate			\$ 507.98	

EXHIBIT B

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Summary of Hours and Discounted Fees Incurred by Category
February 1, 2023 through February 29, 2024

Category	Exhibit	Total Billed Hours	Total Fees Requested
Audit Services	C1	2.7	\$ 1,879.40
FY23 Consulting - Tax Modeling Services	C2	0.0	\$ -
2022 Tax Provision Services	C3	0.0	\$ -
TY22 Consulting Services	C4	3.0	\$ 2,860.50
Retention Services	C5	0.0	\$ -
Fee Application Preparation Services	C6	7.2	\$ 1,813.10 ¹
TY2022 Tax Compliance Services - Fixed Fee	C7	0.0	\$ -
Out-of-Scope TY2022 Tax Compliance Services - Additional State Filings	C8	0.0	\$ -
Total		12.9	\$ 6,553.00

¹ Fee Application preparation is out of necessity performed subsequent to when core services are provided.

EXHIBIT C1

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Audit Services

February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
Kulwinder Gill	02/01/24	(0.4) Audit Committee call on 02/01/24 with C. Kielkucki, R. Del Genio (FTI Consulting), V. Zhao (Millbank), D. Echtchenko (Pimco), J. Ahern (KPMG), S. Varner and A. Alperin (Voyager Audit Committee) to discuss audit status and timeline for completion, as of 02/01/24.	0.4	\$ 702	\$ 280.80
Kulwinder Gill	02/01/24	(0.5) Read updated Voyager Corporate Governance Memo to gain insight into the changes as well as the impact to the 2022 VAH Audit.	0.5	\$ 702	\$ 351.00
Kulwinder Gill	02/12/24	(0.3) Preparing for call with P. Denaro (Millbank) on 2022 Audit Status and timing of completion by reviewing RSA and determining effect of Audit status.	0.3	\$ 702	\$ 210.60
Kulwinder Gill	02/12/24	(0.4) Call with P. Denaro (Millbank) to discuss RSA status and impact to the 2022 Audit timing / status.	0.4	\$ 702	\$ 280.80
Daniel Ward	02/12/24	(0.5) Audit Committee call on 02/12/24 with C. Kielkucki, J. Ellis and R. Del Genio (FTI Consulting), V. Zhao (Millbank), D. Echtchenko (Pimco), K. Gill, D. Ward, J. Ahern (KPMG), and S. Varner and A. Alperin (Voyager Audit Committee) discuss audit status and timeline for completion.	0.5	\$ 670	\$ 335.00
Kulwinder Gill	02/13/24	(0.4) Review emails from debtors' counsel and J. Garza (KPMG) regarding first interim application hearing / preparing for hearing. (0.2) Review / agree to the 10% holdback request from the US Trustee and respond to J. Garza (KPMG).	0.6	\$ 702	\$ 421.20
Total Audit Services			2.7		\$ 1,879.40

EXHIBIT C2

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

FY23 Consulting - Tax Modeling Services

February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
<i>no services provided in current month</i>					
Total FY23 Consulting - Tax Modeling Services			<u>0.0</u>		<u>\$ -</u>

EXHIBIT C3

Voyager Aviation Holdings, LLC, et al.
Case No. 23-11177
2022 Tax Provision Services
February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
		<i>no services provided in current month</i>			
		Total 2022 Tax Provision Services	<u><u>0.0</u></u>		<u><u>\$ -</u></u>

EXHIBIT C4

Voyager Aviation Holdings, LLC, et al.
Case No. 23-11177
TY22 Consulting Services
February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
Chris Gardella	02/02/24	Continue, as of 02/02/24, to update the CT FSC Documentation Memo in preparation for finalizing / sending to the client.	2.0	\$ 928	\$ 1,856.00
Anthony Auriemma	02/09/24	Principal review, as of 02/09/24, of the CT FSC Documentation memo, concurrently providing comments.	1.0	\$ 1,005	\$ 1,004.50
Total TY22 Consulting Services			3.0		\$ 2,860.50

EXHIBIT C5

Voyager Aviation Holdings, LLC, et al.
Case No. 23-11177
Retention Services
February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
<i>no services provided in current month</i>					
Total Retention Services			<u>0.0</u>		<u>\$ -</u>

