IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Avenger Flight Group, LLC, *et al.*,	Case No. 26-10183 (MFW)
Debtors.[1]	(Jointly Administered)
	Objection Deadline: May 15, 2026 at 4:00 p.m. (ET)

FIRST MONTHLY FEE APPLICATION OF WOMBLE BOND DICKINSON (US) LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM FEBRUARY 26, 2026 THROUGH MARCH 31, 2026

Name of Applicant:	Womble Bond Dickinson (US) LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 10, 2026; effective February 26, 2026
Period for which Compensation and Reimbursement is Sought:	February 26, 2026 through March 31, 2026
Amount of Compensation sought as Actual, Reasonable and Necessary:	$45,138.40 (80% of $56,423.00)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	$0.00

This is a(n): _√_ Monthly _____ Interim _____ Final Fee Application

This is WBD's first monthly fee application.

[1] The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Avenger Flight Group, LLC (1216); AFG Dallas III, LLC (5615); AFG Dallas IV, LLC (5558); AFG Dallas, LLC (3418); AFG EU Operations Corp. (9406); AFG FLL, LLC (6470); AFG Latam Holding Corp. (6475); AFG Latam Sim Holdings II, LLC (0473); AFG Latam Sim Holdings III, LLC (2592); AFG Latam Sim Holdings IV, LLC (0093); AFG Latam Sim Holdings, LLC (6475); AFG Latam, LLC (9545); AFG Mexico Corp. (1402); AFG Orlando, LLC (8409); AFG Sanford, LLC (6661); AFG Sim Holding Corp. (3325); Avenger Flight Group Europe, Corp. (5908); Avenger Flight Group Topco, LLC (5643); Avenger Flight Training, LLC (5640); Avenger Flight Group Mexico II, S. de R.L. de C.V, (N/A); and Papi Flight Training, LLC (6206). The location of the Debtors' corporate headquarters and the Debtors' service address is Avenger Flight Group LLC, 1450 Lee Wagener Blvd., Fort Lauderdale, FL 33315.

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TIMEKEEPER SUMMARY FOR MONTHLY PERIOD
FEBRUARY 26, 2026 THROUGH MARCH 31, 2026

NAME OF PROFESSIONAL PERSON	POSITION/DATE ADMITTED TO BAR/NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION SOUGHT
Matthew P. Ward	Partner; Admitted to Delaware Bar 2003; Joined WBD 2008	$1,030.00	21.0	$21,630.00
Todd A. Atkinson	Counsel; Admitted to Delaware Bar 2006; Joined WBD 2020	$750.00	36.3	$27,225.00
Michelle M. Dero	Paralegal; Joined WBD 2026	$430.00	17.6	$7,568.00
TOTALS:			**74.9**	**$56,423.00**
Total Blended Rate:				**$753.31**

SUMMARY OF SERVICES BY TASK CODE FOR MONTHLY PERIOD
FEBRUARY 26, 2026 THROUGH MARCH 31, 2026

TASK CODE	TASK DESCRIPTION	HOURS	AMOUNT
BKAD	Asset Disposition – General	1.5	$1,317.00
BKB	Investigation of Claims	0.6	$450.00
BKBO	Business Operations/Meetings with Debtor	5.4	$5,282.00
BKC	Creditors Committee Meeting/Conferences	8.0	$6,476.00
BKCC	Cash Collateral	0.3	$129.00
BKCO	Claims Objections	0.3	$129.00
BKE	Executory Contracts/Lease Agreements	0.3	$225.00
BKF	Fee Applications/Monthly Billing	0.3	$129.00
BKFDP	First Day Pleadings	13.6	$11,488.00
BKFO	Fees of Others	0.3	$129.00
BKG	General Case Administration	6.9	$4,859.00
BKH	Court Hearings/Preparation/Agenda	2.6	$1,862.00
BKLA	Lien Analysis	1.0	$750.00
BKM	Other Motion Practice	0.6	$618.00
BKMO	Miscellaneous/Other	0.2	$86.00
BKP	Post Petition Financing	4.1	$3,467.00
BKRA	Retention of Applicant	20.9	$12,659.00
BKRE	Real Estate	0.3	$129.00
BKRO	Retention of Others	7.1	$5,789.00
BKTM	U.S. Trustee Matters	0.6	$450.00
	Total:	**74.9**	**$56,423.00**

SUMMARY OF EXPENSES FOR MONTHLY PERIOD
FEBRUARY 26, 2026 THROUGH MARCH 31, 2026

EXPENSE CATEGORY	TOTAL EXPENSES
Total Expenses Requested:	**$0.00**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Avenger Flight Group, LLC, *et al.*,	Case No. 26-10183 (MFW)
Debtors.[1]	(Jointly Administered)
	Objection Deadline: May 15, 2026 at 4:00 p.m. (ET)

FIRST MONTHLY APPLICATION OF WOMBLE BOND DICKINSON (US) LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FEBRUARY 26, 2026 THROUGH MARCH 31, 2026

