

Michael J. Edelman, Esq.  
William W. Thorsness, Esq. (admitted *pro hac vice*)

**VEDDER PRICE P.C.**

1633 Broadway, 31st Floor  
New York, New York 10019  
Telephone: (212) 407-7700  
Facsimile: (212) 407-7799

*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

**EIGHTH 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  
MARCH 1, 2024 THROUGH AND INCLUDING MARCH 31, 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.



231117724043000000000001

<b>Name of applicant:</b>	<b>Vedder Price P.C. (“<u>Vedder Price</u>”), 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>	March 1, 2024 through March 31, 2024
<b>Total fees requested in this Fee Statement:</b>	\$2,787.20 (80% of \$3,484)
<b>Total expenses requested in this Fee Statement:</b>	\$0
<b>Total fees and expenses for which interim allowance is sought:</b>	\$3,484
<b>Total fees and expenses to be paid under the Interim Compensation Order:</b>	\$2,787.20
<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 Eighth 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 Eighth 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>	February 1, 2024 through February 29, 2024
<b>Total fees requested in this Fee Statement:</b>	\$301,315.60 (80% of \$ \$376,644.50)
<b>Total expenses requested in this Fee Statement:</b>	\$760.20
<b>Total fees and expenses for which interim allowance is sought:</b>	\$377,404.70
<b>Total fees and expenses to be paid under the Interim Compensation Order:</b>	\$302,075.80
<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 *Eighth 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 January 1, 2024 Through and Including January 31, 2024* (the “Eighth 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 January 1, 2024 through and including January 31, 2024 (the “Eighth Monthly Period”). By this Eighth Monthly Fee Statement, Vedder Price seeks (i) compensation in the aggregate amount of \$304,102.80 (which includes (A) \$2,787.20 as Section 327(a) counsel to the MSNs 63695 and 63781 Debtors<sup>3</sup> and (B) \$301,315.60 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 Eighth Monthly Period (i.e., \$380,128.50) and (ii) payment of \$760.20 for the actual, necessary expenses that Vedder Price incurred in connection with such services during the Eighth 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 Eighth 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 Eighth 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 Eighth Monthly Fee Statement, including position, level of experience, hourly rate, total hours spent working in these cases during the Eighth Monthly Period, and amount of compensation sought on account thereof. Attorneys and paraprofessionals of Vedder Price billed a total of 3.9 hours

---

<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 Eighth 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 fee statements and interim and final fee applications in accordance with the Interim Compensation Order.

in connection with these cases during the Eighth 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 Eighth 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 Eighth 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 Eighth 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 Eighth 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 Eighth Monthly Fee Statement, including position, level of experience, hourly rate, total hours spent working in these cases during the Eighth Monthly Period, and amount of compensation sought on account thereof. Attorneys and paraprofessionals of Vedder Price billed a total of 373 hours in connection with these cases during the Eighth 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 Eighth 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 Eighth 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 Eighth Monthly Period, some fees and expenses might not be included in this Eighth 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 Eighth Monthly Period, but not included herein.

### **Notice and Objection Procedures**

4. Notice of this Eighth 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) and Elisabeth McCarthy, Esq. (lisa.mccarthy@vah.aero); (ii) counsel for the MSNs 63695 and 63781 Debtors, 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); (iii) 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); (iv) counsel to the Required Consenting Noteholders, Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019, Attn: Michelle McGreal (michelle.mcgreall@cliffordchance.com); and (v) 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 Eighth 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 **May 14 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

6. If no objection to this Eighth 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 Eighth Monthly Fee Statement. To the extent that an objection to this Eighth Monthly Fee Statement is received by the Objection Deadline, the Debtors shall withhold payment of that portion of this Eighth 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 \$304,102.80, which is 80% of the total amount of reasonable compensation for actual, necessary, legal and paraprofessional services incurred by Vedder Price during the Eighth Monthly Period and (ii) payment of \$760.20, which is equal to 100% of the actual, necessary expenses incurred by Vedder Price in connection with such services during the Eighth Monthly Period.

Dated: April 30, 2024  
New York, New York

**VEDDER PRICE P.C.**

/s/ Michael J. Edelman

Michael J. Edelman, Esq.

William W. Thorsness, Esq. (admitted *pro hac vice*)

1633 Broadway, 31st Floor

New York, NY 10019

Telephone: (212) 407-7700

Facsimile: (212) 407-7799

Email: [mjedelman@vedderprice.com](mailto:mjedelman@vedderprice.com)

[wthorsness@vedderprice.com](mailto:wthorsness@vedderprice.com)

*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>
Business Operations	.70	\$714
Retention/Fee Applications	3.20	\$2,770
<b>TOTAL</b>	<b>3.90</b>	<b>\$3,484</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>
William Thorsness	Insolvency, Bankruptcy & Corporate Reorganization / Litigation (Shareholder)	2006	\$1,020	2.0	\$2,040
Brooke Blackwell	Insolvency, Bankruptcy & Corporate Reorganization (Associate)	2018	\$760	1.90	\$1,444
<b>TOTAL</b>			<b>\$893.33</b>	<b>3.90</b>	<b>\$3,484</b>

**Exhibit C**

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

<b>Expense Categories</b>	<b>Amounts</b>
<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: Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
3/20/2024	Thorsness, W.	Draft MORs for PA Debtors (.7).	.70

**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>
3/18/2024	Blackwell, B.	Revise draft fee statement.	1.90
3/27/2024	Thorsness, W.	Review/revise fee application.	1.30

**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	.20	\$240
General Case Strategy (including team calls)	14.30	\$12,986
Claims Analysis	.70	\$550
Communications/Issues/Meetings with Secured Creditors	1.30	\$1,416
Court Hearings and Related Communications	6.60	\$7,668
Retention/Fee Applications	36.40	\$28,533.50
Participation Asset Matters	64.90	\$78,133.50
Aircraft Novation Issues with Lessees	81.0	\$79,354.50
Aircraft Closing and Related Cure/Payment Matters	99.80	\$87,538
Other Aircraft Sale Matters	2.30	\$2,820
Plan Issues Relating to Aircraft Transactions	65.60	\$77,800
<b>TOTAL</b>	<b>373</b>	<b>\$376,644.50</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	103.80	\$130,788
Cameron Gee	Global Transportation Finance (Shareholder)	2006	\$1,200	49.5	59,400
William Thorsness	Insolvency, Bankruptcy & Corporate Reorganization / Litigation (Shareholder)	2006	\$1,020	15.90	\$16,218
Justine Chilvers	Global Transportation Finance (Shareholder)	2014	\$910	21.30	\$19,383
Ayn Moldave	Global Transportation Finance (Counsel)	1999	\$985	82.30	\$81,065.50
Michael Leifman	Insolvency, Bankruptcy & Corporate Reorganization (Associate)	2016	\$755	.60	\$453
Brooke Blackwell	Insolvency, Bankruptcy & Corporate Reorganization (Associate)	2018	\$760	38.30	\$29,108
Alexandra Davidson	Global Transportation Finance (Associate)	2020	\$745	27	\$20,115
Kayla Mistretta	Global Transportation Finance (Associate)	2022	\$640	20.9	\$13,376
Megan Hardy	Global Transportation Finance (Associate)	2023	\$600	9.20	\$5,520
Conor McMahon	Global Transportation Finance (Paralegal)	N/A	\$290	4.20	\$1,218
<b>TOTAL</b>			<b>\$1,009.77<sup>4</sup></b>	<b>373</b>	<b>\$376,644.50</b>

<sup>4</sup> The blended rate for attorneys is \$1,017.97 per hour. The blended rate for paraprofessionals is \$290 per hour.



