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**VEDDER PRICE P.C.**

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*Counsel to the MSNs 63695 and 63781 Debtors and Special  
Merger and Acquisition and Aviation Financing Counsel for  
the Debtors*

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

In re:  
  
Voyager Aviation Holdings, LLC *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11  
  
Case No. 23-11177 (JPM)  
  
Jointly Administered

**NINTH MONTHLY FEE STATEMENT OF VEDDER PRICE P.C. AS  
(I) COUNSEL TO MSNS 63695 AND 63781 DEBTORS AND (II) SPECIAL MERGER  
AND ACQUISITION AND AVIATION FINANCING COUNSEL FOR DEBTORS FOR  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
APRIL 1, 2024 THROUGH AND INCLUDING APRIL 30, 2024**

<sup>1</sup> 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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<b>Name of applicant:</b>	<b>Vedder Price P.C. (“Vedder Price”), pursuant to Section 327(a) of the Bankruptcy Code</b>
<b>Authorized to provide professional services to:</b>	Aetios Aviation Leasing 1 Limited, Aetios Aviation Leasing 2 Limited, Panamera Aviation Leasing XII Designated Activity Company and Panamera Aviation Leasing XIII Designated Activity Company (collectively, the “ <u>MSNs 63695 and 63781 Debtors</u> ”)
<b>Date of retention order:</b>	September 19, 2023, effective as of July 27, 2023
<b>Period for which compensation and reimbursement are sought:</b>	April 1, 2024 through April 30, 2024
<b>Total fees requested in this Fee Statement:</b>	\$35,116.80 (80% of \$43,896)
<b>Total expenses requested in this Fee Statement:</b>	\$0
<b>Total fees and expenses for which interim allowance is sought:</b>	\$43,896
<b>Total fees and expenses to be paid under the Interim Compensation Order:</b>	\$35,116.80
<b>Type of fee statement or application:</b>	Monthly Fee Statement <sup>2</sup>

<b>Name of applicant:</b>	<b>Vedder Price, pursuant to Section 327(e) of the Bankruptcy Code</b>
<b>Authorized to provide professional services to:</b>	Voyager Aviation Holdings, LLC <i>et al.</i> , Debtors and Debtors-in-Possession (collectively, the “ <u>Debtors</u> ”)
<b>Date of retention order:</b>	September 19, 2023, effective as of July 27, 2023

<sup>2</sup> Notice of the Ninth Monthly Fee Statement will be served in accordance with the Interim Compensation Order (as defined herein). Objections to payment of the amounts described in this Ninth Monthly Fee Statement, if any, shall be addressed in accordance with the Interim Compensation Order.

<b>Period for which compensation and reimbursement are sought:</b>	April 1, 2024 through April 30, 2024
<b>Total fees requested in this Fee Statement:</b>	\$188,404 (80% of \$235,505)
<b>Total expenses requested in this Fee Statement:</b>	\$774.70
<b>Total fees and expenses for which interim allowance is sought:</b>	\$236,279.70
<b>Total fees and expenses to be paid under the Interim Compensation Order:</b>	\$189,178.70
<b>Type of fee statement or application:</b>	Monthly Fee Statement

Vedder Price, by this Court’s *Order Authorizing Employment and Retention of Vedder Price P.C. as (I) Counsel to MSNs 63695 and 63781 Debtors and Debtors in Possession and (II) Special Merger and Acquisition and Aviation Financing Counsel for Debtors and Debtors in Possession, Effective as of July 27, 2023* [Docket No. 239] entered on September 19, 2023, hereby submits this *Ninth Monthly Fee Statement of Vedder Price P.C. as (I) Counsel to MSNs 63695 and 63781 Debtors and (II) Special Merger and Acquisition and Aviation Financing Counsel for Debtors for Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from April 1, 2024 Through and Including April 30, 2024* (the “Ninth Monthly Fee Statement”), pursuant to sections 105(a), 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases (the “Local Guidelines”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 256] entered on

September 19, 2023 (the “Interim Compensation Order”), for allowance of compensation and reimbursement of expenses for the period of April 1, 2024 through and including April 30, 2024 (the “Ninth Monthly Period”). By this Ninth Monthly Fee Statement, Vedder Price seeks (i) compensation in the aggregate amount of \$223,520.80 (which includes (A) \$35,116.80 as Section 327(a) counsel to the MSNs 63695 and 63781 Debtors<sup>3</sup> and (B) \$188,404 as Section 327(e) special merger and acquisition aviation financing counsel to the Debtors), which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Vedder Price incurred in connection with such services during the Ninth Monthly Period (i.e., \$279,401) and (ii) payment of \$774.70 for the actual, necessary expenses that Vedder Price incurred in connection with such services during the Ninth Monthly Period.

**Itemization of Services and Disbursements Incurred by Vedder Price as  
Section 327(a) Counsel to the MSNs 63695 and 63781 Debtors**

1. In support of this Ninth Monthly Fee Statement, the following exhibits are attached related to Vedder Price’s role as Section 327(a) counsel to the MSNs 63695 and 63781 Debtors:

- **Exhibit A** is a schedule of the number of hours billed by Vedder Price shareholders, counsel, associates and paraprofessionals during the Ninth Monthly Period with respect to each of the subject matter categories Vedder Price established in accordance with its internal billing procedures.
- **Exhibit B** is a schedule providing certain information regarding the Vedder Price attorneys and paraprofessionals for whose work compensation is sought in this Ninth Monthly Fee Statement, including position, level of experience, hourly rate, total hours spent working in these cases during the Ninth Monthly Period, and amount of compensation sought on account thereof. Attorneys and paraprofessionals of Vedder Price billed a total of 39.0

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<sup>3</sup> Pursuant to Section IV.C.3(c) of the *Modified Second Amended Joint Chapter 11 Plan Of Voyager Aviation Holdings, LLC et al.* (Dkt. No. 838-1, the “Plan”), which was confirmed by 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.* (Dkt. No. 838), in connection with the closing of the Newco Transaction (as defined in the Plan), on or about April 5, 2024, Vedder Price was paid \$148,822.50 from the Letter of Credit Proceeds (as defined in the Plan) for fees and expenses incurred by Vedder Price from February 1, 2024 through approximately April 5, 2024 as Section 327(e) special merger and acquisition aviation financing counsel to the Debtors. While certain of these amounts are included in this Ninth Monthly Fee Statement, a credit for the full amount of \$148,822.50 will be applied by Vedder Price and accounted for, and the Debtors’ estates will receive full credit for such amounts, in the forthcoming Vedder Price final fee application.

hours in connection with these cases during the Ninth Monthly Period as Section 327(a) counsel to the MSNs 63695 and 63781 Debtors.

- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Vedder Price is seeking reimbursement in this Ninth Monthly Fee Statement. All of these amounts comprise the requested sum of Vedder Price's out-of-pocket expenses as Section 327(a) counsel to the MSNs 63695 and 63781 Debtors.
- **Exhibit D** consists of Vedder Price's records of fees and expenses incurred in the Ninth Monthly Fee Period in the rendition of professional services as Section 327(a) counsel to the MSNs 63695 and 63781 Debtors.

**Itemization of Services and Disbursements Incurred by Vedder Price as Section 327(e) Special Merger and Acquisition and Aviation Financing Counsel to the Debtors**

2. In support of this Ninth Monthly Fee Statement, the following exhibits are attached related to Vedder Price's role as Section 327(e) special merger and acquisition aviation financing counsel to the Debtors:

- **Exhibit E** is a schedule of the number of hours billed by Vedder Price shareholders, counsel, associates and paraprofessionals during the Ninth Monthly Period with respect to each of the subject matter categories Vedder Price established in accordance with its internal billing procedures.
- **Exhibit F** is a schedule providing certain information regarding the Vedder Price attorneys and paraprofessionals for whose work compensation is sought in this Ninth Monthly Fee Statement, including position, level of experience, hourly rate, total hours spent working in these cases during the Ninth Monthly Period, and amount of compensation sought on account thereof. Attorneys and paraprofessionals of Vedder Price billed a total of 243.2 hours in connection with these cases during the Ninth Monthly Period as Section 327(e) special merger and acquisition aviation financing counsel to the Debtors.
- **Exhibit G** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Vedder Price is seeking reimbursement in this Ninth Monthly Fee Statement. All of these amounts comprise the requested sum of Vedder Price's out-of-pocket expenses as Section 327(e) special merger and acquisition aviation financing counsel to the Debtors.
- **Exhibit H** consists of Vedder Price's records of fees and expenses incurred in the Ninth Monthly Fee Period in the rendition of professional services as Section 327(e) special merger and acquisition and aviation financing counsel to the Debtors.

### **Representations**

3. Although every effort has been made to include all fees and expenses incurred by Vedder Price attorneys and paraprofessionals during the Ninth Monthly Period, some fees and expenses might not be included in this Ninth Monthly Fee Statement due to delays caused in connection with accounting and processing of such time and expenses. Accordingly, Vedder Price reserves the right to make further application to this Court for the allowance of such fees and expenses incurred during the Ninth Monthly Period, but not included herein.

### **Notice and Objection Procedures**

4. Notice of this Ninth Monthly Fee Statement shall be given by email, hand or overnight delivery upon the following parties (collectively, the “Fee Notice Parties”): (i) the Debtors c/o Voyager Aviation Holdings, LLC, 301 Tresser Boulevard, Suite 602, Stamford, Connecticut 06901, Attn: Robert A. Del Genio (Robert.DelGenio@fticonsulting.com); (ii) counsel for the Debtors other than the MSNs 63695 and 63781 Debtors, Milbank LLP, 55 Hudson Yards, New York, New York 10001, Attn: Samuel Khalil, Esq. (SKhalil@milbank.com), Lauren C. Doyle, Esq. (LDoyle@milbank.com), Brian Kinney, Esq. (BKinney@milbank.com), and Edward R. Linden, Esq. (ELinden@milbank.com); (iii) counsel to the Required Consenting Noteholders, Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019, Attn: Michelle McGreal (michelle.mcgreal@cliffordchance.com); and (iv) the U.S. Trustee, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10014, Attn: Annie Wells, Esq. (annie.wells@usdoj.gov), Daniel Rudewicz, Esq. (daniel.rudewicz@usdoj.gov), and Brian S. Masumoto, Esq. (brian.masumoto@usdoj.gov).

5. Objections to this Ninth Monthly Fee Statement, if any, must (i) be in writing, (ii) set forth the nature of the objection and the specific amount of fees or expenses at issue, and (iii) be served via electronic mail upon the Debtors and Vedder Price P.C., 1633 Broadway, 31st

Floor, New York, New York 10019, Attn: Michael J. Edelman, Esq. (mjedelman@vedderprice.com) and William W. Thorsness, Esq. (wthorsness@vedderprice.com), no later than **June 14 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

6. If no objection to this Ninth Monthly Fee Statement is received by the Objection Deadline, the Debtors shall promptly pay Vedder Price 80% of the fees and 100% of the expenses identified in this Ninth Monthly Fee Statement. To the extent that an objection to this Ninth Monthly Fee Statement is received by the Objection Deadline, the Debtors shall withhold payment of that portion of this Ninth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and expenses in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim or final fee application hearing.

WHEREFORE, Vedder Price respectfully requests (i) compensation in the amount of \$223,520.80, which is 80% of the total amount of reasonable compensation for actual, necessary, legal and paraprofessional services incurred by Vedder Price during the Ninth Monthly Period and (ii) payment of \$774.70, which is equal to 100% of the actual, necessary expenses incurred by Vedder Price in connection with such services during the Ninth Monthly Period.

Dated: May 31, 2024  
New York, New York

**VEDDER PRICE P.C.**

/s/ Michael J. Edelman  
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William W. Thorsness, Esq. (admitted *pro hac vice*)  
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*Counsel to the MSNs 63695 and 63781 Debtors and  
Special Merger and Acquisition and Aviation  
Financing Counsel for the Debtors*

**Exhibit A**

**Summary of Fees by Subject Matter, as Section 327(a)  
Counsel to the MSNs 63695 and 63781 Debtors**

<b>Project Category / Matter Description</b>	<b>Hours Billed</b>	<b>Total Fees Incurred</b>
General Strategy	.80	\$978
Business Operations	.70	\$714
Retention/Fee Applications	8.40	\$6,696
Plan Issues Relating to Aircraft Transactions	7.9	\$9,786
Court Hearings and Related Communications	.20	\$252
Participation Asset Matters	21.0	\$25,470
<b>TOTAL</b>	<b>39.0</b>	<b>\$43,896</b>



**Exhibit B**

**Attorneys and Paraprofessionals' Information, as Section 327(a) Counsel to the MSNs  
63695 and 63781 Debtors**

<b>Name</b>	<b>Department (Position)</b>	<b>Bar Admission</b>	<b>Rate</b>	<b>Total Hours Billed</b>	<b>Total Fees Incurred</b>
Michael Edelman	Insolvency, Bankruptcy & Corporate Reorganization (Shareholder)	1991	\$1,260	22.1	\$27,846
Cameron Gee	Global Transportation Finance (Shareholder)	2006	\$1,200	6.6	\$7,920
William Thorsness	Insolvency, Bankruptcy & Corporate Reorganization / Litigation (Shareholder)	2006	\$1,020	1.9	\$1,938
Brooke Blackwell	Insolvency, Bankruptcy & Corporate Reorganization (Associate)	2018	\$760	7.2	\$5,472
Megan Hardy	Global Transportation Finance (Associate)	2023	\$600	1.2	\$720
<b>TOTAL</b>			<b>\$1,125.54</b>	<b>39.0</b>	<b>\$43,896</b>

