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*Counsel to all Debtors and Debtors in Possession
other than the Participation Debtors¹*

Counsel to the Participation Debtors

**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.²) (Jointly Administered)
_____)

AMENDED OMNIBUS CERTIFICATE OF NO OBJECTION

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), the undersigned counsel for the above-captioned debtors (the “Debtors”) hereby certifies as follows:

¹ “Participation Debtors” means, collectively, 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.

² 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.



1. On May 15, 2024, the Debtors filed the following interim fee applications:
 - *Second Interim and Final Application of Milbank LLP for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Non-Participation Debtors During (I) the Second Interim Application Period of December 1, 2023 Through and Including April 5, 2024, and (II) the Final Application Period of July 27, 2023 Through and Including April 5, 2024 [Docket No. 892];*
 - *Second Interim Application of Vedder Price P.C. for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as (I) Counsel to MSNs 63695 and 63781 Debtors Under Bankruptcy Code Section 327(a) and (II) Special Merger and Acquisition and Aviation Financing Counsel for Debtors Under Bankruptcy Code Section 327(e), In Each Case from December 1, 2023 Through and Including March 31, 2024 [Docket No. 891];*
 - *Second Interim and Final Application of Greenhill & Co., LLC for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Investment Banker to the Debtors from July 27, 2023 Through and Including April 5, 2024 [Docket No. 893];*
 - *Second Interim and Final Fee Application of Kurtzman Carson Consultants LLC as Administrative Advisor for the Debtors for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from July 27, 2023 Through and Including April 5, 2024 [Docket No. 894];*
 - *Second Interim and Final Fee Application of KPMG LLP (US) Providing Audit, Tax Compliance, Tax Provision, Tax Consulting, Tax Advisory, and Related Tax Services to the Debtors Requesting Entry of an Order (I) Granting Interim Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period December 1, 2023 Through and Including April 5, 2024; (II) Granting Final Allowance of Compensation for the Period July 27, 2023 Through and Including April 5, 2024; and (III) Authorizing and Directing the Debtors to Pay Any and All Unpaid Fees [Docket No. 895]; and*
 - *Second Interim and Final Fee Application of KPMG (Ireland) for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred in Providing Tax Compliance, Audit, Tax Advisory, and Related Tax Services to the Irish Debtors from July 27, 2023 Through April 5, 2024 [Docket No. 896].*

2. The *Notice of Hearing on Second Interim and Final Fee Applications* [Docket No. 899] was served on May 20, 2024. See *Certificate of Service* [Docket No. 923].

3. In accordance with Local Rule 9006-1(b), objections or responses to the Fee Applications were due on June 13, 2024, at 4:00 p.m., prevailing Eastern Time (the “Response Deadline”). No objections or responses were received.

4. On June 18, 2024, the Debtors filed an *Omnibus Certificate of No Objection* [Docket No. 929] and a *Notice of Cancellation of Hearing Scheduled for June 20, 2024, at 10:00 a.m. (Prevailing Eastern Time)* [Docket No. 930].

5. Local Rule 9075-2 provides that a request for relief may be granted without a hearing if (a) no objections or other responsive pleadings have been filed on or before the applicable objection deadline, and (b) the attorney for the entity that filed the request for relief complies with such rule. As of the filing of this certificate, more than forty-eight (48) hours have elapsed since the Response Deadline and, to the best of my knowledge, no responsive pleading to any of the Fee Applications has been (a) filed with the Court on the docket of the above-captioned chapter 11 cases, or (b) served on the Debtors or their counsel.

6. The Debtors’ professionals and the Office of the United States Trustee have agreed to certain revisions to the relief requested in the Fee Applications and have filed a fully consensual proposed omnibus order, annexed hereto as Exhibit A. See *Proposed Form of Omnibus Order Approving the Second Interim and Final Fee Applications of Professionals for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Expenses Incurred* (the “Proposed Fee Order”). Accordingly, the Debtors respectfully request entry of the Proposed Fee Order granting the relief requested in the Fee Applications.

[Remainder of page intentionally left blank]

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 21, 2024
New York, New York

/s/ Lauren C. Doyle

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Counsel to the Participation Debtors

Exhibit A

Proposed Fee Order

dated January 31, 2012 (Preska, C.J.); (b) this is a core proceeding pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); (c) venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; (d) due and proper notice of the Applications was provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 19, 2023 [Docket No. 240]; and (e) the Debtors having filed an *Omnibus Certificate of No Objection* [Docket No. [•]] with respect to the Applications; and the Court having determined that the legal and factual bases set forth in the Applications establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Applications listed on the attached **Schedule A** are approved on an interim basis to the extent set forth therein.
2. The Applications listed on the attached **Schedule B** are approved on a final basis to the extent set forth therein.
3. Upon entry of this Order, the Debtors are directed and authorized to remit payment to each of the Professionals in the amounts set forth on **Schedule A** and **Schedule B** hereto, less all amounts previously paid to the Professionals on account of such fees and expenses incurred during these chapter 11 cases.
4. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

New York, New York
Dated: _____, 2024

HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Interim Fee Amounts

In re Voyager Aviation Holdings, LLC et al., Case No. 23-11177 (JPM)

Second Interim Fee Applications
December 1, 2023, Through and Including April 5, 2024

Professional ¹	Date and Docket Number of Second Interim Fee Application	Fees Requested in Second Interim Fee Application	Fees Allowed for Second Interim Fee Period	Fees to Be Paid for Prior Fee Period (<i>i.e.</i> , Holdback Release)	Total Fees to Be Paid for Second Interim Fee Period	Expenses Requested in Second Interim Fee Application	Expenses to Be Paid for Second Interim Fee Period
Milbank LLP	May 15, 2024 [ECF No. 892]	\$2,852,350.75	\$2,757,350.75	\$856,320.36	\$3,613,671.11	\$35,425.80	\$35,425.80
Vedder Price P.C. (327(a) Counsel)	May 15, 2024 [ECF No. 891]	\$47,963.00	\$47,963.00	\$20,314.70	\$68,277.70	\$0.00	\$0.00
Vedder Price P.C. (327(e) Counsel)	May 15, 2024 [ECF No. 891]	\$2,178,033.00	\$2,133,533.00	\$0.00 ²	\$2,133,533.00	\$9,901.78	\$9,401.78
Greenhill & Co., LLC	May 15, 2024 [ECF No. 893]	\$9,539,583.33	\$9,539,583.33	\$70,000.00	\$9,609,583.33	\$151.87	\$0.00
Kurtzman Carson Consultants LLC	May 15, 2024 [ECF No. 894]	\$20,221.21	\$20,221.21	\$10,445.40	\$30,666.61	\$0.00	\$0.00
KPMG LLP (US)	May 15, 2024 [ECF No. 895]	\$238,119.27	\$236,919.27	\$69,775.01	\$306,694.28	\$0.00	\$0.00
KPMG (Ireland)	May 15, 2024 [ECF No. 896]	€627,070.12 ³ / \$680,308.38	€/617,070.12 \$669,308.38	€18,540.99/ \$20,115.46	€635,611.11 \$689,423.84	€209,490.44/ \$227,276.18	€209,490.44/ \$227,276.18

DATE ON WHICH ORDER WAS SIGNED: __/__/2024

INITIALS: __ USBJ

¹ In response to discussions with the U.S. Trustee, the following Professionals agreed to voluntarily reduce the fees and/or expenses requested in their respective Applications: (i) Milbank LLP (\$95,000.00 fee reduction); (ii) Vedder Price P.C. (\$44,500.00 fee reduction, \$500.00 expense reduction); (iii) Greenhill & Co., LLC (\$151.87 expense reduction); (iv) KPMG LLP (US) (\$1,200.00 fee reduction); and (v) KPMG (Ireland) (€10,000.00/\$11,000.00 fee reduction).

² Pursuant to this Order, Vedder Price P.C. is not seeking the release of the holdback of \$239,583.60 that is held on account of the First Interim Fee Period for its role as 327(e) counsel. Rather, Vedder Price P.C. will seek the release of such holdback as part of its next fee application and, accordingly, such amount will continue to be held in the Professional Fee Escrow.

³ The Debtors pay KPMG (Ireland) in euros. The U.S. dollar amounts are estimates based on the euro to dollar exchange rate as of November 16, 2023, of €1.0849 to \$1.00.

Schedule B

Final Fee Amounts

In re Voyager Aviation Holdings, LLC et al., Case No. 23-11177 (JPM)

Final Fee Applications
July 27, 2023, Through and Including April 5, 2024

Professional¹	Date and Docket Number of Final Fee Application	Total Fees Requested in Final Fee Application	Total Fees Allowed for Final Fee Period	Total Expenses Requested in Final Fee Application	Total Expenses Allowed for Final Fee Period
Milbank LLP	May 15, 2024 [ECF No. 892]	\$11,415,554.31	\$11,320,554.31	\$152,008.47	\$152,008.47
Greenhill & Co., LLC	May 15, 2024 [ECF No. 893]	\$10,239,583.33	\$10,239,583.33	\$1,798.67	\$1,646.80
Kurtzman Carson Consultants LLC	May 15, 2024 [ECF No. 894]	\$124,675.16	\$124,675.16	\$0.00	\$0.00
KPMG LLP (US)	May 15, 2024 [ECF No. 895]	\$935,869.94	\$934,669.94	\$323.50	\$323.50
KPMG (Ireland)	May 15, 2024 [ECF No. 896]	€812,479.99 ² / \$879,566.08	€802,479.99/ \$868,566.08	€414,060.13/ \$448,868.33	€414,060.13/ \$448,868.33

DATE ON WHICH ORDER WAS SIGNED: __/__/2024

INITIALS: ___ USBJ

¹ Vedder Price P.C. will, at a later date, file a separate application for final allowance of fees and expenses in its capacity as 327(a) counsel and 327(e) counsel.

² The Debtors pay KPMG (Ireland) in euros. The U.S. dollar amounts are estimates based on the euro to dollar exchange rate as of November 16, 2023, of €1.0849 to \$1.00.