**Exhibit G**

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

<b>Expense Categories</b>	<b>Amounts</b>
Travel - Auto Rental & Taxis	\$20.10
EDiscovery Database Charge	\$738.00
Long Distance Telephone	\$2.10
<b>TOTAL</b>	<b>\$760.20</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>
03/01/24	Gee, C.	Emails with Fexco re: payments (0.2)	.20

**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>
03/04/24	Edelman, M.	Attend advisors call (0.3)	.30
03/04/24	Chilvers, J.	Reviewed debt release documentation (0.5), correspondence with working group re: same (0.5).	1.0
03/05/24	Mistretta, K.	Advisor/Management working group call (0.3), weekly status call with VP team (0.5), updated draft POAs (0.3), and related correspondence with working group re: same (0.3)	1.40
03/06/24	Mistretta, K.	Weekly status call with VP team (0.4).	.40
03/05/24	Edelman, M.	Attend management update call (0.2).	.20
03/06/24	Davidson, A.M.	Weekly conference calls with working group (.8).	.80
03/12/24	Thorsness, W.	Emails with VP team re: case updates (.2).	.20
03/12/24	Gee, C.	Advisors call (0.5); AFIC call (0.5).	1.0
03/13/24	Thorsness, W.	Emails with VP team re: billing and related client matters (.1).	.10
03/14/24	Blackwell, B.	Review recent filings for strategic implementation (1.2)	1.20
03/19/24	Blackwell, B.	Review recent filings for strategic implementation (.3)	.30
03/26/24	Thorsness, W.	Attend advisor working group call (.5).	.50
03/26/24	Chilvers, J.	Conference call with working group (0.5), correspondence with working group re: same (0.5)	1.0
03/26/24	Gee, C.	Advisor working group call (0.5).	.50
03/26/24	Edelman, M.	Attend management update call (0.5).	.50
03/27/24	Gee, C.	Weekly catch-up call with working group (0.5).	.50
03/27/24	Mistretta, K.	Weekly status call with VP team (0.5).	.50
03/27/24	Davidson, A.M.	Internal conferences regarding status updates (.9); weekly conference regarding status (.4); review, revise and edit documents (.3)	1.60
03/28/24	Thorsness, W.	Conference with advisor group re: strategy and status (.6).	.60
03/28/24	Gee, C.	Advisor and working group call (0.5).	.50
03/28/24	Edelman, M.	Attend management update call re upcoming plan effective date and closings (0.5)	.50
03/28/24	Mistretta, K.	Advisor/Management working group call (0.7).	.70

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Claims Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/07/24	Thorsness, W.	Conference with M. Edelman re: Aviator matters (.1).	.10
03/07/24	Leifman, M.D.	Draft proposed order continuing claim objections and review underlying documents in connection with the same.	.60

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Communications/Issues/Meetings with Secured Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/06/24	Gee, C.	PIMCO catch-up call (0.5)	.50
03/08/24	Thorsness, W.	Multiple emails with stakeholders re: open confirmation matters.	.20
03/09/24	Thorsness, W.	Multiple emails with stakeholders re: open confirmation matters.	.20
03/16/24	Thorsness, W.	Multiple emails with stakeholders re: open confirmation matters.	.10
03/21/24	Thorsness, W.	Emails with stakeholders re: confirmation and effective date matters.	.10
03/26/24	Thorsness, W.	Emails with stakeholders re: confirmation and effective date matters.	.20

**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>
03/04/24	Edelman, M.	Prepare for Aviator status conference to be held on March 5 (0.4)	.40
03/05/24	Thorsness, W.	Attend hearing on Aviator claims (.6) and conference with M. Edelman re: strategy (.1).	.70
03/05/24	Edelman, M.	Attend status conference re Aviator claims objections (0.4); correspondence re same (0.1).	.50
03/18/24	Edelman, M.	Correspond to Court re default interest settlement (0.3); further prep for confirmation hearing (0.5); review confirmation hearing agenda and correspond to Milbank re same (0.3).	1.10
03/19/24	Thorsness, W.	Attend confirmation hearing (1.2).	1.20
03/20/24	Thorsness, W.	Attend continued confirmation hearing and finalize confirmation order (.8).	.80
03/20/24	Edelman, M.	Attend hearing re decision on plan objections (0.6); calls with working group re same (0.3); review and revise confirmation order to reflect decision (0.4); emails re same (0.2); correspond to Milbank re correcting "proposed" form of confirmation order (0.4).	1.90

**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>
03/08/24	Thorsness, W.	Initial review of time entries in preparation for preparing fee application (.4).	.40
03/11/24	Thorsness, W.	Review/revise fee application (.4).	.40
03/11/24	Moldave, A.	Review/revising time entries in preparation for finalizing fee application. (.3)	.30
03/11/24	Blackwell, B.	Email with W. Thorsness regarding fee statement (.1); draft fee statement (.6)	.70
03/12/24	Blackwell, B.	Draft 7th fee statement (.9).	.90
03/13/24	Moldave, A.	Review/revising time entries in preparation for finalizing fee application. (.3)	.30
03/13/24	Blackwell, B.	Draft 7th fee application.	1.40
03/14/24	Blackwell, B.	Draft 7th fee statement (.9).	.90
03/15/24	Thorsness, W.	Work with VP team re: fee application matters (.2).	.20
03/15/24	Blackwell, B.	Coordinate with VP team regarding various fee application issues (.6); revise draft of fee statement (1.6)	2.20
03/18/24	Moldave, A.	Review/revising time entries in preparation for finalizing fee application. (.3)	.30
03/19/24	Blackwell, B.	Revise draft fee statement (.8).	.80
03/20/24	Moldave, A.	Review/revising time entries in preparation for finalizing fee application. (.6)	.60
03/20/24	Blackwell, B.	Draft fee statement.	2.80
03/21/24	Blackwell, B.	Draft fee statement.	3.80
03/22/24	Blackwell, B.	Revise draft fee statement.	2.40
03/23/24	Blackwell, B.	Draft fee statement.	1.90
03/25/24	Moldave, A.	Review/revising time entries in preparation for finalizing fee application. (.4)	.40
03/25/24	Blackwell, B.	Draft fee statement.	4.70
03/26/24	Thorsness, W.	Review/revise fee application and related emails re: billings with VP team (.1).	.10
03/26/24	Blackwell, B.	Internal communication with billing team regarding invoice preparation and analysis (.4); email with W. Thorsness regarding same (.1); revise draft fee statement (5.6)	6.10
03/27/24	Blackwell, B.	Internal communication with billing team regarding invoice preparation and analysis (.2); email with W. Thorsness regarding same (.1); revise draft fee statement (1.3)	1.60
03/28/24	Thorsness, W.	Review/revise fee application (.4).	.40
03/28/24	Blackwell, B.	Revise fee statement (1.9); internal communications with W. Thorsness and review of comments to same (.3).	2.20
03/29/24	Thorsness, W.	Finalize fee application.	.20
03/29/24	Blackwell, B.	Internal communications with W. Thorsness regarding fee statement draft (.1); analysis of same (.3)	.40