**Exhibit C**

**Summary of Expenses Incurred during the Ninth Monthly Period, as Section 327(a)  
Counsel to the MSNs 63695 and 63781 Debtors**

Expense Categories	Amounts
<b>TOTAL</b>	<b>\$0.00</b>

**Exhibit D**

**Records of Fees and Expenses Incurred, as Section 327(a) Counsel to the MSNs 63695 and  
63781 Debtors—Attached**

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: General Strategy

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/02/24	Gee, C.	Advisor call (0.5).	.50
04/02/24	Edelman, M.	Attend management call for Voyager re effective date matters (0.3)	.30

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/18/24	Thorsness, W.	Draft/revise MORs.	.50
04/22/24	Thorsness, W.	Finalize MORs.	.20

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Retention/Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Blackwell, B.	Finalize fee statement (.3); coordinate filing (.1); internal communications with M. Edelman regarding same (.1)	.50
04/05/24	Blackwell, B.	Draft second interim application.	.90
04/09/24	Thorsness, W.	Review/revise fee application.	1.20
04/24/24	Blackwell, B.	Review and revise draft fee statement.	1.70
04/26/24	Blackwell, B.	Review and revise fee statement.	4.10

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Plan Issues Relating to Aircraft Transactions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/04/24	Gee, C.	ITA calls and emails to finalize documents and arranging closing (1.7); AFIC and plan closing logistics call (0.5); emails and calls regarding Plan matters with stakeholders (0.6).	2.80
04/05/24	Edelman, M.	Plan/Effective Date: Attend numerous closing calls with stakeholders and advisors (1.2); numerous correspondence and calls re closing and effective date mechanics with stakeholders and advisors (3.1); review final changes to effective date notice and correspond re same (0.4); review and correspondence re final edits to assumption schedule (0.4)	5.10

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Court Hearings and Related Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/25/24	Edelman, M.	Further email to Chambers re final decree for participation debtors (0.2).	.20



**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Participation Asset Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Gee, C.	Review AFIC foreclosure documents (0.3).	.30
04/01/24	Edelman, M.	Newco: Call with A&O re foreclosure sale agreement matters (0.2).	.20
04/02/24	Gee, C.	AFIC consensual foreclosure call (0.5); review surcharge invoicing matters (0.6).	1.10
04/02/24	Edelman, M.	Newco: Correspond to A&O re Subordinated Notes and re jurisdictional ruling (0.3); correspond to Irish counsel re closing matters and subordinated notes (0.3); prepare closing documents for Newco transaction (2.6); attend call re same with A&O and Irish counsel (0.7); correspond to A&O re amounts due on the closing date (0.7); correspond to MLB re same (0.3).	4.90
04/02/24	Hardy, M.V.	Call with Milbank, A&O and VP re: NewCo transaction closing (.20)	.20
04/03/24	Gee, C.	Newco call with AFIC (0.5).	.50
04/03/24	Edelman, M.	Newco: T/c w Irish counsel re preparing for Newco Closing (0.4); correspond to A&O re records matters (0.2).	.60
04/03/24	Hardy, M.V.	Call with VP and Matheson re: NewCo Transaction.	.30
04/04/24	Edelman, M.	Newco: Attend call with A&O and Irish counsel re closing mechanics (0.5); numerous emails re same (0.4); prepare documents for Newco closing (1.4); attend further calls re closing matters and correspondence re same (1.2); review deed of novation re subordinated notes and correspond to Irish counsel re same (0.4); review closing funds flow and correspond to A&O re same (0.4); correspond to MLB re same (0.1); correspond to FTI re closing mechanics (0.2); correspondence to MLB re MLB tax forms for closing date/effective date distributions (0.3).	4.90
04/04/24	Hardy, M.V.	Call with VP, A&O, Milbank re: NewCo transaction (.30); Call with VP, A&O, Milbank, Matheson, Walkers re: Newco Transaction (.40).	.70
04/05/24	Gee, C.	Emails and calls with working group and AFIC to advance closing of AFIC consensual foreclosure (1.0).	1.00
04/08/24	Edelman, M.	Newco: Correspond to A&O re records issues (0.2); correspond to Greenhill re same (0.2).	.40
04/08/24	Gee, C.	Emails re: discovery request from Russian sales (0.4).	.40
04/12/24	Edelman, M.	Newco: Review court correspondence re final decree for Participation Debtors (0.1); Correspond to Chris Newcomb re final decree (0.3); Prepare final decree for Participation Debtors and correspond to A&O re same (1.6).	2.00
04/15/24	Edelman, M.	Newco: Prepare final decree for Participation Debtors and correspond to A&O re same (1.3); correspond to Milbank and Voyager team re same (0.3).	1.60
04/16/24	Edelman, M.	Newco: Review Newco case closing matters (0.3); correspondence to Milbank re closing Participation Debtors (0.2); correspondence to A&O re same (0.2).	.70
04/17/24	Edelman, M.	Newco: Review A&O comments to final decree (0.1); correspondence to A&O re same (0.1); prepare final decree for Participation Debtors and correspond to A&O re same (0.2); correspond to Voyager team re same (0.1).	.50
04/18/24	Edelman, M.	Newco: Prepare correspondence re final decree to Chambers re participation debtors and related correspondence to Voyager team re same (0.5).	.50
04/24/24	Edelman, M.	Newco: Correspond to A&O re final decree (0.2).	.20

**Exhibit E**

**Summary of Fees by Subject Matter, as Section 327(e)  
Special Merger and Acquisition and Aviation Financing Counsel to the Debtors**

<b>Project Category / Matter Description</b>	<b>Hours Billed</b>	<b>Total Fees Incurred</b>
Business Operations	1.3	\$1,560
General Case Strategy (including team calls)	6.80	\$7,324
Litigation (including Attendance at Court Hearings and Litigation Preparation)	2.40	\$2,976
Retention/Fee Applications	24.20	\$19,543.50
Aircraft Novation Issues with Lessees	57.50	\$58,647
Aircraft Closing and Related Cure/Payment Matters	138.20	\$129,494.50
Plan Issues Relating to Aircraft Transactions	12.80	\$15,960
<b>TOTAL</b>	<b>243.20</b>	<b>\$235,505</b>

**Exhibit F**

**Attorneys and Paraprofessionals' Information, as Section 327(e)  
Special Merger and Acquisition and Aviation Financing Counsel to the Debtors**

