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Libby B. Ro
HUGHES HUBBARD & REED LLP
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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

**REQUEST FOR ALLOWANCE OF ADMINISTRATIVE
EXPENSE CLAIM OF HUGHES HUBBARD & REED LLP**

Hughes Hubbard & Reed LLP (“Hughes Hubbard”), by and through its undersigned counsel, hereby files this request (the “Request”) for entry of an order (i) allowing Hughes Hubbard an administrative expense claim in the amount of \$5,512.50 (the “Administrative Claim”) pursuant to 11 U.S.C. § 503(b), (ii) directing full payment to Hughes Hubbard within fourteen (14) days of entry of the order; and (iii) granting such other and further relief as may be deemed just and proper.

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.



JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court, pursuant to 28 U.S.C. §§ 1408 and 1409.

FACTUAL BACKGROUND

2. On July 27, 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

3. On March 22, 2024, the Bankruptcy Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Second Modified Second Amended Joint Chapter 11 Plan of Voyager Aviation Holdings, LLC et al.* [Docket No. 838], confirming the *Second Modified Second Amended Joint Chapter 11 Plan of Voyager Holdings, LLC et al.* [Docket No. 802] (the “Plan”).²

4. Pursuant to the *Notice of Occurrence of Effective Date for Each of the Debtors Other than Debtors A330 MSN 1432 Limited and A330 MSN 1579 Limited* [Docket No. 856], the Effective Date occurred on April 5, 2024, and parties holding unpaid Administrative Expense Claims against the Debtors that accrued on or before the Effective Date must file with the Court and serve on the Notice Parties a request for payment of Administrative Expense Claims no later than May 6, 2024 (the “Administrative Expense Claims Bar Date”).

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

Hughes Hubbard's Administrative Claim:

5. Hughes Hubbard acted as counsel to Wells Fargo Trust Company, N.A. ("Wells Fargo") in connection with a certain transaction with the Debtor Voyager Aviation Management Ireland Designated Activity Company. The underlying transaction documents, which Hughes Hubbard believes are in the possession of the Debtors, provide for indemnification of Wells Fargo's incurred fees (including for its outside counsel Hughes Hubbard) in connection with the transaction.

6. After the Petition Date, Hughes Hubbard represented Wells Fargo in the Debtors' initiation of litigation proceedings in the UK with respect to insurance and reinsurance claims concerning MSNs 63781 and 63695 (the "Legal Services"). Hughes Hubbard is owed not less than \$5,512.50 for the Legal Services rendered as reflected in the invoice attached hereto as

Exhibit A.

RELIEF REQUESTED

7. Section 503(b)(1)(A) allows a party to request payment for administrative expense claims for "the actual, necessary costs and expenses of preserving the estate." 11 U.S.C. §503(b)(1)(A). These include "wages, salaries, and commissions for services rendered after the commencement of the case." 11 U.S.C. § 503(b)(1)(A)(i). The threshold test for an administrative expense is that it made a "substantial contribution." *In re United States Lines, Inc.*, 103 B.R. 427, 429 (Bankr. S.D.N.Y. 1989). This test is satisfied when "the services rendered have substantially contributed to an actual and demonstrable benefit to the debtor's estate, its creditors, and to the extent relevant, the debtor's shareholders." *Id.*

8. The Legal Services, including reviewing litigation related documents and sanctions issues and providing advice in connection with the litigation, benefited the Debtors'

estates, and the costs of the Legal Services were actual and necessary for preservation of the Debtors' estates. Moreover, the Debtors are contractually obligated to reimburse Hughes Hubbard for the Legal Services. Thus, Hughes Hubbard is entitled to an administrative expense claim in the total amount of \$5,512.50 under section 503(b)(1)(A) of the Bankruptcy Code.

RESERVATION OF RIGHTS

9. This Request for allowance and payment of the Administrative Claim is made under compulsion of the Administrative Claims Bar Date. Hughes Hubbard reserves the right to supplement and amend this Request. The Request does not supersede or amend prior proofs of claim filed by Hughes Hubbard against the Debtors. Hughes Hubbard reserves the right to seek payment of any other amounts owed by the Debtors.