**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>
03/01/24	Edelman, M.	Newco: Review comments to consensual foreclosure agreement and correspond to team re same and correspond to A&O re same (0.7).	.70
03/03/24	Edelman, M.	Newco: Prepare certain plan revisions to reflect Newco transaction revisions (0.3) and attend conference call re same (0.5).	.80
03/05/24	Edelman, M.	Newco: Correspondence to Irish counsel re consensual foreclosure agreements for their review (0.4).	.40
03/06/24	Edelman, M.	Newco: Prep for and Attend call with FTI and FEXCO re Newco transaction matters (0.8); correspond to Milbank re KPMG matters raised in foreclosure agreements (0.3); Prepare plan revisions to reflect Newco transaction revisions (0.3); review revisions to RSA to implement the Newco transaction terms (0.2).	1.60
03/07/24	Edelman, M.	Newco: Review confirmation brief for Newco transaction and prepare revisions for same (1.3); Attend call with Milbank and A&O re plan and RSA revisions for Newco transaction (1.0); Prepare plan revisions to reflect Newco transaction revisions (0.4).	2.70
03/08/24	Edelman, M.	Newco: Prepare plan revisions to reflect Newco transaction revisions (0.4); correspondence to PIMCO re same (0.1); correspondence to MLB and A&O to set up a call with MLB and AFIC (0.3).	.80
03/10/24	Edelman, M.	NewCo: Review revisions to Foreclosure Agreement for both transactions and correspondence to Irish counsel re same (0.6); prepare revisions to foreclosure agreements (3.9); Newco: Prepare plan revisions to reflect Newco transaction revisions (0.2); review revisions to RSA to implement the Newco transaction terms (0.2).	4.90
03/11/24	Edelman, M.	NewCo: Review revisions to Foreclosure Agreement for both transactions and correspondence re same (0.3); prepare further revisions to Consensual Foreclosure Agreements re same (1.3); Prepare for and attend call with MLB, Milbank and A&O re Newco transaction issues in plan and RSA (0.7); Review plan and RSA revisions to reflect Newco transaction revisions (0.3); correspond to Irish counsel re same (0.2); correspond to A&O re revised foreclosure agreement (0.3).	3.10
03/12/24	Edelman, M.	NewCo: Review revisions to Foreclosure Agreement for both transactions and correspondence re same (0.5); correspond to Irish counsel re same (0.3); correspond to A&O re same (0.3); Prepare plan revisions to reflect Newco transaction revisions and review revisions in RSA re same (2.1); Gave report to management team re status of Newco transaction (0.3); attend Newco transaction call with A&O and Milbank (0.4).	3.90
03/13/24	Edelman, M.	NewCo: Prep for and attend conference call with A&O and Milbank re Newco transaction matters (0.9); Prepare revisions to Foreclosure Agreement for both transactions (1.2); prepare correspondence re same to A&O (0.2); correspond to Irish counsel re same (0.3); Review further revisions to plan to reflect Newco transaction and correspond to Milbank re same (0.4); Review and revise plan confirmation order to reflect Newco transaction and correspond to Milbank re same (1.9); review comments from Milbank re same (0.3); prepare further revisions to confirmation order re same (0.6).	5.80

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/14/24	Edelman, M.	NewCo: Correspond to Irish counsel re comments on foreclosure agreement (0.3); t/c w Irish counsel re same (0.3); Review revisions to Foreclosure Agreement for both transactions and prepare correspondence and further revisions re same (0.7); prepare further revisions re same; correspond to CC and Akin re same (0.3); Review further revisions to Plan to reflect Newco transaction (0.3); Review (0.3) and revise plan confirmation order to reflect Newco transaction (0.8); correspond to Milbank re same (0.3); Attend call with FTI and Fexco re Newco implementation matters (0.5); Attend call with Milbank, Irish counsel and A&O re plan and RSA and other Newco transaction matters (0.5).	4.30
03/14/24	Gee, C.	Emails with working group re: AFIC foreclosure (0.3).	.30
03/15/24	Edelman, M.	Newco: Attend call to update RSA parties re status of Newco transactions and review provisions in plan and RSA re same to implement Newco transactions (0.7); prepare revisions to plan to incorporate Newco transaction terms (0.4); attend call with A&O, Irish counsel and Milbank re same (0.5); Review revisions and revise Foreclosure Agreement and correspondence re same (1.1); Review confirmation brief for Newco transaction (0.4); Correspond to counsel for re-insurers involved in English litigation re insurance matters (0.4); correspond to MLB re same (0.3); Review revisions to RSA to implement the Newco transaction terms (0.3) Review and revise plan confirmation order to reflect Newco transaction and correspondence re same (0.8); review further revised confirmation order (0.5); final review of plan and confirmation order before filing (0.3); correspond to plan administrator re same signing off on revised plan, confirmation order and foreclosure agreement (0.3); correspond to Akin and CC re same (0.2); correspond to A&O re same (0.2).	6.40
03/16/24	Edelman, M.	Review revisions to plan for Newco transaction terms (0.3) and correspond to Milbank re same (0.4).	.70
03/17/24	Edelman, M.	NewCo: Conference call with Milbank and A&O re Newco transaction matters (0.5); Review revisions to Foreclosure Agreement for both transactions and correspondence re execution forms of such agreements to A&O (1.3); Review confirmation brief for Newco transaction (1.2); further correspond to Christopher Perkins, counsel for reinsurers involved in English litigation, re impact of plan (0.4)	3.40
03/18/24	Edelman, M.	Newco: Attend call with AFIC re implementing Newco Transaction (0.4); correspond to MLB re decision re jurisdiction (0.3); t/c w Joe Badtke re consensual foreclosure agreement (0.1); t/c w Thorsness re Voyager/Newco transaction open items (0.1); Review and revise confirmation brief and confirmation order for Newco transaction (0.6); Review revisions to RSA re Newco transaction matters (0.2); correspond to C. Gee re GE letter agreement for giving access to AFIC re engine in Taiwan (0.2); review same (0.2); correspond to AFIC re GE letter (0.2); correspond to MLB re response to English reinsurer counsel (0.3); respond to such English re-insurer counsel (0.2)	2.80
03/19/24	Edelman, M.	Newco: Prepare for, travel to/from and attend confirmation hearing (1.9)	1.90
03/20/24	Edelman, M.	Newco: Correspond to MLB re Newco transition matters (0.2)	.20
03/21/24	Edelman, M.	Newco: Attend call with FTI and Fexco re Newco plan implementation transactions (0.3); Correspond to MLB re transition and confirmation matters (0.3)	.60
03/22/24	Edelman, M.	Newco: respond to A&O inquiries re aircraft technical contacts (0.3); correspond to A&O re Foreclosure Agreement (0.2)	.50
03/25/24	Hardy, M.V.	Drafted closing checklist for Foreclosure Agreements (1.20)	1.20
03/25/24	Thorsness, W.	Emails with advisor teams and A&O regarding closing matters.	.10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/25/24	Edelman, M.	Newco: Review closing conditions for NewCo Transaction (0.6); correspond to Ayn (0.4) and t/c w Ayn (0.3) re putting together a closing checklist for Newco transaction; finalize foreclosure agreement (0.4); correspond to Irish counsel re Newco transaction (0.2)	1.90
03/26/24	Edelman, M.	Newco: Review closing conditions for NewCo Transaction (0.7); finalize foreclosure agreements and prepare Irish director resignations and authorizations re same (1.3); Attend call with Irish counsel re implementing Newco transactions (0.3); correspondence re closing documents (0.4); attend call with Milbank and A&O re closing steps for Newco transaction (0.5); attend call re closing index with Ayn M. and Megan H. re Newco transaction (0.3); correspond to Irish counsel re the need for new docs as security trustee could not find originals of financing documents for transfers of shares or director resignations (0.3); correspondence re final execution forms of foreclosure agreements (0.4)	4.20
03/26/24	Gee, C.	Emails with working group re: Newco transaction (0.4).	.40
03/26/24	Hardy, M.V.	Call with Matheson, A. Moldave, C.Gee and M. Edelman re: NewCo Transaction (.30); Call with A.Moldave, A&O, Milbank, M. Edelman re: NewCo Transaction (.20); Call with A.Moldave and M.Edelman re: NewCo Transaction CPs and status (.30); Call with A. Moldave re: NewCo Transaction CPs and checklist (.20); Correspondence with A&O and Matheson re: NewCo Transaction Checklist (.20).	1.20
03/26/24	Moldave, A.	Conference with M. Edelman, M. Hardy, Y. McWeeney, A. Page, J. McIntyre, L. Doyle regarding Foreclosure Agreement. (1.2) Review, revise Foreclosure checklist. (.2) Correspond with L. Wang, K. Mistretta regarding transaction status. (.2) Correspond with D. Kong regarding escrow agreement. (.1) Correspond with E. Evans, J. Chilvers, C. Gee, M. Edelman regarding Sichuan releases. (.3) Review, revise Sichuan releases. (.2) Conference with J. Chilvers, K. Mistretta, A. Davidson regarding transaction status. (.3) Conference with A. Davidson regarding Sichuan, ITA conditions precedent. (.2)	2.70
03/27/24	Edelman, M.	Newco: Attend call with Irish counsel re implementing Newco transactions (0.4); attend call with Milbank and A&O re closing steps for Newco transaction (0.5); attend call with Peter Sharp re Newco transaction matters (0.4); review correspondence and closing items report from Irish counsel (0.2); review revised closing checklist and correspond to Ayn/Megan re same (0.3)	1.80
03/27/24	Thorsness, W.	Conference with AFIC re: Newco closing matters (.2).	.20
03/27/24	Gee, C.	AFIC/Newco pre-call and closing prep call (1.0).	1.0
03/27/24	Hardy, M.V.	Call with A.Moldave, M. Edelman, C.Gee and Matheson re: NewCo Transaction Irish documents (.30); Call with A&O, Walkers, Matheson and VP re: NewCo Transaction CPs and status (.30); Reviewed and commented on proposed NewCo closing steps by A&O (.20)	.80
03/28/24	Gee, C.	Closing steps call with working group (0.5); AFIC foreclosure emails and discussing same with working group (0.4).	.90
03/28/24	Edelman, M.	Newco: Attend call re prep for closing of Newco transactions with Milbank and A&O (0.5); call with Ayn Moldave and Megan Hardy re closing steps for Newco transaction (0.5); correspond to Megan and Ayn re same (0.2); correspond to Morgan Lewis re invoices or Newco closing (0.2)	1.40
03/28/24	Hardy, M.V.	Call with Milbank, A&O and VP re: NewCo Transaction (.30); Call with A. Moldave and M. Edelman re: deliverables for NewCo Transaction (.30); Updated Newco checklist (.10); Correspondence with Matheson re: Newco deliverables (.10)	.80
03/29/24	Gee, C.	Emails and discussing consensual foreclosure with AFIC (0.5).	.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>
03/01/24	Chilvers, J.	Reviewed novation documentation (.9), correspondence with working group re: same (.4).	1.30
03/04/24	Chilvers, J.	Reviewed novation documentation (1.0).	1.0
03/04/24	Gee, C.	Email update on novation status (0.4); emails re: ITA (0.3); emails with working group re: extension of SPA (0.2).	.90
03/05/24	Chilvers, J.	Reviewed novation documentation (1.0), reviewed debt release documentation (0.5), conference call with working group (0.5), correspondence with working group re: same (0.5)	2.50
03/05/24	Gee, C.	Working group call re: open novation matters (0.5); review ITA novation claim for engine refurbishment rent reimbursement issue (0.8); review other ITA novation issues (0.4); novation schedule update call with working group (0.3).	2.0
03/06/24	Chilvers, J.	Reviewed novation documentation (1.0), reviewed debt release documentation (0.7), conference call with Azorra (0.5), correspondence with working group re: same (0.3)	2.50
03/06/24	Gee, C.	Novation status internal call (0.5); Sichuan novations emails and calls (0.4); THY novations and calls (0.4); Cebu novations and calls (0.3)	1.60
03/06/24	Moldave, A.	Conference with C. Gee, R. Miller regarding ITA Novation. (.8) Review, revise ITA Novations. (.9) Correspond with C. Gee, R. Miller, Pillsbury, Azorra regarding ITA Novations. (.3) Confer, correspond with J. Greenberg regarding ITA Novation. (.4) Correspond with A. Davidson regarding Sichuan Novations. (.2)	2.60
03/06/24	Davidson, A.M.	Review, revise and edit documents (.8); review transaction correspondences (.3)	1.10
03/06/24	Mistretta, K.	Phone call with VP, Pillsbury and Azorra teams regarding novations (0.6), and related correspondence with working group re: same (0.5).	1.10
03/07/24	Gee, C.	ITA emails and calls (0.4).	.40
03/08/24	Gee, C.	Review ITA novations (0.3).	.30
03/08/24	Moldave, A.	Correspond with I. Sannibale, C. Gee, J. Chilvers, J. Greenberg regarding ITA Novations. (.4) Review, revise ITA Novations. (.6) Correspond with B. Streun, E. Flemming, T. Schmid regarding ITA registrations/ (.6) Review, revise Sichuan Novation. (.3) Correspond with A. Zhang regarding Sichuan Novation, ancillary documents. (.2)	2.10
03/08/24	Chilvers, J.	Reviewed novation documentation (0.8), correspondence with working group re: same (0.2)	1.0
03/10/24	Chilvers, J.	Correspondence with working group re: novations (0.2)	.20
03/11/24	Chilvers, J.	Correspondence with working group re: novations (0.7)	.70
03/11/24	Gee, C.	Review Sichuan novation (0.3).	.30