<b>Name</b>	<b>Department (Position)</b>	<b>Bar Admission</b>	<b>Rate</b>	<b>Total Hours Billed</b>	<b>Total Fees Incurred</b>
Michael Edelman	Insolvency, Bankruptcy & Corporate Reorganization (Shareholder)	1991	\$1,260	13.70	\$17,262
Cameron Gee	Global Transportation Finance (Shareholder)	2006	\$1,200	54.30	\$65,160
William Thorsness	Insolvency, Bankruptcy & Corporate Reorganization / Litigation (Shareholder)	2006	\$1,020	4.50	\$4,590
Justine Chilvers	Global Transportation Finance (Shareholder)	2014	\$910	3.80	\$3,458
Ayn Moldave	Global Transportation Finance (Counsel)	1999	\$985	96.0	\$94,560
Brooke Blackwell	Insolvency, Bankruptcy & Corporate Reorganization (Associate)	2018	\$760	20.50	\$15,580
Alexandra Davidson	Global Transportation Finance (Associate)	2020	\$745	38.80	\$28,906
Kayla Mistretta	Global Transportation Finance (Associate)	2022	\$640	7.50	\$4,800
Conor McMahon	Global Transportation Finance (Paralegal)	N/A	\$290	4.10	\$1,189
<b>TOTAL</b>			<b>\$968.36<sup>4</sup></b>	<b>243.2</b>	<b>\$235,505</b>

<sup>4</sup> The blended rate for attorneys is \$980 per hour. The blended rate for paraprofessionals is \$290 per hour.

**Exhibit G**

**Summary of Expenses Incurred during the Ninth Monthly Period, as Section 327(e)  
Special Merger and Acquisition and Aviation Financing Counsel to the Debtors**

<b>Expense Categories</b>	<b>Amounts</b>
Transcript Fees	\$29.70
Ediscovery Database Charge	\$738
Long Distance Telephone	\$7.00
<b>TOTAL</b>	<b>\$774.70</b>

**Exhibit H**

**Records of Fees and Expenses Incurred, as Section 327(e)  
Special Merger and Acquisition and Aviation Financing Counsel to the Debtors—Attached**

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/09/24	Gee, C.	Addressing queries from Fexco (0.4).	.40
04/11/24	Gee, C.	Addressing queries from Fexco (0.2).	.20
04/22/24	Gee, C.	Respond to insurance queries from Fexco (0.4).	.40
04/24/24	Gee, C.	Emails with Fexco on payment queries (0.3).	.30

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: General Case Strategy (Including Team Calls)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Gee, C.	Call with working group re: claims and contracts (1.0); call with working group re: professional fee escrow (1.0).	2.0
04/02/24	Thorsness, W.	Conference with C. Gee re: case status.	.10
04/02/24	Mistretta, K.	Advisor/Management working group call (0.4).	.40
04/03/24	Gee, C.	Call with internal working group re: novation status (0.5).	.50
04/03/24	Blackwell, B.	Attention to recent developments and filings for strategic implementation (.6).	.60
04/09/24	Gee, C.	Advisor working group call (0.5).	.50
04/16/24	Thorsness, W.	Multiple conference calls with VP team re: open case matters and case closing strategy.	.90
04/16/24	Gee, C.	Advisor update call (0.5).	.50
04/17/24	Mistretta, K.	Weekly status call with VP team (0.3).	.30
04/26/24	Gee, C.	Catch-up call with Milbank (0.5).	.50
04/30/24	Gee, C.	Advisors working group call (0.5).	.50

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Litigation (Including Attendance at Court Hearings and Litigation Preparation)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/04/24	Edelman, M.	Aviator: Correspondence regarding and Prepare order re continuance of Voyager claims objection hearing (1.2); correspond to Milbank re same (0.2); further correspondence to Aviator's counsel re same (0.2); correspondence to chambers re same (0.4)	2.0
04/05/24	Edelman, M.	Aviator: Correspondence to Aviator's counsel re May 30th evidentiary hearing (0.2).	.20
04/23/24	Thorsness, W.	Conference with M. Edelman re: Aviator matters.	.20



**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Retention/Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Thorsness, W.	Finalize fee application.	.10
04/03/24	Blackwell, B.	Draft interim fee application (.7)	.70
04/05/24	Moldave, A.	Review/revise time entries in preparation for finalizing fee application. (.3)	.30
04/09/24	Blackwell, B.	Email with W. Thorsness regarding billing and fee statements (.1); review supporting documents (.5); draft fee statement (1.3).	1.90
04/10/24	Blackwell, B.	Draft fee statement (.9); draft interim application (1).	1.90
04/11/24	Thorsness, W.	Review/revise fee application.	.10
04/11/24	Blackwell, B.	Email with W. Thorsness regarding invoices and review of same (.2); revise draft fee statement (.7)	.90
04/12/24	Blackwell, B.	Draft fee statement.	1.10
04/14/24	Blackwell, B.	Review and revise draft fee statement and review of relevant invoice for same.	.40
04/16/24	Blackwell, B.	Email with W. Thorsness regarding invoices and review of same (.7); revise draft fee statement (.9)	1.60
04/17/24	Moldave, A.	Review/revise time entries in preparation for finalizing fee application. (.8)	.80
04/17/24	Blackwell, B.	Draft fee statement (.9); draft interim application (.7); internal communications with W. Thorsness regarding same (.1).	1.70
04/21/24	Blackwell, B.	Draft fee statement.	1.10
04/22/24	Blackwell, B.	Draft fee statement (1.3); draft interim application (.8)	2.10
04/25/24	Blackwell, B.	Review and revise fee statement.	2.60
04/27/24	Blackwell, B.	Revise draft fee statement.	2.30
04/29/24	Thorsness, W.	Review/revise fee application.	2.30
04/29/24	Blackwell, B.	Revise and finalize fee statement (.6); email with W. Thorsness regarding same (.1); revise draft interim application (.4).	1.10
04/30/24	Thorsness, W.	Review/revise fee application.	.40
04/30/24	Edelman, M.	Review and revise fee application for Vedder.	.30
04/30/24	Blackwell, B.	Finalize and coordinate filing of fee statement.	.50