EXHIBIT C6

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Fee Application Preparation Services
February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
Juanita Garza	02/01/24	(0.1) Draft email to K. Gill (KPMG) regarding hearing for first interim fee application.	0.1	\$ 228	\$ 22.80
Celeste Campbell	02/01/24	0.4 Perform manager review VAH 5th monthly narrative as required in advance of filing, concurrently providing comments.	0.4	\$ 277	\$ 110.80
Juanita Garza	02/01/24	(1.0) Finalize, as of 02/02/24, 5th monthly exhibits in advance of sending for manager review.	1.0	\$ 228	\$ 228.00
Celeste Campbell	02/01/24	1.6 Perform manager review of VAH 5th monthly exhibits as required in advance of filing, concurrently providing comments.	1.6	\$ 277	\$ 443.20
Juanita Garza	02/06/24	(0.1) Draft email to J. Santos (Milbank) regarding VAH footnotes.	0.1	\$ 228	\$ 22.80
Celeste Campbell	02/06/24	Finalize VAH footnotes in advance of submission for partner review.	0.3	\$ 277	\$ 83.10
Juanita Garza	02/07/24	(0.1) Draft email to J. Santos (Milbank) requesting filing / service of fifth monthly fee statement.	0.1	\$ 228	\$ 22.80
Juanita Garza	02/08/24	Update, as of 02/08/23, the fifth monthly fee statement (0.4); email finalized document to J. Santos (Milbank) for filing /service (0.1).	0.5	\$ 228	\$ 114.00
Juanita Garza	02/12/24	Draft email to J. Santos (Milbank) regarding status of hearing for first interim fee application.	0.1	\$ 228	\$ 22.80
Juanita Garza	02/13/24	Review / respond to email from J. Santos and E. Seltzer (Milbank) regarding US Trustee request for releasing 10% of 20% holdback and draft email to K. Gill (KPMG) regarding the same.	0.1	\$ 228	\$ 22.80
Juanita Garza	02/20/24	Begin to prepare 6th monthly fee statement.	1.0	\$ 228	\$ 228.00
Celeste Campbell	02/23/24	Perform manager review of VAH 6th monthly fee statement exhibits as required in advance of filing, concurrently providing comments.	0.9	\$ 277	\$ 249.30
Juanita Garza	02/26/24	(0.1) Draft email and forward to K. Gill and Z. Lazaridis (KPMG) for final approval of sixth monthly fee statement prior to sending to debtors' counsel.	0.1	\$ 228	\$ 22.80
Celeste Campbell	02/27/24	0.3 Perform manager review of narrative to accompany VAH 6th monthly exhibits as required in advance of filing.	0.3	\$ 277	\$ 83.10
Juanita Garza	02/28/24	(0.1) Draft email to E. Seltzer (Milbank) with sixth monthly fee statement requesting filing / service.	0.1	\$ 228	\$ 22.80
Juanita Garza	02/28/24	(0.5) Update sixth monthly fee statement and forward revised sixth monthly fee statement to E. Seltzer (Milbank) for filing / services.	0.5	\$ 228	\$ 114.00
Total Fee Application Preparation Services			7.2		\$ 1,813.10

EXHIBIT C7

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

TY2022 Tax Compliance Services - Fixed Fee

February 1, 2023 through February 29, 2024

Name	Date	Description	Hours	Rate	Amount
		<i>no services provided in current month</i>			
		Total TY2022 Tax Compliance Services	0.0		\$ -

EXHIBIT C8

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Out-of-Scope TY2022 Tax Compliance Services - Additional State Filings

February 1, 2023 through February 29, 2024

Date	Description	Amount	Hours	Rate	Amount
<i>no services provided in current month</i>					
	Out-of-Scope TY2022 Tax Compliance Services - Additional State Filings		<u>0.0</u>		<u>\$ -</u>

EXHIBIT D

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Summary of Out of Pocket Expenses

February 1, 2023 through February 29, 2024

Category	Amount
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	\$ -
Total	\$ -

EXHIBIT D1

Voyager Aviation Holdings, LLC, et al.

Case No. 23-11177

Detail of Out of Pocket Expenses

February 1, 2023 through February 29, 2024

Name	Date	Description	Amount
		Air Fare Subtotal	\$ -
		Lodging Subtotal	\$ -
		Meals Subtotal	\$ -
		Total Ground Transportation	\$ -
		Miscellaneous Subtotal	\$ -
		Total Out of Pocket Expenses	\$ -