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/11/24	Moldave, A.	Correspond with J. Martinez, O. Fitzpatrick regarding Panamera share charge deliverables. (.2) Correspond with B. Streun, C. Ginez, L. Wang regarding ITA MR balances. (.4) Confer, correspond with C. Gee regarding Default covenant mapping. (.3) Correspond with J. Greenberg regarding ITA ancillary documents. (.2) Confer, correspond with R. Miller regarding ITA Novation. (.4) Correspond with C. Gee, J. Chilvers regarding ITA Novation. (.6) Correspond with Y. Libing, A. Zhang, N. Wang regarding Sichuan Novation, ancillary documents. (1.1). Review, revise ITA Novation (.8) Confer, correspond with I. Lee regarding ITA Replacement Controlling Party Notices. (.6) Correspond with T. Schmid regarding Sichuan transaction status. (.3) Correspond with G. McGoig regarding Sichuan Novation. (.3) Correspond with I. Sannibale, V. Maselli, J. Greenberg, R. Miller regarding ITA Novation. (.4) Correspond with N. Kuntz regarding status of closings. (.3)	5.90
03/12/24	Chilvers, J.	Correspondence with working group re: novation and closing matters.	.50
03/12/24	Gee, C.	THY novation fees emails with working group (0.3); review ITA novation (0.3); novation closing dates and call with Milbank and internal emails re: same (0.3).	.90
03/13/24	Gee, C.	Novation status call with working group (0.5)	.50
03/13/24	Mistretta, K.	Phone call with VP, Pillsbury and Azorra teams regarding novations (0.5), updated closing checklists (0.3), and related correspondence with same (0.6)	1.40
03/15/24	Chilvers, J.	Reviewed novation documentation (0.5), correspondence with working group re: same (0.5)	1.0
03/15/24	Mistretta, K.	Updated completion notices (0.2), updated closing checklist (0.2), and related correspondence with working group re: same (0.2)	.60
03/15/24	Hardy, M.V.	Revised Effective Time Certificates in respect of ITA Aircraft (.20)	.20
03/17/24	Gee, C.	Emails with working group re: Cebu novation.	.30
03/17/24	Moldave, A.	Correspond with C. Gee, J. Chilvers regarding Cebu Novation. (.1) Correspond with S. Kamra regarding ITA Replacement Controlling Party Notices. (.2) Correspond with V. Maselli, R. Miller regarding ITA Novation. (.1) Correspond with B. Del Genio, S. Won regarding GE Consent. (.1)	.50
03/18/24	Chilvers, J.	Correspondence with working group re: closings and novation status.	.50
03/18/24	Moldave, A.	Confer with R. Miller regarding ITA Novation. (.2) Confer with C. Gee regarding transaction status, ITA Novation, Cebu Novation. (.2) Confer with A. Davidson regarding ITA, Sichuan transaction status. (.5) Correspond with G. McCoig, A. Zhang regarding Chinese language IDERA. (.2) Correspond with J. Greenberg regarding Cebu Novation, ITA Novation. (.2)	1.30
03/18/24	Mistretta, K.	Reviewed comments to Cebu novation (0.4), updated closing checklist (0.4), and related correspondence with working group re: same (0.3)	1.10
03/19/24	Mistretta, K.	Phone call with A. Moldave regarding novations (0.2), updated closing checklist (0.4), and related correspondence with working group (0.4)	1.0
03/20/24	Gee, C.	Novation status calls internal (0.5) and external calls, with emails (0.7); call re: ITA (0.4); emails with working group re: Sichuan (0.3).	1.90