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Aircraft Novation Issues with Lessees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Chilvers, J.	Reviewed debt release and novation documentation (1.8); correspondence with working group re: same (.5).	2.30
04/01/24	Gee, C.	Review Cebu novation documents (0.4); review ITA novation documents (1.0); review Sichuan novation documents (0.8).	2.20
04/01/24	Moldave, A.	Confer with E. Evans regarding Release documents. (.2) Review, revise Release documents. (.7) Conference with R. Miller, C. Gee regarding ITA Novation. (.6) Review, revise ITA Novation. (.3) Correspond with T. Schmid, V. Maselli, I. Sannibale, R. Miller, C. Gee regarding ITA Novation. (.6) Correspond with E. Evans, J. Chilvers, C. Gee regarding Sichuan release documents. (1.1) Correspond with J. Greenberg, C. Gee regarding Cebu Novation. (.1) Confer with C. Gee regarding ITA Novation. (.2) Correspond with D. Kong regarding Escrow Agreements. (.2) Correspond with M. Edelman regarding PPN Bill of Sale. (.1)	4.10
04/01/24	Mistretta, K.	Updated closing checklist (0.2) correspondence with respect to novations (0.2).	.40
04/02/24	Chilvers, J.	Conference call with internal working group on novation and closing matters (.5), correspondence with internal working group re: same (.5).	1.00
04/02/24	Gee, C.	ITA novation calls and emails (0.7); review Sichuan financing release (0.5); correspondence re: issues re: assumption of unnovated aircraft (0.6); review payoff letter (MUFG) (0.3); correspondence re: addressing request for PPNs (0.5).	2.60
04/03/24	Mistretta, K.	Weekly status call with VP team (0.5), Pillsbury and Azorra teams regarding novations (0.5), updated draft ancillary closing documents and checklist for Cebu aircraft (2.0), and related correspondence with working group (0.4).	3.40
04/03/24	Gee, C.	Novation status call with PWSP (0.6); calls and emails with R. Miller on ITA (1.8); correspondence re: approval for ITA commercial settlement (0.6); Cebu novation review (0.4).	3.40
04/05/24	Moldave, A.	Correspond with M. Violentano, R. Miller, C. Gee, M. Lessard, T. Schmid regarding ITA flight schedules. (.3) Review ITA flight schedules. (.6) Correspond with I. Lee, D. Welch regarding Sichuan escrow agreement. (.2) Confer, correspond with A. Davidson regarding ITA ancillary documents. (.8) Review, revise ITA ancillary documents. (.6) Review, revise Cebu Novation. (1.7) Correspond with C. Gee regarding Cebu Novation. (.2) Correspond with R. Conway, A. Neylon, O. Fitzpatrick, C. Gee, T. Schmid, I. Sannibale, V. Maselli, J. Greenberg, D. Welch regarding ITA Novation. (1.3) Correspond with N. Wang regarding Sichuan Novation. (.2) Confer, correspond with D. Kong regarding Deregistration Power of Attorney. (.3)	6.20
04/05/24	Gee, C.	Calls and emails finalizing ITA novation (1.2); review ITA flight schedules (0.2).	1.40

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/08/24	Moldave, A.	Confer, correspond with A. Davidson regarding ITA Novation, ancillary documents. (.7) Review, revise Completion Notices (.2) Confer with C. Gee regarding ITA Novation status. (.3) Correspond with T. Schmid, D. Kong regarding Funding Notice. (.2) Correspond with T. Schmid, L. Sgaravatti regarding ITA Novations. (.4) Correspond with R. Miller, T. Schmid, M. Lessard, M. Violentano regarding flight schedules. (.3) Review flight schedules. (.4) Conference with C. Gee, R. Miller, K. Hoffman, T. Schmidt, B. Streun, H. Benalcazar regarding maintenance reserves. (1.4) Correspond with E. Evans regarding Sichuan release documents. (.2) Review, revise Effective Time Notice. (.2) Confer with V. Maselli regarding ITA ancillary documents. (.2)	4.50
04/09/24	Gee, C.	Call with ITA re: MR review (0.7) and follow-up calls with Azorra/Voyager (1.4).	2.10
04/10/24	Mistretta, K.	Correspondence with respect to novation documents (0.1).	.10
04/12/24	Gee, C.	ITA novations emails and calls with counsel and working group (1.0); call with counsel re: Cebu (0.2).	1.20
04/15/24	Gee, C.	Calls with working group re: Cebu strategy (0.6); PIMCO call (0.4); ITA novation emails and calls with counsel and working group (0.5); review Cebu novation SGI support (0.3).	1.80
04/15/24	Moldave, A.	Correspond with D. Welch, E. Fleming, T. Schmid regarding ITA closing logistics. (.4) Correspond with H. Benalcazar, R. Miller regarding ITA rent payment. (.2) Correspond with K. Liu regarding Sichuan Release Documents. (.4) Correspond with I. Lee regarding NordLB Release Documents. (.6) Attend closings of MSN 1123 and MSN 1135. (1.4) Review, revise Bills of Sale, Acceptance Certificate, Effective Time Notice. (.4) Correspond with Azorra, Clifford Chance, Pillsbury, UMB, ITA regarding closing of MSN 1123 and MSN 1135. (.3)	3.70
04/16/24	Moldave, A.	Correspond with C. Gee, R. Miller, J. Greenberg regarding Cebu novation. (.6) Review, revise Cebu Novation. (.4). Confer with J. Greenberg regarding Cebu Novation. (.3) Correspond with R. Miller, T. Schmid, H. Benalcazar regarding ITA Novation. (.3) Correspond with J. Greenberg, K. Mistretta regarding Cebu ancillary documents. (.2) Attending closing of ESN 811546. (.4) Review, revise Bill of Sale, Acceptance Certificate, Effective Time Notice. (.3) Correspond with Azorra, UMB, Pillsbury, Clifford Chance, ITA regarding closing of ESN 811546. (.3)	2.80
04/17/24	Gee, C.	Novation catch-up call with working group (0.5); calls and emails with counsel and working group regarding Sichuan novation (1.2); emails with Fexco regarding insurance (0.4); emails with working group regarding Cebu (0.4).	2.50
04/17/24	Mistretta, K.	Call with Pillsbury and Azorra teams regarding novations (0.4). Revised draft ancillary novation documents (0.3).	.70
04/18/24	Gee, C.	Cebu novation calls and emails with working group (0.8); Sichuan novation, preparing email to be translated and sent to Sichuan (0.8) and calls with Sichuan counsel and working group (0.6); review MUFG payoff (0.3).	2.50
04/18/24	Moldave, A.	Correspond with K. Mistretta regarding Cebu ancillary documents. (.3) Confer, correspond with C. Gee, R. Miller regarding Cebu Novation. (.6) Correspond with N. Wang, C. Gee regarding Sichuan Novation. (.6) Review, view Sichuan Release Documents. (.7) Correspond with E. Evans, C. Gee regarding Sichuan Release Documents. (.3)	2.50
04/18/24	Mistretta, K.	Revised ancillary novation documents (0.2), updated closing checklist (0.2), and related correspondence with working group (0.2).	.60

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/19/24	Moldave, A.	Correspond with A. Davidson, R. Miller regarding ITA closing bible. (.2) Correspond with N. Wang, C. Gee regarding Sichuan Novation. (.2)	.40
04/19/24	Davidson, A.M.	Review transaction documents (.4); review transaction correspondences (.3); update the closing checklists (.2).	.90
04/22/24	Gee, C.	Calls and emails on Sichuan novation with counsel and working group (0.3); calls and emails with working group re: Cebu novation (0.3); review return buyout for Cebu (0.4).	1.00
04/24/24	Gee, C.	Novation status call with Azorra (0.4); calls and emails with counsel and working group on Sichuan novation (0.3); call on Cebu novation with working group (0.2).	.90
04/25/24	Davidson, A.M.	Review transaction correspondences (.4); review documents (.9).	1.30
04/24/24	Mistretta, K.	Call with VP, Pillsbury and Azorra teams regarding novations (0.3).	.30
04/26/24	Mistretta, K.	Reviewed comments to Cebu novation agreement (0.2).	.20
04/30/24	Gee, C.	Review Sichuan novation documents (0.2); review Cebu novation documents (0.3).	.50

