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

In re:	) Ch	apter 11
Voyager Aviation Holdings, LLC et al.,	) ) Ca	se No. 23-11177 (JPM)
Debtors. <sup>1</sup>	) ) (Jo	ointly Administered)
	)	

#### 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

Upon consideration of each application (each an "Application" and collectively the "Applications")<sup>2</sup> [Docket Nos. 891, 892, 893, 894, 895, and 896] of the professionals (the "Professionals") listed on **Schedule A** and **Schedule B** hereto, pursuant to sections 327, 328, 330, and 331, as the case may be, of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), seeking allowance of interim and final compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith during the periods identified on the schedules; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431,

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



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The Debtors in the 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); Actios Aviation Leasing 1 Limited (N/A); Actios 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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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 Amended Omnibus Certificate of No Objection [Docket No. 933] 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: June 28, 2024

/S/ John P. Mastando III

HONORABLE JOHN P. MASTANDO III

UNITED STATES BANKRUPTCY JUDGE

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## Schedule A

**Interim Fee Amounts** 

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#### 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 <sup>1</sup>	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	\$0.002	\$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 <sup>3</sup> / \$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: 06/28/2024

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).

**INITIALS: JPM-USBJ** 

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.

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

Professional <sup>1</sup>	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 <sup>2</sup> / \$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: 06/28/2024

INITIALS:JPM \_\_\_ USBJ

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.

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.