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/20/24	Moldave, A.	Confer with C. Gee, R. Miller, B. Streun regarding ITA Novation. (.8) Conference with C. Gee, A. Davidson, K. Mistretta regarding transaction status. (.4) Review, revise ITA Novation. (.9) Confer, correspond with A. Zhang regarding Chinese language IDERAs. (.4) Correspond with A. Davidson regarding Replacement Controlling Party Notices. (.3) Correspond with V. Maselli, A. Davidson, C. Gee, J. Greenberg regarding ITA Novation. (.4) Confer with J. Greenberg regarding ITA Novation. (.4) Correspond with C. McCoig regarding Sichuan ancillary documents. (.3) Correspond with M. Edelman, C. Gee regarding Sale Order. (.4) Correspond with R. Miller regarding payment of ITA claims. (.2)	4.50
03/20/24	Mistretta, K.	Weekly status call with VP team (0.4), phone call with VP, Pillsbury and Azorra teams regarding novations (0.5) and related correspondence with working group (0.3)	1.20
03/21/24	Gee, C.	Call with Pillsbury re: novation status (0.5).	.50
03/21/24	Mistretta, K.	Correspondence with working group re: novations (0.3)	.30
03/22/24	Moldave, A.	Review Cebu Novation. (2.1) Correspond with D. Kong, M. Lessard regarding escrow agreements, closing e-mails. (.2) Correspond with A. Davidson, M. Smith, C. Hayes regarding process agent letters. (.2) Confer with J. Greenberg regarding ITA Novation. (.4) Correspond with M. Violentano, R. Miller regarding ITA flight schedules. (.2) Correspond with A. Davidson regarding ITA Replacement Controlling Party Notices. (.2) Confer, correspond with M. Edelman, C. Gee regarding Sale Order. (.8) Correspond with J. Greenberg, K. Hoffman, T. Schmid, V. Maselli, R. Miller regarding ITA Novation. (.5) Correspond with G. McCoig regarding Sichuan conditions precedent. (.2)	4.80
03/22/24	Mistretta, K.	Correspondence with working group re: novations (0.3)	.30
03/25/24	Chilvers, J.	Reviewed novation documentation (0.5), reviewed debt release documentation (0.5), correspondence with working group re: same (0.4)	1.40
03/25/24	Gee, C.	Review Sichuan and ITA novations (0.4).	.40
03/25/24	Mistretta, K.	Correspondence with working group re: novations (0.3)	.30
03/26/24	Gee, C.	Emails with working group re: ITA novation (0.3); emails with working group re: Sichuan novation (0.3).	.60
03/26/24	Mistretta, K.	Correspondence with working group re: novations (0.2)	.20
03/27/24	Chilvers, J.	Reviewed novation documentation (0.7), reviewed debt release documentation (0.5), correspondence with working group re: same (0.3)	1.50
03/27/24	Gee, C.	Azorra novation status call (1.0); discussion with working group re: AFIC (0.3); calls and emails with working group re: ITA novation (1.30); calls and emails with working group re: Sichuan novation (0.5); calls and emails with Pillsbury (0.4).	3.50

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/27/24	Moldave, A.	Review, revise Cebu Novation. (6.4) Conference with C. Gee, J. Chilvers, A. Davidson, K. Mistretta regarding transaction status. (.4) Conference with M. Edelman, M. Hardy, Y. McWeeney regarding Irish Foreclosure Agreement deliverables. (.4) Conference with M. Edelman, Y. McWeeney, J. McIntyre, A. Page, D. Guyder, J. Badtke-Berkow regarding Foreclosure closing logistics. (.6) Conference with C. Gee, K. Hoffman, M. Lessard regarding novation status. (.5) Confer, correspond with A. Zhang regarding Sichuan Novation. (.2) Correspond with A. Davidson regarding Sichuan ancillary documents. (.4) Draft ITA Payment Undertakings. (.6) Correspond with J. Greenberg, T. Schmid, C. Gee, J. Chilvers regarding ITA Payment Undertakings. (.2) Confer with C. Gee regarding novation fees. (.3) Review Foreclosure closing steps plan. (.4) Correspond with M. Edelman, M. Hardy regarding Foreclosure closing steps. (.3) Review, revise closing checklist. (.4) Review Cebu letters of credit. (.4) Correspond with M. Smith regarding Cebu letters of credit. (.2) Correspond with R. Miller, B. Streun regarding ITA engine claim. (.2)	11.90
03/27/24	Mistretta, K.	Pillsbury and Azorra teams call regarding novations (0.5)	.50
03/28/24	Gee, C.	Sichuan emails (0.3); Cebu novation calls and emails with working group (0.4); ITA novation calls and emails with working group (0.8).	1.50
03/28/24	Mistretta, K.	Correspondence with working group re: novations (0.1)	.10
03/29/24	Gee, C.	Emails; communications with Azorra and reviewing documents re: ITA (1.5); emails with Pillsbury regarding closing out of open Azorra/Voyager points on ITA novation (0.4).	1.90
03/29/24	Moldave, A.	Conference with R. Miller, T. Schmid, I. Sannibale, V. Maselli, E. Fleming regarding novation, ancillary documents, closing. (1.7) Review, revise Novation Agreements. (.9) Conference, correspond with R. Miller, C. Ginez regarding ITA Novation. (.7) Correspond with E. Evans, J. Chilvers regarding Sichuan releases. (.6) Conference with R. Miller, M. Chomyszyn regarding ITA Novation. (.4) Confer, correspond respond with C. Gee regarding ITA Novation. (.7) Review, revise Sichuan release documents. (.2) Correspond with G. McCoig regarding IR registrations. (.1) Review IR Closing Worksheets. (.3) Confer with A. Davidson regarding ITA ancillary documents. (.4) Correspond with M. Edelman regarding conveyance and bill of sale for Foreclosure Promissory Note. (.2) Correspond with D. Kong, M. Lessard regarding Escrow Agreement. (.2)	6.40

**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>
03/01/24	Davidson, A.M.	Review, revise and edit documents (.9); review, revise and edit closing checklist (.4); review transaction correspondences (.3).	1.60
03/01/24	Gee, C.	Emails re: ITA revised documents (0.7); Sichuan emails (0.3); Cebu emails and call (0.4).	1.40
03/03/24	Moldave, A.	Correspond with J. Chilvers regarding Sichuan Escrow Agreement.	.10
03/04/24	Mistretta, K.	Updated draft POAs (0.4), updated closing checklist (0.4), and related correspondence with working group (0.5)	1.30
03/04/24	Davidson, A.M.	Review transaction correspondences (.3); review documents (.4); review and edit closing documents (.6)	1.30
03/05/24	Moldave, A.	Conference with J. Chilvers, A. Davidson, K. Mistretta regarding transaction status. (.4) Correspond with V. Maselli, C. Gee regarding ITA Lease Agreement. (.3) Review ITA Lease Agreement, Novation. (.4) Review, revise Sichuan escrow agreement, payoff letter, Sichuan release documents. (1.4) Correspond with J. Chilvers regarding Sichuan escrow agreement, payoff letter, Sichuan release documents. (.3) Review, revise ITA ancillary documents. (.6) Correspond with J. Greenberg, A. Davidson regarding ITA ancillary documents. (.4) Correspond with N. Wang regarding Sichuan transaction status. (.4) Correspond with I. Lee regarding payoff letter. (.3) Correspond with A. Davidson regarding Sichuan transaction status. (.6) Correspond with B. Wang, P. Poon, I. Lee, G. McCoig, E. Evans regarding LC Transfer Letters. (.9) Review, revise LC Transfer Letters. (.6) Confer with J. Greenberg regarding ITA transaction status. (.4)	7.0
03/05/24	Davidson, A.M.	Review transaction correspondences (.3); internal conferences regarding status and documents (.6); manage documents in preparation for closing (.5)	1.40
03/06/24	Hardy, M.V.	Drafted RCPNs for MSN 1135 (.30)	.30
03/07/24	Chilvers, J.	Reviewed debt release documentation (0.7), correspondence with working group re: closings (0.3)	1.0
03/07/24	Moldave, A.	Correspond with K. Mistretta regarding Cebu nameplates. (.1) Confer, correspond with A. Davidson regarding Replacement Controlling Party Notices. (.4) Correspond with J. Greenberg regarding ITA ancillary documents. (.2) Correspond with A. Zhang, J. Chilvers G. McCoig regarding Sichuan Novation. (.5)	1.20
03/07/24	Mistretta, K.	Updated draft nameplates (0.3), updated closing checklists (0.4), reviewed certificates of registration (0.3), reviewed comments to POA (0.3) and related correspondence with working group (0.5)	1.80
03/07/24	Hardy, M.V.	Drafted checklist for MSN 1135 (.5); Revised RCPNs for MSNs 1135 and 1123 (.40)	.90
03/07/24	Davidson, A.M.	Review, revise and edit documents (.4); review transaction correspondences (.3); internal call regarding status (.2)	.90
03/08/24	Mistretta, K.	Reviewed and revised draft ancillary documents for Cebu aircraft (0.7), updated closing checklist (0.4), created signature pages (0.4), and related correspondence with working group (0.5)	2.0
03/08/24	Hardy, M.V.	Internal conference re: closing status (.40); Revised MSN 1123 documents (.30)	.70



<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/08/24	Davidson, A.M.	Internal conference calls regarding status (.6); review, revise and edit closing checklists (.3); review transaction correspondences (.3); manage Sichuan documents (.4)	1.60
03/08/24	Gee, C.	Editing notice of presentment (0.3); emails with working group re: Turkish legal fees (0.3).	.60
03/11/24	Mistretta, K.	Drafted completion notices (0.4), updated draft POAs (0.4), reviewed comments to draft EWA (0.2), and related correspondence with working group (0.5)	1.50
03/11/24	Hardy, M.V.	Drafted and revised ancillary documents for MSN 1135 (1.90)	1.90
03/11/24	Gee, C.	Review and emails re: AFIC consensual Irish work stream (0.5).	.50
03/12/24	Moldave, A.	Correspond with N. Wang, A. Zhang, Y. Libing regarding Sichuan transaction status. (.7) Confer, correspond with O. Fitzpatrick, I. Lee regarding ITA Replacement Controlling Party Notices. (.4) Correspond with M. Hardy regarding ITA ancillary documents. (.6) Correspond with V. Maselli, J. Greenberg regarding ITA Lessee Consent. (.4) Correspond with B. Streun regarding engine installation. (.2) Confer with J. Greenberg regarding ITA Lessee Consent, transaction status. (.4) Review Completion Notice. (.2)	2.90
03/12/24	Mistretta, K.	Updated draft completion notice (0.4) and related correspondence (0.4), and correspondence with local counsel and lessee regarding POAs (0.5)	1.30
03/12/24	Hardy, M.V.	Revised ITA Ancillary documents (.40); internal correspondence re: ITA documents (.20)	.60
03/13/24	Moldave, A.	Conference with V. Maselli regarding ITA Lessee Consent. (.3) Correspond with M. Hardy regarding ITA ancillary documents. (.4) Review, revise ITA ancillary documents. (.6) Confer with A. Zhang regarding ITA ancillary documents, transaction status. (.3) Correspond with N. Wang regarding transaction status. (.2) Correspond with N. Kuntz regarding status of closed transactions. (.3) Correspond with O. Fitzpatrick, I. Lee, B. Ryan, Airbus, General Electric regarding Replacement Controlling Party Notices. (.4) Conference with C. Gee, R. Miller regarding ITA engine shop visit, Novation Agreement. (.4) Correspond with J. Greenberg regarding ITA ancillary documents. (.2)	3.10
03/13/24	Hardy, M.V.	Correspondence with PWSP and ITA re: draft ancillary documents (.20)	.20
03/13/24	Chilvers, J.	Correspondence re: Azorra open matters (0.2), conference call with Azorra (0.5)	.70
03/13/24	Gee, C.	Undelivered aircraft advisor call (0.5); emails with working group re: undelivered aircraft (0.5); ITA shop visit emails and reviewing drafting plus call with Azorra (1.0)	2.0
03/13/24	Edelman, M.	Review issues re undelivered aircraft and analysis re same and attend calls re same (0.8).	.80
03/14/24	Chilvers, J.	Correspondence re: Azorra.	.50
03/14/24	Moldave, A.	Correspond with V. Maselli, J. Greenberg regarding ITA ancillary documents. (1.2) Correspond with C. Conti, O. Fitzpatrick, J. Chilvers, C. Hayes regarding Voyager KYC. (.4) Correspond with B. Streun regarding maintenance reserves for ITA. (.2) Correspond with S. Kamra, M. Hardy regarding ITA ancillary documents. (.3) Correspond with A. Zhang, N. Wang regarding Sichuan ancillary documents. (.2) Correspond with I. Lee, G. McCoig regarding IR Discharge Letter. (.2) Confer with J. Greenberg regarding ITA ancillary documents. (.4) Review IR Worksheet, Azorra corporates. (.5)	3.40
03/14/24	Mistretta, K.	Updated closing checklists and draft ancillaries (0.4), reviewed signing authorities with respect to POAs (0.3) and related correspondence with working group (0.5)	1.20

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/14/24	Hardy, M.V.	Revised RCPNs for ITA aircraft (.30); correspondence with K. Todd re: signature pages (.10)	.40
03/14/24	McMahon, C.R.	Draft signature pages for MSNs 1123, 1135	3.0
03/15/24	Moldave, A.	Correspond with V. Maselli, C. Conti, J. Greenberg regarding ITA corporate authorities. (.3) Correspond with A. Zhang regarding IDERA. (.3) Correspond with J. Chilvers, B. Ryan regarding Sichuan Release documents. (.4) Review, revise Effective Time Notices. (.4)	1.40
03/18/24	Gee, C.	Call with working group re: closing discussion (0.5); emails with working group on ITA (0.2); emails with working group Sichuan (0.3); emails with working group Cebu (0.2).	1.20
03/18/24	Davidson, A.M.	Review transaction correspondences (.7); review, revise and edit closing checklists (.6); internal conference regarding status updates (.4)	1.70
03/19/24	Chilvers, J.	Correspondence with working group re: closings and novations.	.30
03/19/24	Moldave, A.	Correspond with C. Hayes, L. Sgaravatti regarding Voyager KYC. (.2) Correspond with V. Maselli, L. Sgaravatti, C. Conti regarding closing of ITA Novation. (.2) Correspond with A. Davidson, S. Kamra regarding ITA Replacement Controlling Party Notices. (.2) Confer with A. Davidson regarding ITA, Sichuan transaction status. (.3)	.90
03/19/24	Davidson, A.M.	Internal conference regarding documents (.2); review, revise and edit documents and closing checklists (.8); review signature packets (.3)	1.30
03/20/24	Gee, C.	Review and emails re: addressing queries from FTI (0.3).	.30
03/20/24	Davidson, A.M.	Internal conferences regarding status updates (.5); review, revise and edit documents (2.2); Weekly lawyers conference call regarding status update (.2); review, revise and edit closing checklists (.3); review transaction correspondences (.4)	3.60
03/21/24	Moldave, A.	Conference with V. Maselli, A. Davidson regarding ITA Novation, ancillary documents. (.4) Correspond with G. McCoig regarding Sichuan ancillary documents. (.3) Correspond with M. Edelman, C. Gee regarding Sale Order. (.4) Draft statement on Sale Order. (.6) Correspond with R. Miller regarding payment of ITA claim, ITA Novation. (.3) Correspond with K. Mistretta regarding Cebu Novation. (.1) Correspond with N. Wang, G. McCoig, A. Davidson regarding Sichuan novation status. (.6) Review, revise Sichuan release Documents. (.8) Correspond with J. Chilvers, E. Evans regarding Sichuan release documents. (.4)	3.90
03/21/24	Davidson, A.M.	Review, revise and edit documents (.9); review transaction correspondences (.2); internal conference call for updates (.2); conference call with ITA (.3)	1.60
03/21/24	McMahon, C.R.	Filed signature pages into local system and update closing checklist	.80
03/22/24	Chilvers, J.	Correspondence with working group re: ITA and Sichuan.	.50
03/22/24	Gee, C.	Emails with CC re: sales and next steps (0.9); emails with working group and supervising ITA (0.4); emails with working group and supervising Sichuan (0.5); emails with PWSP (0.5).	2.30
03/22/24	Davidson, A.M.	Internal conference regarding the status updates (.6); review transaction correspondences (.4); review transaction documents (.4); update closing checklist (.7)	2.10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/25/24	Moldave, A.	Draft ITA Claim Side Letter. (.8) Confer, correspond with C. Gee, M. Edelman regarding ITA Claim Side Letter. (.6) Correspond with M. Lessard, J. Greenberg regarding ITA Claims Letter. (.2) Correspond with A. Zhang, Y. Libing, A. Davidson regarding Sichuan Novation, ancillary documents. (.8) Review, revise Sichuan Release Documents. (.9) Correspond with J. Chilvers, I. Lee, E. Evans regarding Sichuan Release Documents. (.6) Confer, correspond with M. Edelman, M. Hardy, C. Gee regarding Forbearance Agreement. (.3) Review, revise Forbearance Closing Checklist. (.4) Confer with A. Davidson regarding Sichuan closing status. (.2) Correspond with K. Mistretta regarding Share Charge Deliverables. (.2)	5.0
03/25/24	Edelman, M.	Review side comfort letter to Azorra Purchaser re ITA claims re engine maintenance and prepare comments thereon (0.4); correspond to Cam and Ayn re same (0.3)	.70
03/25/24	Gee, C.	Calls re: payoff schedule (0.3); call and emails with Greenhill (0.5); AFIC consensual foreclosure emails and discussing process (0.5); review ITA claims side letter (0.6); address queries from BlueBay (0.3).	2.20
03/25/24	Davidson, A.M.	Review, revise and edit transaction documents (2.3); review transaction correspondences (.4); review, revise and edit closing checklists (.4)	3.10
03/26/24	Gee, C.	Calls and emails re: AFIC handover and coordinating on checklist re: same (2.0); advisor working group call (0.5).	2.50
03/26/24	Edelman, M.	Review ITA release agreement and correspond to Cameron Gee and Ayn Moldave re review of same (0.4).	.40
03/26/24	Davidson, A.M.	Review, revise and edit the closing checklists (.4); review transaction correspondences (.2); internal conferences regarding document status (.6)	1.20
03/26/24	McMahon, C.R.	Track original signatures and update closing checklist.	.40
03/28/24	Chilvers, J.	Reviewed debt release documentation (0.8), correspondence with working group re: same (0.4)	1.20
03/28/24	Moldave, A.	Conference with M. Edelman, C. Gee, J. McIntyre, A. Page, D. Guyder, J. Badtke-Berkow regarding Foreclosure closing logistics. (.3) Conference with M. Hardy, M. Edelman regarding Foreclosure plan closing. (.3) Correspond with M. Hardy regarding Matheson board meeting. (.2) Draft General Conveyance for Foreclosure Agreement. (1.4) Correspond with M. Edelman regarding General Conveyance. (.2) Correspond with J. Greenberg D. Kong regarding ITA insurances. (.3) Correspond with T. Schmid, R. Miller, I. Sannibale, V. Maselli regarding Irish tax forms, Novation, ancillary documents. (.2) Review Plan in connection with Foreclosure Agreement. (.2) Conference with R. Miller, I. Sannibale, T. Schmid regarding ITA Novation. (.6) Confer, correspond with C. Gee regarding Cebu Novation. (.3) Confer, correspond with C. Gee regarding ITA Novation. (.8) Review, revise Cebu Novation. (3.4) Correspond with J. Greenberg regarding Cebu Novation. (.2) Confer, correspond with A. Davidson regarding ITA ancillary documents. (.3) Confer with A. Zhang regarding Sichuan closings. (.1)	8.80
03/28/24	Davidson, A.M.	Review transaction correspondences (.4); review and edit closing checklists (.4); internal conference regarding documents (.3); review and edit transaction documents (.3)	1.40
03/29/24	Chilvers, J.	Reviewed release documents (0.5), correspondence with working group re: same (0.5)	1.0
03/29/24	Mistretta, K.	Updated closing checklist (0.2)	.20
03/29/24	Davidson, A.M.	Review documents (.3); review transaction correspondences (.1); internal conference regarding documents (.3)	.70

**VEDDER PRICE P.C.**

Matter Number: 39558.00.0058

Matter Name: VAH Financial Restructuring Matters and Asset Sales

Category Name: Other Aircraft Sale Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/12/24	Edelman, M.	Review issues re undelivered aircraft and analysis re same and attend calls with working group re same (0.8).	.80
03/15/24	Gee, C.	Review notice for GE (0.3).	.30
03/14/24	Gee, C.	Call with Greenhill re: alternative options for ITA, Sichuan and Cebu aircraft (0.7); emails with working group re: same (0.3).	1.0
03/25/24	Edelman, M.	Correspond re extension of Azorra Purchase Agreement (0.2)	.20

**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>
03/01/24	Thorsness, W.	Multiple emails with AFIC, Milbank and VP teams to resolve open Plan and RSA issues.	.30
03/01/24	Gee, C.	Plan emails and discussing with working group (0.4)	.40
03/04/24	Thorsness, W.	Multiple additional revisions to Plan (.2) and default interest settlement (.1).	.30
03/04/24	Gee, C.	Plan call with working group (0.5); emails with working group re: default interest (0.3).	.80
03/04/24	Edelman, M.	Prepare default interest settlement and correspond to counsel raising default interest objections under plan re same (2.7).	2.70
03/05/24	Edelman, M.	Review CNO's for omnibus rejection motion and exclusivity (0.2); Prepare response to inquiries re default interest settlement and further correspondence re same (0.4).	.60
03/06/24	Gee, C.	Call with Azorra (1.5); review and discussion with working group of MUFG breakage gains (0.5).	2.0
03/06/24	Thorsness, W.	Conference with M. Edelman re: open confirmation matters (.1). Review AFIC's comments to Plan and RSA (.1).	.20
03/06/24	Edelman, M.	Attend call with PIMCO re plan matters (0.5); t/c w Robert Honeywell re MSN 1432 plan issues and review operative documents re same (0.6); Prepare revisions to default interest settlement and correspond to settling parties re same (0.9)	2.0
03/07/24	Gee, C.	Call with working group re: plan re: Plan and RSA (1.0); default interest settlement call with working group (0.50).	1.50
03/07/24	Edelman, M.	Correspondence re default interest settlements re revision to exclude MSN 1432 parties (.4); prepare further revisions to settlement agreement for execution (.5); prepare related settlement motion papers (1.7).	2.60
03/07/24	Blackwell, B.	Participate in call regarding MUFG agreement and terms (.6); call with M. Edelman regarding same (.1); attention to emails with debtor team and analysis of arguments for same (.4).	1.10
03/07/24	Thorsness, W.	Conference with AFIC re: confirmation and RSA matters (1.1); Emails with KEB re: swap matters (.3).	1.40
03/07/24	Edelman, M.	Correspondence to Milbank re potential plan objection re MSN 1432 parties (1.2); Call with Milbank re plan objections and settlement (0.5); correspond to Counsel for MSN 1432 counsel re potential objection to plan re swap and default interest (0.6); prepare outline of issues and arguments re same (1.6); attend call with Robert Honeywell of K&L Gates re same (0.4); further emails to Gates re same (0.3); correspond with Cam re MSN 1432 credit agreement terms (0.4); correspond to Milbank re confirmation brief re same (0.2).	5.20

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/08/24	Edelman, M.	Continued preparation of default interest motion papers (1.8); correspond to Milbank re same (0.2); correspondence to parties to RSA re same (0.2); correspond to settling parties re same and re finalizing settlement (0.3); correspond to Akin re responding to questions re settlement(0.2); prepare revisions to motion papers (0.4); correspondence to all parties re same (0.3); correspondence to Bob Del Genio re authorization to file such motion (0.2); correspond to PIMCO responding to questions re same (0.3); correspond to FTI re same (0.3); further revise proposed order to address comments from Pillsbury and correspond to all parties re same (0.5); correspondence to numerous parties re filed motion papers (0.3)	5.0
03/08/24	Blackwell, B.	Participate in call regarding MUFG agreement and terms (.4); call with M. Edelman and Milbank team regarding same (.3); attention to emails with debtor team and analysis of arguments for same (.4); Review draft plan and confirmation documents (.6).	1.70
03/08/24	Edelman, M.	Prepare email re potential plan objection from MSN 1432 parties (0.8); t/c w Milbank and K&L Gates re objection to plan re swap and default interest matters (0.5)	1.30
03/08/24	Gee, C.	Call with working group regarding default interest and swap payments (0.5).	.50
03/10/24	Edelman, M.	Review terms of MSN 1432 transaction documents in prep for review and response to plan objections (1.2); correspond to Cam Gee and Justine Chilvers re same (0.4)	1.60
03/11/24	Thorsness, W.	Conference with AFIC re: open confirmation matters (.6). Multiple emails with stakeholders re: open confirmation matters (.2).	.80
03/11/24	Gee, C.	Call with working group re: Chapter 11 Plan and English suit (0.7); review financial covenant issues re: MUFG and analysis of same (1.5).	2.20
03/11/24	Edelman, M.	Review Correspondence from PIMCO and reply thereto re plan objections from MSN 1432 parties (0.3); correspond to Milbank re same (0.3); correspond to FTI re same (0.2)	.80
03/12/24	Thorsness, W.	Review plan objection (.2). Review revisions to Plan (.2). Conference with AFIC re: open confirmation matters (.6). Multiple emails with stakeholders re: open confirmation matters (.3).	1.30
03/12/24	Gee, C.	Plan and RSA call with working group (0.5); Plan objection call with working group (0.5).	1.0
03/12/24	Edelman, M.	Review objection filed to plan re swap and default issues (0.8); t/c w Milbank re same (0.5) correspondence re terms of confirmation order with Milbank to reflect such matters (0.3)	1.60
03/12/24	Blackwell, B.	Participate in call regarding plan revisions with Milbank and VP teams (.5); analysis and emails with W. Thorsness regarding same (.3); review of revisions to plan (.4)	1.20
03/13/24	Thorsness, W.	Conference with AFIC re: open confirmation matters (.5). Multiple emails with stakeholders re: open confirmation matters (.3).	.80
03/13/24	Gee, C.	Call re: Plan and RSA with working group (0.5).	.50
03/13/24	Edelman, M.	Correspondence re terms of confirmation order with Milbank (0.2)	.20
03/14/24	Thorsness, W.	Conference with AFIC re: open confirmation matters (.6). Multiple emails with stakeholders re: open confirmation matters (.5).	1.10
03/14/24	Edelman, M.	Attend call with Milbank re allocations of responsibility to address Plan objections and plan confirmation prep matters (0.5); correspond to Milbank re plan changes needed for aircraft that remain unsold (0.8); t/c w Milbank re same (0.4); correspond to FTI and Fexco re revised plan (0.2)	1.90

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/15/24	Gee, C.	Plan and RSA discussion with working group (0.5); plan documents call with working group (0.5).	1.0
03/15/24	Thorsness, W.	Conference with AFIC re: open confirmation matters (1.0). Multiple emails with stakeholders re: open confirmation matters (.2).	1.20
03/17/24	Edelman, M.	Review and revise confirmation brief (7.4)	7.40
03/18/24	Edelman, M.	Prepare certificate of no objection re default interest settlement (0.8); correspond to Milbank re same (0.2); finalize CNO and correspond to court re Certificate of no objections re default interest settlement (0.5); receive call from Court re changes requested to settlement order re default interest and revise same (0.2); correspond to default interest settling parties re same (0.3); correspond to default interest settling parties re settlement approval order entered by court (0.3); correspond to CRO/Voyager re same (0.2); Call with Brian Kinney re prep for plan confirmation hearing and allocation of responsibilities (0.4).	2.90
03/18/24	Thorsness, W.	Conference with AFIC re: closing matters (.4). Multiple emails with stakeholders re: open confirmation matters and review iterative revisions to Plan, RSA, forbearance agreement, confirmation order and brief (.8).	1.20
03/19/24	Thorsness, W.	Multiple emails with stakeholders re: open confirmation matters and review iterative revisions to confirmation order (.2). Conferences with M. Edelman re: strategy (.1).	.30
03/19/24	Edelman, M.	Prepare revisions to confirmation order and correspond to Milbank re same (0.8); review Clifford Chance comments to confirmation order and reply to such (0.3); review further changes to confirmation order and correspond re same (0.2).	1.30
03/20/24	Edelman, M.	Correspond to White & Case re default interest settlement (0.2); correspond to the other default interest settling parties re settlement (0.2); review revisions to confirmation order from Milbank and correspond to Milbank re same (0.3)	.70
03/21/24	Gee, C.	Call with working group re: plan payments (1.0)	1.0
03/21/24	Edelman, M.	Attend call re plan implementation payments (0.4); correspond to Milbank re confirmation issues (0.2); correspond to Ayn Moldave re sale order controls ITA issues and review such order (0.5); correspond to Fexco and FTI re default interest payments (0.2).	1.30
03/22/24	Gee, C.	Administration plan and discussions with Azorra (0.7)	.70
03/22/24	Edelman, M.	Review ITA issues and terms of plan support (0.6); prepare email to working group re same (0.7); attend call with C. Gee and Ayn Moldave re same (0.3)	1.60
03/29/24	Gee, C.	Emails with working group re: Effective Date (0.4).	.40