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Aircraft Closing and Related Cure/Payment Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Davidson, A.M.	Review transaction documents (.4); review transaction correspondences (.2).	.60
04/02/24	Moldave, A.	Conference with M. Edelman, J. McIntrye, L. Doyle, A. Page regarding closing steps for Foreclosure Agreement. (.4) Correspond with A. Davidson regarding Sichuan release documents. (.2) Correspond with K. Mistretta regarding Cebu ancillary documents. (.1) Correspond with R. Miller regarding ITA maintenance reserves. (.2) Confer with A. Davidson, C. Gee regarding ITA ancillary documents. (.5) Review Foreclosure General Conveyance. (.3) Review, revise ITA Officer's Certificate. (.4) Correspond with A. Davidson, V. Maselli regarding ITA Officer's Certificate. (.1) Correspond with D. Welch, C. Gee, J. Chilvers regarding Escrow Agreement. (.3) Confer with A. Zhang regarding status of execution of Sichuan documents. (.2)	2.70
04/02/24	Davidson, A.M.	Review and manage transaction documents (.6); internal conference regarding documents (.2).	.80
04/02/24	Mistretta, K.	Draft ancillary closing documents for Cebu aircraft (0.7).	.70
04/03/24	Chilvers, J.	Conference call with internal working group (.3), correspondence with working group re: novation and closing matters (.2).	.50
04/03/24	Moldave, A.	Conference with Y. McWeeney, M. Edelman, M. Hardy regarding Foreclosure conditions precedent. (.3) Correspond with I. Sannibale, R. Miller, M. Smith, C. Gee, J. Greenberg, M. Lessard, B. Streun regarding ITA Novation. (1.6) Review, revise ITA Novation, ancillary documents. (1.2) Conference with C. Gee, J. Chilvers, A. Davidson, K. Mistretta regarding transaction status. (.2) Correspond with C. Gee regarding Cebu Novation. (.3) Conference with M. Lessard, K. Hoffman, C. Gee, D. Welch, A. Davidson, K. Mistretta regarding transaction status. (.4) Confer, correspond with K. Mistretta regarding Cebu ancillary documents. (.6) Review, revise Cebu ancillary documents. (.4) Confer with M. Lessard, C. Gee, R. Miller regarding ITA Novation. (.9) Confer, correspond with A. Davidson regarding ITA ancillary documents. (1.2) Correspond with E. Evans regarding Sichuan release documents. (.1)	7.20
04/03/24	Davidson, A.M.	Internal conference call regarding documents (.3); review and updated documents and closing checklist (4.1); weekly conference call with parties regarding status updates (.5).	4.90
04/04/24	Gee, C.	Call with Greenhill regarding Cebu sale strategy.	.50
04/04/24	Moldave, A.	Correspond with I. Sannibale, R. Miller, V. Maselli, C. Gee, M. Lessard, D. Welch, O. Fitzgerald, A. Davidson, J. Greenberg, T. Schmid, A. Neylon, R. Conway regarding ITA Novation, ancillary documents. (1.8) Review, revise ITA Novations. (2.2) Correspond with I. Sannibale, E. Fleming, R. Miller, D. Welch, D. Kong, A. Davidson regarding insurance certificates. (.3) Conference with M. Edelman, J. McIntrye, L. Doyle, A. Page regarding closing steps for Foreclosure Agreement. (.3) Confer with R. Miller, V. Maselli, C. Gee regarding ITA Novation. (.4) Conference with M. Lessard, T. Schmid, R. Miller, C. Gee, D. Welch regarding closing logistics. (.4) Confer with A. Davidson, V. Maselli regarding ITA ancillary documents. (.8) Revise, revise Completion Notice. (.3) Correspond with C. Gee, L. Wang, D. Welch, M. Lessard regarding Completion Notice. (.3) Confer, correspond with D. Kong regarding deregistration power of attorney, Lessee Consent. (.4)	7.20

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/04/24	Davidson, A.M.	Review, revise and edit transaction documents (.4); prepare for closings (.4); internal conferences regarding documents (.3).	1.10
04/05/24	Davidson, A.M.	Review transaction correspondences (.3); review updated documents (.2); internal conference regarding ITA aircraft (.3); update the closing checklists (.4).	1.20
04/07/24	Moldave, A.	Correspond with A. Davidson regarding ITA conditions precedent. (.2)	.20
04/07/24	Davidson, A.M.	Conference call with Sichuan's counsel (.2); review transaction correspondences (.3).	.50
04/08/24	Mistretta, K.	Updated closing checklist (0.2).	.20
04/08/24	Davidson, A.M.	Review, revise and edit transaction documents (.6); review, revise and edit closing checklists (.4); conference call with ITA counsel (.2); prepare for closing (.9).	2.10
04/08/24	Gee, C.	ITA MR call (0.5); second ITA MR call (0.5); review Cebu NDA and remarketing issues (0.5); calls and emails re: ITA closing (1.1).	2.60
04/09/24	Moldave, A.	Correspond with I. Sannibale, V. Maselli, A. Ferri, A. Davidson regarding PUE requests. (.2) Correspond with I. Sannibale, R. Miller, V. Maselli, C. Gee, B. Streun, H. Benalcazar, A. Davidson regarding Effective Time Notices. (.4) Review, revise Effective Time Notices. (.8) Confer, correspond with A. Davidson regarding ITA ancillary documents. (.8) Correspond with V. Maselli, A. Davidson regarding closing logistics. (.2) Confer, correspond with A. Davidson, C. Gee regarding Allocated Consideration. (.5) Review, revise Cebu Novation. (.8) Correspond with D. Kong, C. Gee, J. Greenberg regarding Cebu Novation. (.4) Review, revise ITA Bill of Sale. (.3) Draft Closing e-mail (.6) Correspond with Azorra, UMB, Clifford Chance, Pillsbury regarding Closing e-mail. (.8) Correspond with A. Zhang regarding Sichuan novation. (.2) Correspond with J. Greenberg regarding payment undertaking. (.2)	6.20
04/09/24	Davidson, A.M.	Conference call with ITA counsel regarding documents (.2); review transaction correspondences (.9); review and revise documents (2.2); conference calls with working group regarding transaction updates (.8); prepare and manage for closings (2.6).	6.70
04/09/24	Gee, C.	Internal emails addressing MR payment increase approval (.6); call with Azorra management (0.3); discussions with working group re: Cebu buyout (0.6); email re: purchase price (0.4).	1.90
04/10/24	Moldave, A.	Correspond with M. Violentano, R. Miller, T. Schmid regarding flight schedules. (.3) Review flight schedules. (.4) Correspond with L. Sgaravatti, G. Mazzuocolo, D. Welch, V. Maselli regarding DPOA. (.6) Confer with D. Welch, V. Maselli regarding DPOA. (.7) Confer, correspond with A. Davidson regarding ITA ancillary documents, PUE requests. (.8) Confer with R. Miller regarding ITA closing status, ancillary documents. (1.4) Confer, correspond with H. Benalcazar, R. Miller, C. Gee, B. Streun regarding Maintenance Reserve balances. (1.3) Correspond with Azorra, UMB, Clifford Chance, Pillsbury regarding closing logistics. (.2) Correspond with M. Gruenberg regarding Sichuan release documents. (.7) Confer with J. Greenberg regarding Cebu Novation. (.4) Conference with K. Hoffman, T. Schmid, C. Gee regarding ITA Maintenance Reserves. (.4) Correspond with E. Evans, C. Gee regarding Sichuan release documents. (.3) Correspond with C. Gee, K. Mistretta, C. Kielkucki, N. Kunz regarding prepayment notices. (.6) Conference with J. Streck, J. Gordy, K. Kielkucki, C. Hayes, C. Gee, G. Hastings regarding ITA Maintenance Reserves. (2.2) Review, revise Sichuan release documents. (.4) Confer with B. Streun, SGI regarding MR balances. (.6) Review, revise Effective Time Notices. (.60)	11.90

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/10/24	Davidson, A.M.	Review transaction correspondences (.2); conference calls regarding closing and documents (.3); review documents re: same (.1).	.60
04/10/24	Gee, C.	Three extended calls regarding ITA MR accounting issue and emails and correspondence re: same (5.8); two update calls with Azorra (0.7); emails with working group re: ITA (0.8) and emails with working group Sichuan (0.2).	7.50
04/11/24	Moldave, A.	Confer with R. Miller, T. Schmid regarding ITA closing. (.4) Correspond with V. Maselli, I. Ileana, R. Miller, C. Gee, N. Bronstein, J. Gordy, L. Wang, T. McCarthy, J. Streck, C. Kielkucki, R. Del Genio, G. Hastings, C. Hayes regarding Effective Time Notices. (1.1) Correspond with T. Schmid, E. Fleming, J. Greenberg, R. Miller, C. Gee, D. Welch regarding ITA closing, flight schedules. (.6) Correspond with A. Davidson, V. Maselli regarding ITA ancillary documents. (.4) Correspond with V. Maselli, O. Fitzpatrick, A. Ferri, R. Miller regarding PUE consents. (.2) Review flight schedules. (.6) Confer with R. Miller, C. Gee regarding Effective Time Certificate. (.3) Review, revise Effective Time Certificate. (.4) Review, revise Completion Notices, Payment Undertakings. (.4). Correspond with A. Davidson, D. Welch, T. Schmid regarding Completion Notice, Payments Undertakings. (.4) Review, revise Sichuan closing checklist. (.7) Correspond with A. Davidson regarding Sichuan closing checklist. (.3) Correspond with Azorra, UMB, Pillsbury, Clifford Chance, Matheson regarding ITA closing e-mail. (.6) Attend closing of ESN 811549. (.6) Review, revise Bill of Sale, Acceptance Certificate. (.6) Correspond with E. Evans regarding Sichuan release documents. (.2)	7.80
04/11/24	Davidson, A.M.	Review, revise and edit transaction documents (1.6); review, revise and edit closing checklists (.4); internal conferences regarding matter (.4).	2.40
04/11/24	Gee, C.	Emails and calls with working group re: ITA closing (1.2).	1.20
04/12/24	Moldave, A.	Conference with E. Evans, C. Gee regarding Sichuan release documents. (.4). Correspond with C. Gee, L. Wang regarding Sichuan Break Gains, Allocated Consideration. (.4) Correspond with I. Sannibale, R. Miller, T. Schmid, C. Gee, E. Fleming, G. Eiffe regarding ITA Closings. (.8) Correspond with B. Streun, H. Benalcazar, R. Miller, C. Gee regarding MR payments. (.5) Review, revise Sichuan Release Documents. (1.3) Confer with H. Benalcazar regarding MR invoices. (.2) Correspond with C. Gee, E. Evans regarding Sichuan Release Documents. (.3) Review, revise Payment Undertakings, Completion Notice. (.4) Correspond with Azorra, UMB, Pillsbury, Clifford Chance regarding Completion Notice, Payment Undertaking. (.3)	4.60
04/12/24	Gee, C.	Call re: Sichuan debt release and related documents (0.5); emails with AFIC and working group re: Russian asset disposition requests (0.3).	.80
04/16/24	Davidson, A.M.	Review, revise and edit documents (1.2); review and edit closing checklists (.2); conference calls regarding documents (.2).	1.60
04/16/24	McMahon, C.R.	Date/review MSN 1135 closing documents.	1.10
04/16/24	Gee, C.	Calls and emails re: ITA closing with working group (0.4); calls with working group re: Cebu (0.4).	.80