CONCLUSION

WHEREFORE, Hughes Hubbard respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit B**, (i) allowing Hughes Hubbard an administrative expense claim in the amount of \$5,512.50, (ii) directing payment of the full balance to Hughes Hubbard within fourteen (14) days entry of the Proposed Order; and (iii) granting such other and further relief as may be deemed just and proper.

Dated: New York, New York
May 6, 2024

HUGHES HUBBARD & REED LLP

By: */s/ Jeffrey S. Margolin*

Jeffrey S. Margolin

Libby B. Ro

One Battery Park Plaza

New York, New York 10004

Telephone: (212) 837-6000

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Email: jeff.margolin@hugheshubbard.com

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Exhibit A

Invoice

**Hughes
Hubbard
& Reed**

Hughes Hubbard & Reed LLP
1775 I Street, N.W.
Washington, D.C. 20006-2401
Office: +1 (202) 721-4600
Fax: +1 (202) 721-4646
hugheshubbard.com

Voyager Aviation Management Ireland DAC
First Floor,
25 Earlsfort Terrace,
Dublin 2,
Ireland
Attention: General Counsel

Invoice No. 2163739

March 4, 2024

Re: Wells Fargo/Voyager
Our File No.: 020431-00055

For professional services and legal advice rendered for the period through February 29, 2024 in connection with our representation of Wells Fargo Bank, N.A., in its capacity as Security Trustee, in Voyager's initiation of litigation proceedings in the UK with respect to insurance and reinsurance claims concerning MSNs 63781 and 63695, including:

[REDACTED]

Fees	\$	5,512.50
INVOICE TOTAL	\$	<u>5,512.50</u>

BILLS ARE DUE AND PAYABLE UPON RECEIPT
THIS STATEMENT DOES NOT INCLUDE EXPENSES NOT YET RECEIVED BY THIS OFFICE
WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS BILLING

[REDACTED]

Wells Fargo Bank, N.A.

020431-00055
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ATTORNEY SUMMARY

<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Reilly, S	Counsel	1,250.00	3.00	3,750.00
Clare, M	Associate	1,175.00	1.50	1,762.50
	Total		4.50	\$ 5,512.50

INVOICE TOTAL **\$ 5,512.50**

**Hughes
Hubbard
& Reed**

Hughes Hubbard & Reed LLP
1775 I Street, N.W.
Washington, D.C. 20006-2401
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Fax: +1 (202) 721-4646
hugheshubbard.com

Voyager Aviation Management Ireland DAC
First Floor,
25 Earlsfort Terrace,
Dublin 2,
Ireland
Attention: General Counsel

Invoice No. 2163739

March 4, 2024



REMITTANCE PAGE

Re: Wells Fargo/Voyager
Our File No.: 020431-00055

For professional services and legal advice rendered for the period through February 29, 2024 in connection with our representation of Wells Fargo Bank, N.A., in its capacity as Security Trustee, in Voyager's initiation of litigation proceedings in the UK with respect to insurance and reinsurance claims concerning MSNs 63781 and 63695, including:

[Redacted description of services]

Fees	\$	5,512.50
INVOICE TOTAL	\$	<u>5,512.50</u>

BILLS ARE DUE AND PAYABLE UPON RECEIPT
THIS STATEMENT DOES NOT INCLUDE EXPENSES NOT YET RECEIVED BY THIS OFFICE
WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS BILLING
PLEASE RETURN THIS COPY WITH YOUR PAYMENT

[Redacted signature area]

Exhibit B

Proposed Order

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

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

ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM

Upon consideration of the *Request for Allowance of Administrative Expense Claim of Hughes Hubbard & Reed LLP* (the “Administrative Request”) [Docket No. ●] filed by Hughes Hubbard & Reed LLP (“Hughes Hubbard”), pursuant to 11 U.S.C. § 503, and after due deliberation and sufficient cause appearing therefore, it is hereby;

ORDERED, that the Administrative Request is GRANTED; and it is further

ORDERED, that Hughes Hubbard is hereby allowed an administrative expense claim pursuant to 11 U.S.C. § 503 in the amount of \$5,512.50; and it is further

ORDERED, that the Debtors are directed to pay Hughes Hubbard \$5,512.50 within 14 days of entry of this Order; and it is further

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.

ORDERED, that this Court shall retain jurisdiction over any and all matters arising from
or related to the implementation or interpretation of this Order.

Dated: _____
New York, New York

THE HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE