Docket #0372 Date Filed: 02/11/2022

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
PHILIPPINE AIRLINES, INC.,[1]	Case No. 21-11569 (SCC)
Debtor.	

FOURTH MONTHLY FEE STATEMENT OF SEABURY SECURITIES LLC AND SEABURY INTERNATIONAL CORPORATE FINANCE LLC FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS FINANCIAL ADVISOR AND INVESTMENT BANKER TO THE DEBTOR FROM DECEMBER 1, 2021 THROUGH AND INCLUDING DECEMBER 31, 2021

Dated: February 11, 2022
New York, NY

[1] The Debtor in this chapter 11 case, along with its registration number in the Philippines, is Philippine Airlines, Inc. Philippine Securities and Exchange Commission Registration No. PW 37. The Debtor's corporate headquarters is located at PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines.

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Name of applicant:	**Seabury Securities LLC and Seabury International Corporate Finance LLC**
Authorized to provide professional services to:	Philippine Airlines, Inc., Debtor and Debtor in Possession
Date of retention order:	October 26, 2021, *nunc pro tunc* to September 3, 2021
Period for which compensation and reimbursement is sought:	December 1, 2021 through December 31, 2021
Total fees requested in this Fee Statement:	$400, 000.00
Total fees requested in this Fee Statement less the 20% holdback:	$320, 000.00
Total expenses requested in this Fee Statement:	$845.80
Total fees and expenses requested in this fee statement	$400, 845.80
Total fees and expenses requested in this Fee Statement (net of holdbacks):	$320, 845.80
This is a(n): _X_ Monthly Application ___ Interim Application ___ Final Application	

Seabury Securities LLC and Seabury International Corporate Finance LLC (collectively, "**Seabury**"), financial advisor and investment banker to the above-caption debtor and debtor-in-possession (the "**Debtor**") pursuant to this Court's *Order Authorizing The Employment and Retention of Seabury Securities LLC and Seabury International Corporate Finance LLC as Financial Advisor and Investment Banker for the Debtor and Debtor in Possession* Nunc Pro Tunc *to the Petition Date* [ECF No. 220] entered on October 26, 2021, hereby submits this *Fourth Monthly Fee Statement of Seabury Securities LLC and Seabury International Corporate Finance LLC for Compensation for services Rendered and Reimbursement of Expenses Incurred as Financial Advisor and Investment Banker to the Debtor From December 1, 2021 Through and*

Including December 31, 2021 (this "**Monthly Fee Statement**"), pursuant to sections 327, 328, 330 and 331 of title 11 of the United States Code, Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, and the *Order Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 125] entered on September 30, 2021 (the "**Interim Compensation Order**"), for allowance of compensation and reimbursement of expenses for the period of December 1, 2021 through and including December 31, 2021 (the "**Monthly Period**"). By this Monthly Fee Statement, Seabury seeks (i) compensation in the amount $320,000.00 which is equal to 80% of the total amount of reasonable compensation for actual, necessary financial advisor and investment banker services that Seabury provided to the Debtor during the Monthly Period (*i.e.*, $400,000.00) and (ii) reimbursement in the amount of $845.80 for the actual, necessary expenses that Seabury incurred in connection with such services.

Itemization of Services and Disbursements Incurred

1. In support of this Monthly Fee Statement, the following exhibits are attached:

- **Exhibit A** is a schedule of the total number of hours expended by Seabury employees during the Monthly Period with respect to each of the subject matter categories Seabury established in accordance with its internal billing procedures.

- **Exhibit B** is a schedule providing certain information regarding the Seabury employees for whose work compensation is sought in this Monthly Fee Statement, including positions, level of experience, and total hours spent working in this case during the Monthly Period. Employees of Seabury expended a total of 146 hours in connection with this case during the Monthly Period.

- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Seabury is seeking

reimbursement in this Monthly Fee Statement. All of these amounts comprise the requested sum of Seabury's out-of-pocket expenses.

- **Exhibit D** consists of Seabury's detailed time records and expenses incurred in the Monthly Period in the rendition of professional services to the Debtor.

Representations

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

Notice and Objection Procedures

3. In accordance with the Interim Compensation Order, notice of this Monthly Fee Statement shall be given by hand or overnight delivery upon the following parties (collectively, the "**Fee Notice Parties**"):

(a) the Debtor c/o Philippine Airlines, Inc., PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines (Attn: Clara C. De Castro, Vice President of Legal Affairs; clara_decastro@pal.com.ph);

(b) counsel for the Debtor, Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York 10022 (Attn: Jasmine Ball, Nick S. Kaluk, III, Elie J Worenklein; jball@debevoise.com, nskaluk@debevoise.com, eworenklein@debevoise.com); and

(c) the U.S. Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Attn: Susan A. Arbeit; Email: susan.arbeit@usdoj.gov).

4. Objections to this Monthly Fee Statement, if any, must be served by the objection deadline upon Seabury Securities LLC, 1350 Avenue of the Americas, 31st Floor, New York,

NY 10019 (Attn: Douglas Walker; dwalker@seaburysecurities.com), no later than February 28, 2022 at 12:00 p.m. (Prevailing Eastern Time) (the "**Objection Deadline**"). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amount of fees or expenses at issue.

5. If no objection to this Monthly Fee Statement is received by the Objection Deadline, the Debtor shall promptly pay Seabury 80% of the fees and 100% of the expenses identified in this Monthly Fee Statement. To the extent that an objection to this Monthly Fee Statement is served by the Objection Deadline, the debtor shall withhold payment of that portion of this 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 in accordance with the Interim Compensation Order, it shall be preserved and scheduled for consideration at the next interim or final fee application hearing.

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WHEREFORE, Seabury respectfully requests (i) compensation in the amount of $320,000.00, which is equal to 80% of the total amount of reasonable compensation for actual, necessary financial advisor and investment banker services that Seabury provided to the Debtor during the Monthly Period, and (ii) reimbursement in the amount of $845.80, which is equal to 100% of the actual, necessary expenses incurred by Seabury in connection with such services.

Dated: February 11, 2022
New York, New York

By: */s/ Douglas Walker*
Douglas Walker

SEABURY SECURITIES LLC
SEABURY INTERNATIONAL CORPORATE FINANCE LLC
1350 Avenue of the Americas, 31st Floor
New York, NY 10019
Telephone: (212) 284-1150

Financial Advisor and Investment Banker to the Reorganized Debtor

Exhibit A

Summary of Fees by Subject Matter

Project Category/Matter Description	Hours Billed
DIP and Exit Financing	36.50
Claims Analysis and Capitalization	9.25
Fleet Restructuring	4.00
Case Administration	25.75
Retention and Fee Applications	9.50
Total	**85.00**

Exhibit B

Seabury Personnel Information

Name	Position	Total Hours Expended
Doug Walker	Managing Director	71.00
AJ Issenman	Director	6.50
Jeff Straebler	Consultant	7.50
	Total:	**85.00**

Exhibit C

Summary of Expenses Incurred During the Monthly Period

Expense Category	Total Amount
Transportation to client, lender meetings (flights, ground transportation) (10/11-10/12)	$689.43
Hotel expenses in connection with above meetings	$156.37
Total:	**$845.80**

Exhibit D

Records of Hours and Expenses Incurred During the Monthly Period

D. Walker

Date	Hours	Category	Description
12/1	6.5	DIP (2); Ret (2); Fleet (2.5)	Review exit term sheet and correspondence re same (2.0); prepare fee application (2.0); attend lender and lessor meetings re case progression, exit (2.5).
12/2	9	DIP (5); Ret (2); CAEC (2)	Conference calls w/ client, counsel, and lenders re comments to exit facility (5.0); further draft fee application (2.0); review exit capitalization and client call re same (2.0).
12/3	5.5	DIP (4); CAEC (1.5)	Conference calls with client, counsel, lenders re exit facility (3.0); review DIP lender comments to POR (1.0); review exit capitalization and client calls re same (1.5).
12/6	5.5	DIP (1.5); Ret (2.5); Case Admin (1.5)	Lender TCs re exit facility (1.5); prepare monthly fee application (2.5); attend working group call (1.5).
12/7	4	Case Admin (4)	Attend weekly management call (2.0); attend ad hoc management calls re misc. issues (1.0); TC w/ counsel to DIP lender re exit, misc. (1.0).
12/8	2.5	DIP (2.5)	Attend exit lender TC and prep therefor.
12/9	3.5	DIP (2); Fleet (1.5)	Review and discussion of exit facility w/ client, counsel (2.0); review revised promissory note calculations and client discussion re same (1.5).
12/13	6	Ret (2); Case Admin (4)	Prepare fee app (2.0); TC w/ prospective investor re unsecured claims (2.0); TC w/ lessor re same; WG call (2.0).
12/14	6.5	DIP (3); Case Admin (3.5)	Review exit TS comments and client discussions re same (2.0); lender TC re same (1.0); senior management call; client call re share issuance (3.5).
12/15	8	Case Admin (3); DIP (5)	TCs re unsecured claims with prospective investors (3.0); company and lender TCs re exit facility, correspondence re same (5.0).

12/16	1.5	DIP (1); Case Admin (.5)	Attend client TC re exit facility issues (1.0); call with prospective investor re unsecured claims (.5).
12/17	1.5	Case Admin (1.5)	Attend confirmation hearing (.5), client and counsel calls re same (1.0).
12/20	2.5	DIP (1); Case Admin (1.5)	Multiple client discussions re exit facility (1.0); attend working group call (1.5).
12/21	1.5	Case Admin (1.5)	SM call and prep therefor.
12/22	2.5	DIP (2.5)	Internal, client and lender TCs re exit facility.
12/27	2.5	Case Admin (1.5); DIP (1)	Attend working group call and correspondence re same (1.5); exit facility TC (1.0).
12/28	2	Ret (1); Case Admin (1)	Multiple client discussion re fee approvals, invoices (1.0); SM call and related matters (1.0).

A. Issenman

Date	**Hours**	**Category**	**Description**
12/3	1.5	DIP & Exit	Call re exit facility and review of proforma capital structure.
12/6	1.5	Case Admin	Attend working group call.
12/13	0.5	Case Admin	Compile hours for trustee.
12/14	1	DIP & Exit	Call with client re exit facility
12/16	0.5	DIP & Exit	Review of company enterprise value re exit facility.
12/22	1.5	DIP & Exit	Internal discussions and call to discuss exit facility structure.

J. Straebler

Date	Hours	Category	Description
12/9	2.25	Claims Analysis & Capitalization (2.0); Case Admin (.25)	Prepare promissory note schedule calculations (2.0); compile hours for trustee (.25).
12/12	0.50	Case Admin	Compile hours for trustee.
12/13	1.75	Claims Analysis & Capitalization	PAL management call promissory note schedule calculations and claims analysis.
12/16	1.00	Case Admin	Internal calls with team re case administration matters.
12/22	2.0	Claims Analysis & Capitalization	Further revise and update fleet master file re claims analysis.