Womble Bond Dickinson (US) LLP ("**WBD**"), as Delaware co-counsel to the Official Committee of Unsecured Creditors (the "**Committee**") appointed in these chapter 11 bankruptcy case (the "**Chapter 11 Case**s") of the above-captioned debtors and debtors-in-possession (the "**Debtor**s"), submits its first monthly application (the "**Application**"), pursuant to sections 330(a), 331, and 1103 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 2016-2 ("**Local Rule 2016-2**") of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and*

[1] The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Avenger Flight Group, LLC (1216); AFG Dallas III, LLC (5615); AFG Dallas IV, LLC (5558); AFG Dallas, LLC (3418); AFG EU Operations Corp. (9406); AFG FLL, LLC (6470); AFG Latam Holding Corp. (6475); AFG Latam Sim Holdings II, LLC (0473); AFG Latam Sim Holdings III, LLC (2592); AFG Latam Sim Holdings IV, LLC (0093); AFG Latam Sim Holdings, LLC (6475); AFG Latam, LLC (9545); AFG Mexico Corp. (1402); AFG Orlando, LLC (8409); AFG Sanford, LLC (6661); AFG Sim Holding Corp. (3325); Avenger Flight Group Europe, Corp. (5908); Avenger Flight Group Topco, LLC (5643); Avenger Flight Training, LLC (5640); Avenger Flight Group Mexico II, S. de R.L. de C.V, (N/A); and Papi Flight Training, LLC (6206). The location of the Debtors' corporate headquarters and the Debtors' service address is Avenger Flight Group LLC, 1450 Lee Wagener Blvd., Fort Lauderdale, FL 33315.

Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the "**Guidelines**"), and this Court's *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, and (II) Granting Related Relief,* entered March 6, 2026 [Docket No. 129] (the "**Interim Compensation Order**"), for the allowance of monthly compensation for professional services performed by WBD for the period February 26, 2026 through and including March 31, 2026 (the "**Application Period**") in the amount of $56,423.00. In support of the Application, WBD respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.

2. Venue of these cases and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

4. On February 12, 2026 (the "**Petition Date**"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court in the District of Delaware (the "**Court**") commencing these cases (the "**Chapter 11 Cases**"). No trustee or examiner has been appointed in the Chapter 11 Cases.

5. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to manage their properties and operate their businesses as debtors in possession.

6. On February 25, 2026, the Office of the United States Trustee appointed the Committee pursuant to Bankruptcy Code section 1102(a)(1). *See* Docket No. 95. The Committee is comprised of the following three (3) members: (i) Allegiant Air LLC; (ii) Bow Systems (Private) Limited; and (iii) Multi Pilot Simulations. On February 26, 2026, the Committee selected Willkie Farr & Gallagher LLP ("**Willkie**") and WBD to serve as its Delaware co-counsel.

7. Information regarding the Debtors' history, business operations, capital structure, primary secured indebtedness, and the events leading up to the commencement of these *Chapter 11 Cases can be found in the Declaration of Lawrence Perkins in Support of Debtors' Chapter 11 Petitions and First Day Relief* [Docket No. 33].

8. On March 25, 2026, the Committee applied to the Court for an order authorizing the Committee to retain WBD as its Delaware co-counsel effective February 26, 2026 [Docket No. 196] (the "**Retention Application**").

9. On April 10, 2026, the Court entered an Order approving the retention of WBD as Delaware co-counsel to the Committee effective February 26, 2026 [Docket No. 299] (the "**Retention Order**").

SUMMARY OF SERVICES RENDERED

10. A detailed statement of fees incurred by WBD during the Application Period are attached as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for the Compensation Period. To the best of WBD's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rule 2016-2, applicable Third Circuit law and the Administrative Order.

VALUATION OF SERVICES

11. WBD's attorneys and paraprofessionals expended a total of 74.9 hours for the Application Period. The professional time expended by the firm and the value of said time in fees, were actual, reasonable, and necessary. In all respects, the firm's fees meet the standards for allowance under Bankruptcy Code section 330, as well as the standards that govern the review and allowance of bankruptcy professionals' fees.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of the case, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

RESERVATION OF RIGHTS

13. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Application Period but were not processed prior to the preparation of this Application, or WBD has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Application Period, WBD reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

CERTIFICATE OF COMPLIANCE AND WAIVER

14. The undersigned representative of WBD certifies that the undersigned has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with such Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, the undersigned believes that such deviations are not material. Accordingly, WBD respectfully requests that any such requirements be waived.

CONCLUSION

WHEREFORE, WBD respectfully requests that it be granted (i) a monthly allowance of fees in the amount of $56,423.00 and authority for an interim payment of compensation for professional services rendered herein as counsel to the Debtors during the Application Period in the amount of $45,138.40, which is eighty percent (80%) of the fees incurred; and (ii) such further relief as the Court may deem just and proper.

Dated: April 24, 2026
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Matthew P. Ward

Matthew P. Ward (No. 4471)
Todd A. Atkinson (No. 4825)
1313 North Market Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
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todd.atkinson@wbd-us.com

Delaware Co-Counsel to the Official Committee of Unsecured Creditors of Avenger Flight Group, LLC, et al.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Avenger Flight Group, LLC, *et al.*,	Case No. 26-10183 (MFW)
Debtors.[1]	(Jointly Administered)
	Objection Deadline: May 15, 2026 at 4:00 p.m. (ET)

NOTICE OF FIRST MONTHLY FEE APPLICATION OF WOMBLE BOND DICKINSON (US) LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM FEBRUARY 26, 2026 THROUGH MARCH 31, 2026

PLEASE TAKE NOTICE that on April 24, 2026, The Official Committee of Unsecured Creditors of Avenger Flight Group, LLC, *et al.* (the "**Committee**"), by and through the Committee's undersigned counsel, filed the *First Monthly Fee Application of Womble Bond Dickinson (US) LLP for Compensation for Services Rendered and Reimbursement of Expenses as Delaware Co-Counsel for the Official Committee of Unsecured Creditors for the Period from February 26, 2026 through March 31, 2026* (the "**Application**") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the "**Bankruptcy Court**").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court's *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals,*

[1] The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Avenger Flight Group, LLC (1216); AFG Dallas III, LLC (5615); AFG Dallas IV, LLC (5558); AFG Dallas, LLC (3418); AFG EU Operations Corp. (9406); AFG FLL, LLC (6470); AFG Latam Holding Corp. (6475); AFG Latam Sim Holdings II, LLC (0473); AFG Latam Sim Holdings III, LLC (2592); AFG Latam Sim Holdings IV, LLC (0093); AFG Latam Sim Holdings, LLC (6475); AFG Latam, LLC (9545); AFG Mexico Corp. (1402); AFG Orlando, LLC (8409); AFG Sanford, LLC (6661); AFG Sim Holding Corp. (3325); Avenger Flight Group Europe, Corp. (5908); Avenger Flight Group Topco, LLC (5643); Avenger Flight Training, LLC (5640); Avenger Flight Group Mexico II, S. de R.L. de C.V, (N/A); and Papi Flight Training, LLC (6206). The location of the Debtors' corporate headquarters and the Debtors' service address is Avenger Flight Group LLC, 1450 Lee Wagener Blvd., Fort Lauderdale, FL 33315.

and (II) Granting Related Relief [Docket No. 129] (the "**Interim Compensation Order**"), objections, if any, to the Application must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and be served upon: (i) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Richard M. Pachulski, Esquire (rpachulski@pszjlaw.com), Gregory V. Demo, Esquire (gdemo@pszjlaw.com) and Mary F. Caloway, Esquire (mcaloway@pszjlaw.com); (ii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Attn: Jon Lipshie, Esquire (jon.lipshie@usdoj.gov); (iii) counsel to the DIP Lenders, (a) Proskauer Rose LLP, Eleven Times Square, New York, New York 10036, Attn: David M. Hillman, Esquire (dhillman@proskauer.com) and Matthew R. Koch, Esquire (mkoch@proskauer.com)), and (b) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Matthew B. McGuire, Esquire (mcguire@lrclaw.com)); (iv) counsel to the DIP Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016, Attn: William Hao, Esquire (william.hao@alston.com) and Dylan S. Cassidy, Esquire (dylan.cassidy@alston.com)); and (v) counsel for the Committee, (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019-6099, Attn: Brett H. Miller, Esquire (bmiller@willkie.com), Todd M. Goren, Esquire (tgoren@willkie.com), James H. Burbage, Esquire (jburbage@willkie.com), Joseph R. Brandt, Esquire (jbrandt@willkie.com), and (b) Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn: Matthew P. Ward, Esquire (matthew.ward@wbd-us.com) and Todd A. Atkinson, Esquire (todd.atkinson@wbd-us.com), (each, an "**Application Recipient**" and collectively, (the "**Application Recipients**") by no later than **May 15, 2026 at 4:00 p.m. (*prevailing* Eastern Time)**

(the "**Objection Deadline**"). A hearing on the Application shall be held in the event timely objections are filed.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTION TO THE APPLICATION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY ENTER AN ORDER GRANTING THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: April 24, 2026
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Matthew P. Ward
Matthew P. Ward (No. 4471)
Todd A. Atkinson (No. 4825)
1313 North Market Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
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Delaware Co-Counsel to the Official Committee of Unsecured Creditors of Avenger Flight Group, LLC, et al.

EXHIBIT A

WBD Detailed Statement

WOMBLE BOND DICKINSON

Avenger Flight Group -Official Committee
c/o Womble Bond Dickinson
Wilmington, DE 19801

April 15, 2026
Invoice No. 6808021
Matter No. 324398.00001
Due Upon Receipt

Billing Attorney: M. Ward
Avenger Flight Group, LLC

For Professional Services Rendered through March 31, 2026

Fees	$56,423.00
Total Balance Due	**$56,423.00**

Professional Services

Date	Timekeeper	Description	Hours	Amount
Task: BKAD Asset Disposition - General				
02/27/26	M. Ward	Review and analysis of bidding procedures motion, proposed order, procedures, and related court filings	0.80	824.00
03/05/26	T. Atkinson	Review and consider FTI, Willkie and Pachulski correspondences regarding bidding procedures motion and related issues	0.30	225.00
03/10/26	M. Dero	Download Certification of Counsel regarding bidding procedures order and email to M. Ward and T. Atkinson	0.10	43.00
03/30/26	T. Atkinson	Review and monitor case filings and correspondences involving sale, including notice of successful bidder and cure objections	0.30	225.00
	Subtotal			**$1,317.00**
Task: BKB Investigation of Claims				
03/09/26	T. Atkinson	Review and consider proposed changes to global term sheet and related correspondences (.3); review and consider correspondences from Willkie team and FTI team regarding additional changes to global term sheet and multiple related issues (.3)	0.60	450.00
	Subtotal			**$450.00**
Task: BKBO Business Operations/Meetings with Debtor				
02/26/26	M. Ward	Initial meeting with debtors' counsel re first day pleadings, open items, and path forward	1.00	1,030.00
02/28/26	M. Ward	Revise draft global resolution term sheet (1.0); correspondences with Willkie team and T. Atkinson re same (.4)	1.40	1,442.00
02/28/26	T. Atkinson	Review, edit and revise draft global settlement term sheet (.5); research and analyze issues regarding same (.3); communicate with Mr. Ward regarding draft global settlement sheet and related issues (.2)	1.00	750.00
03/01/26	M. Ward	Review revised draft global settlement term sheet and comments (.4); correspondences with T. Goren re same (.1)	0.50	515.00
03/02/26	M. Ward	Participate in lengthy video meeting with Willkie and FTI teams re global case negotiations and strategy (.7); correspondences with parties re negotiations (.4); review draft bylaws (.2)	1.30	1,339.00
03/05/26	M. Ward	Review/analyze lender comments to draft proposed global term sheet	0.20	206.00
	Subtotal			**$5,282.00**
Task: BKC Creditors Committee Meeting/Conferences				
03/02/26	T. Atkinson	Review and consider revised global term sheet and related correspondence from Willkie team	3.20	2,400.00

Date	Timekeeper	Description	Hours	Amount
		(.3); review and consider committee meeting materials, including financial advisor pitch materials (.5); prepare for and attend committee meeting, including financial advisor pitches (1.5); attend teleconference with FTI team and Willkie Team regarding global term sheet and case strategy (.9)		
03/03/26	M. Ward	Prepare for committee meeting (.2); participate in same (1.0)	1.20	1,236.00
03/03/26	T. Atkinson	Prepare for and attend committee teleconference	1.00	750.00
03/09/26	M. Ward	Attend committee meeting	0.50	515.00
03/09/26	T. Atkinson	Prepare for and attend weekly creditor committee meeting	0.50	375.00
03/24/26	T. Atkinson	Review and consider FTI presentation materials for Committee meeting (.3); prepare for and attend Committee Meeting (.8)	1.10	825.00
03/31/26	T. Atkinson	Review and consider committee meeting materials (.1); prepare for and attend committee meeting (.4)	0.50	375.00
	Subtotal			**$6,476.00**
Task: BKCC Cash Collateral				
03/09/26	M. Dero	Emails with T. Atkinson regarding potential objection and extension	0.10	43.00
03/10/26	M. Dero	Download Notice of Filing of Proposed Final DIP Order and email to M. Ward and T. Atkinson	0.10	43.00
03/11/26	M. Dero	Retrieve Final DIP Order and email to M. Ward and T. Atkinson	0.10	43.00
	Subtotal			**$129.00**
Task: BKCO Claims Objections				
03/10/26	M. Dero	Download Debtors' Bar Date Motion, calendar deadlines and update critical dates calendar	0.20	86.00
03/20/26	M. Dero	Retrieve bar date order	0.10	43.00
	Subtotal			**$129.00**
Task: BKE Executory Contracts/Lease Agreements				
03/16/26	T. Atkinson	Review and consider list of executory contracts for potential assumption and assignment (.2); review correspondence from Mr. Ward and communicate with Willkie team regarding same (.1)	0.30	225.00
	Subtotal			**$225.00**
Task: BKF Fee Application/Monthly Billing				
03/17/26	M. Dero	Email from T. Atkinson regarding U.S. Trustee Guidelines (.1); review Department of Justice site and download information regarding large case guidelines and email to same (.2)	0.30	129.00

Date	Timekeeper	Description	Hours	Amount
	Subtotal			**$129.00**
Task: BKFDP First Day Pleadings				
02/26/26	M. Ward	Begin review and legal research of first day pleadings and first day affidavit (1.4); teleconference with T. Goren at Willkie re same (.2); follow-up teleconference with T. Atkinson re same (.1)	1.70	1,751.00
02/26/26	T. Atkinson	Teleconference with Mr. Ward regarding case and emergent next steps (.1); phone call with Mr. Goren and Mr. Ward regarding initial aspects of case (.2); review, edit and revise draft notice of appearance and related Willkie pro hac vice papers (.6); communicate with Ms. Derro regarding same (.1); communicate with Mr. Lipshie regarding appearance in case (.1); review and consider correspondences with Mr. Lipshie and, separately, with Debtors' counsel (.1); review and consider first-day hearing audio recording (.8); prepare for and attend introductory call with Debtors' counsel (1.0); review first-day pleadings (.3)	3.30	2,475.00
02/27/26	M. Ward	Continue review and analysis of numerous first day pleadings	0.80	824.00
02/27/26	T. Atkinson	Review debtor background information including Perkins declaration (.8); review first day filings and related proposed orders involving taxes (.3); insurance (.4); and critical vendors (.4)	1.90	1,425.00
03/02/26	M. Ward	Review markup and comments on numerous first day motions (.8); correspondences with Willkie team and T. Atkinson re same (.2)	1.00	1,030.00
03/02/26	T. Atkinson	Review first-day papers including interim comp motion and proposed order (.3); motion and proposed order to extend schedules (.2); motion and proposed order to reject certain contracts and leases (.3); draft outline summarizing first-days and related aspects (.7); communicate with Mr. Ward regarding same (.1); communicate with Willkie team with comments to first-days and related issues (.2); communicate with Pachulski team with comments and request relative to first-days (.2)	2.00	1,500.00
03/03/26	M. Ward	Further review of first day pleadings and comments to same	0.60	618.00
03/03/26	T. Atkinson	Communicate with Mr. Wallen, debtors' counsel, regarding comments to first-day papers and related issues	0.20	150.00
03/04/26	T. Atkinson	Review proposed changes to final order approving critical vendor motion and related correspondence from Mr. Wallen (.3); communicate with Mr. Wallen regarding same and other first-day motions (.1)	0.40	300.00

Date	Timekeeper	Description	Hours	Amount
03/05/26	T. Atkinson	Review and consider additional changes to proposed final order approving critical vendor motion and related correspondence from Mr. Wallen (.1); communicate with Mr. Wallen regarding same (.1); communicate with Ms. Caloway regarding status of proposed changes to final order approving tax motion (.1); review and consider proposed changes to tax orders (.2); communicate with Ms. Caloway regarding same (.1); review and consider proposed changes to interim comp. procedures order and related correspondence from Ms. Caloway (.3); communicate with Willkie Team regarding same (.1)	1.00	750.00
03/06/26	T. Atkinson	Review and consider proposed changes to final order approving Utilities motion (.1); communicate with Mr. Wallen regarding same (.1)	0.20	150.00
03/09/26	M. Ward	Review numerous revised proposed final orders and certifications of counsel, including SIM International settlement	0.50	515.00
	Subtotal			**$11,488.00**
Task: BKFO Fees of Others				
03/03/26	M. Dero	Emails with T. Atkinson regarding deadline to file retention applications (.1); Retrieve retention applications for PSZJ and KCC and email to M. Ward (.1); update main and critical dates calendars (.1)	0.30	129.00
	Subtotal			**$129.00**
Task: BKG General Case Administration				
02/26/26	M. Ward	Review draft appearance and pro hacs (.4); numerous correspondences with Willkie team re next steps (.4); teleconference with L. Tancredi re status (.1)	0.90	927.00
02/26/26	M. Dero	Review docket and prepare critical dates calendar (.3); add dates to calendar for M. Ward and T. Atkinson (.1); download relevant pleadings (.1); Begin preparation of notice of appearance and pro hac motions for Willkie team, including review of bios (.5); emails with M. Ward and T. Atkinson regarding comments to pleadings (.1); revise pleadings (.1); email to Willkie team for review and comment (.1); email from Z. Charlton regarding comments to appearance and pro hac motion and revise same (.1); prepare additional pro hac motion for J. Brandt (.2); Review District Court site regarding payment of annual pro hac vice fee and pay same (.2); electronically file notice of appearance (.2); electronically file pro hac motions for (i) B. Miller; (ii) T. Goren; (iii) J. Burbage; (iv) J. Brandt; and (v) Z. Charlton and	2.60	1,118.00

Date	Timekeeper	Description	Hours	Amount
		upload proposed orders (.5); download as-entered orders and email same to Willkie team (.1)		
02/27/26	M. Dero	Email from M. Ward regarding extended deadline for Committee (.1); update critical dates and main calendar (.1); Email from M. Ward regarding adjourned second day hearing and Committee objection deadline (.1); update critical dates and main calendar (.1)	0.40	172.00
03/04/26	T. Atkinson	Communicate with Willkie Team and, separately, FTI Team regarding monitoring of case filings	0.10	75.00
03/06/26	M. Ward	Teleconference with Willkie and FTI teams re global settlement negotiations and proposed response and strategy	0.50	515.00
03/07/26	M. Ward	Review further revised draft global term sheet and lender comments	0.20	206.00
03/08/26	M. Ward	Review/analyze multiple versions of draft proposed global term sheet (.4); numerous correspondences with Willkie, Pachulski, and Proskauer teams re same (.4)	0.80	824.00
03/09/26	M. Ward	Review/analyze numerous revised draft versions of global settlement term sheet (.4); numerous correspondences with Willkie, Pachulski, and Proskauer teams re same (.3)	0.70	721.00
03/11/26	M. Dero	Download Order Approving Settlement Agreement and email to M. Ward and T. Atkinson	0.10	43.00
03/12/26	M. Dero	Review entry regarding continued 341 meeting and update calendar and critical dates	0.10	43.00
03/26/26	M. Dero	Prepare certificate of service regarding retention applications (.2); update 2002 service list (.1)	0.30	129.00
03/30/26	M. Dero	Download schedules and statements	0.20	86.00
	Subtotal			**$4,859.00**
Task: BKH Court Hearings/Preparation/Agenda				
03/09/26	T. Atkinson	Review and consider hearing agenda (.1); communicate with Ms. Derro and Mr. Ward (.1) and, separately, Willkie team (.1) regarding virtual appearance at hearing	0.30	225.00
03/09/26	M. Dero	Review March 11 agenda notice and email same to M. Ward and T. Atkinson (.1); register Zoom appearances for same (.1); Emails from M. Ward and T. Atkinson regarding co-counsel (.1); register Willkie team to appear at March 11 hearing via Zoom (.2)	0.50	215.00
03/10/26	T. Atkinson	Review and consider amended agenda and correspondence from Ms. Capp regarding hearing appearance	0.10	75.00
03/10/26	M. Dero	Email from L. Capp, Judge Walrath's chambers, with Zoom information for March 11 hearing	0.10	43.00