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/17/24	Moldave, A.	Attend closing of MSN 1123. (.6) Correspond with Azorra, Pillsbury, Clifford Chance, UMB, ITA, Voyager regarding closing of MSN 1123. (.3) Review, revise Bill of Sale, Acceptance Certificate, Effective Time Notice. (.6) Correspond with A. Davidson regarding ITA closing bible. (.4) Conference with C. Gee, A. Davidson, K. Mistretta regarding transaction status. (.3) Correspond with C. Gee, N. Wang, R. Miller regarding Sichuan closing. (.8) Review, revise Cebu Novation. (.9) Correspond with A. Silva, J. Greenberg, C. Gee regarding Cebu Novation. (.4) Correspond with H. Benalcazar, R. Miller regarding ITA rent payment. (.2) Confer, correspond with R. Welch, C. Gee regarding Payment Undertaking. (.3) Review, revise Payment Undertaking. (.3) Conference with N. Wang, A. Zhang, Y. Lubing regarding Sichuan transaction status. (.4) Review, revise Sichuan Release Documents. (.5)	6.0
04/17/24	Davidson, A.M.	Internal conference regarding status and documents (.2); review, revise and edit documents (.8); review transaction correspondences (.3); review, revise and edit closing checklists (.4).	1.70
04/17/24	McMahon, C.R.	Date/review MAN 1123 documents.	.70
04/18/24	Davidson, A.M.	Review, revise and edit closing checklists (.2); review transaction correspondences (.1).	.30
04/22/24	Gee, C.	Call on undelivered aircraft with PIMCO (0.5).	.50
04/22/24	Moldave, A.	Correspond with J. Greenberg regarding Cebu corporate authorities.	.10
04/23/24	Gee, C.	Emails and calls regarding Sichuan (0.7); Emails and calls regarding Cebu (0.3); advisor call (0.4).	1.40
04/23/24	Moldave, A.	Review, revise Release Agreement, Prepayment Notice. (.6) Correspond with E. Evans regarding Release Agreement, Prepayment Notice. (.2) Correspond with D. Welch regarding Escrow Agreement. Correspond with A. Zhang, Y. Libing, N. Wang regarding Sichuan transaction documents, flight schedules. (.2)	1.0
04/23/24	Davidson, A.M.	Review, revise and edit documents (1.2); review transaction correspondences (.4); review and manage closing documents (1.3).	2.90
04/24/24	Moldave, A.	Correspond with A. Zhang, A. Davidson regarding Sichuan ancillary documents. (.3) Correspond with A. Zhang regarding execution versions of documents. (.6) Correspond with M. Gruenberg, I. Lee regarding Sichuan releases. (.2)	1.10
04/24/24	Gee, C.	Call with Greenhill (0.3).	.30
04/25/24	Moldave, A.	Correspond with D. Welch, E. Evans, A. Davidson, I. Lee regarding Escrow Agreements, Release Agreements, closing e-mail. (.7) Correspond with N, Wang, C. Gee regarding Sichuan Novation Agreement and ancillary documents. (.2) Confer with C. Gee regarding transaction status. (.2)	1.10
04/25/24	Gee, C.	Call on undelivered aircraft with counsel and working group (0.5); update to PIMCO and discussions re: extension with same and stakeholders (0.7); PAL shares emails with working group (0.6); advance aircraft closing Sichuan (0.4); advance aircraft closing Cebu (0.6).	2.80
04/26/24	Moldave, A.	Correspond with D. Welch, M. Gruenberg, I. Lee, C. Gee, E. Evans, A. Davidson regarding Escrow Agreement. (.7) Review Escrow Agreement. (.2) Confer with C. Gee regarding transaction status. (.2)	1.10
04/26/24	Davidson, A.M.	Review, revise and edit documents and closing checklists (.3); review and manage closing documents (.3).	.60
04/26/24	Gee, C.	Review undelivered aircraft financing perspectives document and related emails and calls with counsel and working group (2.2); emails with working group re: Sichuan delivery (0.6); call with NRF re: Cebu (0.5).	3.30



<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/28/24	Moldave, A.	Correspond with D. Welch regarding Escrow Agreement. (.1) Correspond with A. Zhang, Y. Libing, N. Wang regarding Novation Agreements, ancillary documents, flight schedules. (.2)	.30
04/29/24	Moldave, A.	Correspond with A. Zhang, C. Gee, A. Davidson, G. McCoig, N. Wang regarding Sichuan Novation, ancillary documents. (2.6) Review, revise Sichuan Novation, ancillary documents. (2.3) Confer with A. Zhang, A. Davidson, C. Gee regarding Sichuan Novation. (1.3) Correspond with E. Evans, J. Pugsley regarding Sichuan Release documents. (.4) Correspond with Y. Libing, N. Wang regarding flight schedules, status of closing. (.3)	6.90
04/29/24	Mistretta, K.	Reviewed comments to and revised draft ancillary closing documents (0.2).	.20
04/29/24	Davidson, A.M.	Review the closing documents (1.9); manage the documents and closings (1.4); conference call with Sichuan's lawyer regarding status (.4).	3.70
04/29/24	Gee, C.	Emails with Azorra re: extension of sale agreement (0.7); review NRF engagement matters re: Azorra and Cebu (0.4.); calls with Azorra regarding Cebu and Sichuan (0.5).	1.60
04/30/24	McMahon, C.R.	Review, update signature lines with signatory name and title for MSN 1579, 1432 documents.	2.30
04/30/24	Moldave, A.	Correspond with A. Zhang, A. Davidson, G. McCoig, C. Gee, N. Wang regarding Sichuan Novation Agreement, ancillary documents. (1.9) Review, revise Sichuan Novation Agreement, ancillary documents. (2.4) Correspond with L. Wang regarding Allocated Consideration. (.2) Correspond with E. Evans, J. Pugsley, M. Gruenberg, I. Lee, D. Welch regarding Escrow Agreement. (.6) Correspond with N. Wang regarding flight schedules, ferry flight. (.2)	5.30
04/30/24	Davidson, A.M.	Review, revise and edit document (1.1); review and manage the closing documents for Sichuan (3.2); review transaction correspondences (.6).	4.90

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Plan Issues Relating to Aircraft Transactions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/01/24	Gee, C.	Review release agreement for MSN 1432 (0.3).	.30
04/01/24	Edelman, M.	Plan: Call re claims and contract matters with FTI and revisions needed for schedules (0.7); correspond to Clifford Chance re effective date matters (0.2); attend call re budgeting matters for post-effective date period (0.7).	1.60
04/02/24	Edelman, M.	Plan: Attend call with FTI and FexCo re closing date matters and closing date transactions (0.7); t/c w Michelle McGreal of Clifford Chance re keeping two Debtors in Bankruptcy Cases (0.5) and review plan provisions allowing for same (0.4); correspond to Michelle McGreal re closing/effective date transfers (0.3); correspond to Fexco re effective date matters (0.2).	2.10
04/02/24	Gee, C.	MUFG payoff emails (0.4); review/revise executory contracts list for rejection and assumption (0.5).	.90
04/03/24	Edelman, M.	Plan: Review provisions of plan and sale order re mechanics for keeping individual debtors in bankruptcy and emails re same (1.4); prepare revised notice of effective date excluding two entities (keeping two entities in bankruptcy) and numerous correspondence re same (1.1); correspond to A&O re claim matters (0.2); Attend further contracts and records call to ascertain optimal means for preserving records efficiently and finalizing assumption/rejections (0.8); O/c w C. Gee re whether additional entities should be kept in bankruptcy and review same (0.6); correspond to Greenhill re retention of books and records (0.2); correspond to A&O re same (0.3); further correspond to Greenhill re indexing requested by A&O (0.2); correspond to A&O re such indexing (0.2); further correspond re allocation matters re closing matters (0.4).	5.40
04/04/24	Thorsness, W.	Work with advisor teams and stakeholders to finalize effective date.	.20
04/04/24	Edelman, M.	Plan: Review and revise plan supplement re additional assumptions and rejections (.3); review revised notice of effective date (0.1); correspondence to FTI/Fexco re final budget revisions and questions re same (0.4); numerous emails re effective date mechanics for the Plan effective date matters (0.5).	1.30
04/05/24	Thorsness, W.	Work with advisor teams and stakeholders to finalize effective date.	.20
04/08/24	Edelman, M.	Asset Dispositions: Correspond to third parties re potential interest in remaining Voyager assets (0.2).	.20
04/16/24	Edelman, M.	Plan: Call with FTI, Kroll and FexCo re post-effective date matters (0.3) and prepare emails re same(0.2); review application of effective date payments (0.1).	.60