Date	Timekeeper	Description	Hours	Amount
03/11/26	M. Ward	Attend second day hearing	0.60	618.00
03/11/26	T. Atkinson	Communicate with Mr. Goren and Mr. Brandt regarding hearing preparation (.1); prepare for and attend second-day hearing (.7)	0.80	600.00
03/20/26	M. Dero	Retrieve Notice of Agenda of Matters Scheduled for Hearing on March 24, 2026 and email to M. Ward and T. Atkinson (.1); Retrieve Notice of Amended Agenda of Matters Scheduled for Hearing on March 24, 2026, email to M. Ward and T. Atkinson and remove from calendar (.1)	0.20	86.00
	Subtotal			**$1,862.00**
Task: BKLA Lien Analysis				
03/05/26	T. Atkinson	Review and consider correspondences from Mr. Brandt and related documents regarding lien investigation issues	0.30	225.00
03/06/26	T. Atkinson	Review and consider Willkie and Pachulski correspondences regarding lien investigation (.2); prepare for and attend teleconference with Willkie and Pachulski teams regarding lien investigation (.5)	0.70	525.00
	Subtotal			**$750.00**
Task: BKM Other Motion Practice				
02/26/26	M. Ward	Review and analysis of SIM International settlement motion, proposed order, and related documents	0.60	618.00
	Subtotal			**$618.00**
Task: BKMO Misc./Other				
03/06/26	M. Dero	Download interim comp order (.1); calendar deadlines regarding first monthly and interim (.1)	0.20	86.00
	Subtotal			**$86.00**
Task: BKP Post Petition Financing				
02/27/26	M. Ward	Review/analyze DIP motion, interim order, budget, and related Court filings	0.80	824.00
03/06/26	T. Atkinson	Review and consider proposed changes to global term sheet, including with respect to DIP financing (.4); prepare for and attend teleconference with Proskauer and Willkie teams regarding global resolution negotiation (.7); attend teleconference with Willkie and FTI teams regarding same (.6)	1.70	1,275.00
03/09/26	M. Ward	Review multiple versions of draft DIP objection (.2); numerous correspondences with Willkie and Pachulski teams re same (.2)	0.40	412.00
03/09/26	T. Atkinson	Review and consider draft objection to DIP financing motion and bidding procedures motion (.4); communicate with Willkie team regarding same (.2); communicate with Ms. Derro regarding emergent filings aspects to draft	0.80	600.00

Date	Timekeeper	Description	Hours	Amount
		bidding procedures/DIP financing objection (.2)		
03/10/26	M. Ward	Review revised proposed final DIP order and changes	0.20	206.00
03/10/26	T. Atkinson	Review and consider revised proposed DIP order	0.20	150.00
	Subtotal			**$3,467.00**
Task: BKRA Retention of Applicant				
02/26/26	M. Ward	Correspondences with W. Thorsness re counsel and financial advisor matters (.1); teleconferences and correspondences with financial advisor candidates (.6); develop strategy re same (.3)	1.00	1,030.00
02/26/26	M. Dero	Emails with M. Ward and T. Atkinson regarding retention as Committee counsel with Willkie	0.10	43.00
02/27/26	M. Dero	Emails with M. Ward and T. Atkinson regarding WBD's retention application (.1); review pleadings and Stretto's site and prepare application, notice, proposed order, declaration and parties-in-interest and email to same for review (1.9)	2.00	860.00
02/28/26	T. Atkinson	Review, edit and revise draft Womble retention application, notice, proposed order and related Ward declaration	0.70	525.00
03/03/26	T. Atkinson	Edit and revise WBD retention papers including application and notice (.4); communicate with Ms. Dero regarding same (.1); research and analyze conflicts relative to WBD engagement (.5)	1.00	750.00
03/03/26	M. Dero	Emails with H. Sasso regarding professional rates (.1); update retention application and Ward declaration per T. Atkinson's comments (.2); prepare blackline of retention application (.1); Email revised pleadings to M. Ward and T. Atkinson (.1)	0.50	215.00
03/04/26	M. Dero	Email to M. Ward and T. Atkinson regarding updates to declaration	0.10	43.00
03/11/26	T. Atkinson	Research and analyze potential conflict issues regarding WBD retention application (1.9); communicate with Ms. Derro regarding schedule to Ward declaration (.1)	2.00	1,500.00
03/11/26	M. Dero	Emails with T. Atkinson regarding WBD retention application and Ward declaration (.1); research previously filed Ward declaration and email to same (.1)	0.20	86.00
03/12/26	T. Atkinson	Research and analyze conflicts in connection with WBD retention application (.9); communicate with Ms. Derro regarding WBD retention application (.2)	1.10	825.00
03/12/26	M. Dero	Emails with M. Ward regarding deadline to file	0.20	86.00

Date	Timekeeper	Description	Hours	Amount
		retention applications (.1); email from M. Ward to T. Atkinson regarding FTI's retention application (.1)		
03/12/26	M. Dero	Emails with T. Atkinson regarding list of potentially interested parties	0.10	43.00
03/13/26	M. Dero	Email to T. Atkinson regarding possible parties in interest list	0.10	43.00
03/13/26	M. Dero	Emails with T. Atkinson regarding WBD's retention application and forward retention application to M. Ward	0.10	43.00
03/16/26	M. Ward	Review and revise draft retention application, affidavit, and proposed order	0.40	412.00
03/16/26	T. Atkinson	Research and analyze conflicts related to WBD retention (.6); review and consider draft retention application papers (.2); communicate with Ms.Derro regarding same (.2)	1.00	750.00
03/16/26	M. Dero	Emails with T. Atkinson regarding list of potentially interested parties (.1); review PII filed by PSZJ and update PII for WBD (.2); Emails regarding large case threshold (.1); prepare declaration for Committee member to review and signed in support of WBD retention (.3); Email from M. Ward regarding retention application, reaching out to Willkie and FTI and reply to same (.1); revise retention application and related pleadings and email to M. Ward and T. Atkinson for further review (.3); update list of potentially interested parties per T. Atkinson's comments (.1)	1.20	516.00
03/17/26	M. Dero	Email from T. Atkinson attaching FTI's retention application (.1); save same, add "consent" paragraph and prepare redline (.2); email redline to T. Atkinson (.1)	0.40	172.00
03/18/26	M. Ward	Correspondences with T. Atkinson re Womble retention application and questions	0.10	103.00
03/18/26	M. Dero	Email from T. Atkinson regarding guidelines for retention (.1); research Local Rules, U.S. Trustee Guidelines and discussion with C. Giobbe regarding same (.4); email to T. Atkinson regarding specific area of Appendix B Guidelines concerning retention information (.1)	0.60	258.00
03/19/26	M. Dero	Download retention orders for (i) PSZJ; (ii) Holland & Knight; (iii) Seabury Aviation; and (iv) Verita Global	0.10	43.00
03/20/26	M. Dero	Email from T. Atkinson regarding Willkie's retention application, name of Committee declarant (.1); revise WBD's retention application and related pleadings (.3); revise FTI's retention application and related pleadings and prepare declaration for Committee chairperson (.4)	0.80	344.00

Date	Timekeeper	Description	Hours	Amount
03/23/26	T. Atkinson	Research and analyze conflict issues relative to WBD retention application (.5); review final draft WBD retention papers (.3); communicate with Ms. Dero regarding draft WBD and FTI retention applications (.1); communicate with Willkie team regarding approval of WBD and FTI retention applications (.1); communicate with Mr. Adrian with respect for approval re: same (.1)	1.10	825.00
03/23/26	M. Dero	Email from T. Atkinson regarding WBD and FTI's retention applications (.1); update WBD's application and related pleadings to add signatures and convert to .pdf (.2); update FTI's application and related pleadings to add signatures and remove language and convert to .pdf (.2); email to T. Atkinson attaching retention applications for review and approval by Committee (.1); revise Adrian declaration per T. Atkinson's comments and email revised to same (.2)	0.80	344.00
03/25/26	T. Atkinson	Review, edit and finalize WBD retention papers (.4); communicate with Mr. Ward regarding approval of same (.1); communicate with Ms. Dero regarding finalizing and filing WBD retention application (.2)	0.70	525.00
03/25/26	M. Dero	Emails from T. Atkinson regarding objection deadline for retention applications and a few minor comments (.1); revise WBD and FTI's retention applications and notices (.2); review notice parties against interim compensation procedures order (.1); prepare notice regarding Willkie's retention application (.2); finalize and file Willkie retention app; (.2); prepare notice of FTI application (.2); update FTI retention application and related pleadings to add hearing date information, add exhibit pages and convert to .pdf (.3); email to T. Atkinson (.1); finalize and file FTI retention app (.2); download updated 2002 list from claims agent (.1); effectuate email service of applications (.1); emails with Reliable regarding first-class service on certain parties (.1)	1.90	817.00
03/25/26	M. Dero	Email from T. Atkinson attaching revised Exhibit 2 to Ward declaration and save same (.1); update WBD retention application and related pleadings to add hearing date information, add exhibit pages and convert to .pdf (.3); email to T. Atkinson (.1); Finalize and file Womble retention app (.2)	0.70	301.00
03/29/26	M. Ward	Review U.S. Trustee comments on proposed Womble retention order (.1); numerous correspondences with T. Atkinson an Willkie team re same (.2)	0.30	309.00
03/29/26	T. Atkinson	Draft proposed changes to WBD order approving	0.40	300.00

Date	Timekeeper	Description	Hours	Amount
		retention application relative to UST comments (.3); communicate with Mr. Brandt regarding same (.1)		
03/30/26	T. Atkinson	Communicate with Mr. Lipshie with proposed changes to WBD proposed order approving retention application	0.10	75.00
03/31/26	M. Dero	Email from T. Atkinson regarding comments to WBD and FTI's retention orders and reply to same (.1); revise FTI's retention order (2); prepare redline retention orders for WBD and FTI (.3); prepare certificate of no objection regarding Willkie's retention application (.2); prepare certifications of counsel regarding WBD and FTI's retention applications (.3)	1.10	473.00
	Subtotal			**$12,659.00**
Task: BKRE Real Estate				
03/11/26	M. Dero	Retrieve bidding procedures order and email to M. Ward and T. Atkinson (.1); Calendar deadlines (.1)	0.20	86.00
03/30/26	M. Dero	Download /Notice of Successful Bidder and Cancellation of Auction and email to M. Ward and T. Atkinson	0.10	43.00
	Subtotal			**$129.00**
Task: BKRO Retention of Others				
03/02/26	M. Ward	Attend financial advisor candidate interviews and review materials in advance of same (1.0); correspondences with W. Thorsness re same (.1)	1.10	1,133.00
03/03/26	M. Ward	Develop strategy re committee retention applications (.2); correspondences with Womble, Willkie, and FTI teams re same (.2); review/analyze numerous second day retention applications and proposed orders (.3); review interim comp motion and proposed order (.2)	0.90	927.00
03/03/26	T. Atkinson	Communicate with Willkie team regarding their retention application (.1); communicate with FTI team regarding their retention application (.1); communicate with Mr. Ward regarding Willki and FTI retentions (.1)	0.30	225.00
03/04/26	M. Dero	Retrieve numerous filed retention applications and OCP motion and email same to M. Ward and T. Atkinson	0.30	129.00
03/16/26	T. Atkinson	Review and propose changes to FTI draft retention application papers	0.40	300.00
03/17/26	T. Atkinson	Review, edit and revise FTI retention application (.2); communicate with Ms. Derro regarding same (.1)	0.30	225.00
03/18/26	T. Atkinson	Revised draft FTI retention application and related proposed order (.4); research and	0.90	675.00

Date	Timekeeper	Description	Hours	Amount
		analyze issues regarding same (.3); communicate with Mr. Tully regarding draft FTI retention application papers (.1); communicate with Mr. Charlton at Willkie regarding retention applications (.1)		
03/19/26	T. Atkinson	Communicate with Mr. Tulley regarding FTI retention application (.1); Review and consider certification of counsels filed relative to debtors' professionals retention application (.1)	0.20	150.00
03/23/26	T. Atkinson	Review final draft FTI retention papers	0.20	150.00
03/24/26	T. Atkinson	Phone call with Mr. Brandt regarding committee professionals' retention applications (.1); review and consider hearing aspects regarding same (.1); communicate with Mr. Golden and Ms. Caloway regarding status of omnibus hearing relative to setting retention applications for hearing (.2)	0.40	300.00
03/25/26	T. Atkinson	Review final draft Willkie retention application (.4); communicate with Willkie team regarding same (.1); review and consider final draft FTI retention application (.3); communicate with Mr. Conor at FTI regarding same (.1); communicate with Ms. Dero regarding finalizing and filing Willkie and FTI retention papers (.3)	1.20	900.00
03/27/26	T. Atkinson	Review and consider correspondence from Mr. Lipshie with initial comments to FTI, Willkie and WBD retention applications (.3); communicate with Mr. Brandt and Mr. Ward regarding same (.1)	0.40	300.00
03/29/26	T. Atkinson	Review and consider draft proposed responses to UST regarding Willkie and FTI retention (.3); communicate with Mr. Brandt regarding same (.1)	0.40	300.00
03/30/26	T. Atkinson	Review and consider Mr. Brandt's correspondence to Mr. Lipshie regarding Willkie and FTI retention applications	0.10	75.00
	Subtotal			**$5,789.00**
Task: BKTM US Trustee Matters				
03/11/26	T. Atkinson	Communicate with Mr. Curbelo at Willkie regarding 341 meeting	0.10	75.00
03/12/26	T. Atkinson	Prepare for and attend 341 meeting (.4); communicate with Willkie team regarding same (.1)	0.50	375.00
	Subtotal			**$450.00**
Total Fees				**$56,423.00**

Timekeeper Summary

Attorney	Title	Billed Hours	Billed Rate	Billed Amount
T. Atkinson	Counsel	36.30	750.00	27,225.00
M. Dero	Paralegal	17.60	430.00	7,568.00
M. Ward	Partner	21.00	1,030.00	21,630.00
Total Fees		**74.90**		**$56,423.00**

Total Fees & Disbursements **$56,423.00**