

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AVENGER FLIGHT GROUP, LLC, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 26-10183 (MFW)

(Jointly Administered)

**Objection Deadline: March 17, 2026 at 4:00 p.m. (ET)**

**Hearing Date: March 24, 2026 at 3:00 p.m. (ET)**

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING THE  
DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN  
THE ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (the “Motion”).

**Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”): (a) authorizing, but not directing, the Debtors to retain and compensate the OCPs (as defined herein) on a postpetition basis pursuant to the procedures set forth herein (the “OCP Procedures”), without the need for each OCP to file a formal application for retention and compensation; and (b) granting related relief.

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<sup>1</sup> 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.



### **Jurisdiction and Venue**

2. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent pursuant to Rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a), 327, 328, 330, and 363 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2002-1 and 9013-1.

### **Background**

5. On February 11, 2026, (the “Petition Date”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 25, 2026, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (“Committee”). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

6. Avenger Flight Group, LLC and its affiliates (collectively, “Avenger” or the “Company”) is a global leader in the commercial aviation simulation and training business. Avenger provides a full suite of advanced flight simulator training solutions to their customers, which include blue-chip passenger airlines, regional airlines, charter operators, and training operators. As of the Petition Date, the Company owns, operates or services 50 full-flight simulators and 15 flight training devices across 11 training centers in 4 countries.

7. A detailed description of the Debtors’ business and facts precipitating the filing of the Debtors’ chapter 11 proceedings are set forth in the *Declaration of Lawrence Perkins in Support of the Debtors’ Chapter 11 Petitions and First Day Relief* (the “First Day Declaration”), incorporated herein by reference.<sup>2</sup>

#### **The Ordinary Course Professionals**

8. The Debtors employ various attorneys, consultants, accountants, and other professionals (collectively, the “OCPs”) in the ordinary course of their business. The OCPs provide services for the Debtors in a variety of matters that are not intrinsically related to these chapter 11 cases, including specialized legal services, accounting, audit, and consulting services. The Debtors require the services of the OCPs regardless of the pendency of these chapter 11 cases, and the services do not significantly impact the direction of the Debtors’ reorganization. A non-exhaustive list of the Debtors’ current OCPs is attached as Schedule 1 to the Order (the “OCP List”).<sup>3</sup>

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<sup>2</sup> A capitalized term used but not defined herein shall have the meaning ascribed to it in the First Day Declaration.

<sup>3</sup> The Debtors reserve the right to retain additional OCPs from time to time during these chapter 11 cases, as the need arises, by filing a list or lists of such additional professionals and complying with the notice requirements set forth in the OCP Procedures.

9. The continued employment and compensation of the OCPs is in the best interests of the Debtors' estates, their creditors, and other parties in interest. The OCPs have significant knowledge, expertise, and familiarity with the Debtors and their operations. Although the Debtors anticipate that the OCPs will continue to represent the Debtors during these chapter 11 cases, many will not do so if the Debtors cannot pay them on a regular basis. The Debtors undoubtedly would incur additional and unnecessary expenses in educating and retaining replacement professionals without the knowledge, expertise, and familiarity the OCPs provide. Accordingly, the Debtors' estates and their creditors are best served by avoiding any disruption in the professional services that are required to preserve and enhance the operational value of the Debtors' estates. Moreover, in light of the costs associated with the preparation of retention applications for the OCPs, it would be impractical, inefficient, and costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP.

10. The Debtors are not requesting authority to pay prepetition amounts owed to OCPs. Although some of the OCPs may hold unsecured claims against the Debtors relating to services rendered to the Debtors prepetition, the Debtors do not believe that any of the OCPs have an interest materially adverse to the Debtors, their creditors, or other parties in interest.

#### **The OCP Procedures**

11. The Debtors request that the Court approve the following OCP Procedures for retention and payment of the OCPs:

- a. Within 30 days after the later of (i) the date of entry of the Order or (ii) the date on which an OCP commences work for the Debtors, such OCP shall file, or cause to be filed, a declaration of disinterestedness, substantially in the form attached as Schedule 2 to the Order (each, a "Declaration of Disinterestedness"), with the Court and served upon: ((i) proposed counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Richard M. Pachulski (rpachulski@pszjlaw.com) and Mary F. Caloway (mcaloway@pszjlaw.com); (ii) the Office of the United States Trustee, 844

King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Attn: Jon Lipshie, Esq. (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 (dhillman@proskauer.com) and Matthew R. Koch (mkoch@proskauer.com)), and (b) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire (mcguire@lrclaw.com)); (iv) counsel to the DIP Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 (Attn: William Hao (william.hao@alston.com) and Dylan S. Cassidy (dylan.cassidy@alston.com)); and (v) proposed counsel for the Committee: (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Brett H. Miller (bmiller@willkie.com), Todd M. Goren (tgoren@willkie.com), James H. Burbage (jburbage@willkie.com) and Joseph R. Brandt (jbrandt@willkie.com), and (b) Womble Bond Dickinson, 1313 N. Market Street, Suite 1200, Wilmington, DE 19801, Attn: Matthew P. Ward (matthew.ward@wbd-us.com) and Todd A. Atkinson (todd.atkinson@wbd-us.com)(collectively, the “Notice Parties”).

- b. The Notice Parties shall have 14 days after the date of filing of each OCP’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within 14 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than 14 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized, but not directed, to (i) retain such OCP as of the date such OCP commenced providing services to the Debtors, and (ii) compensate such OCP as set forth below.
- d. The Debtors shall be authorized, but not directed, to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided* that fees paid to each OCP set forth on Schedule 1 attached to the Order, excluding costs and disbursements, may not exceed the monthly amount set forth in Schedule 1, calculated as an average over a rolling three-month period, while these chapter 11 cases are pending (the “OCP Cap”). The OCP Cap may be increased by mutual written agreement between the Debtors, the U.S. Trustee, the Required DIP Lenders, the Committee, and any other statutory committee appointed in these chapter 11 cases, as applicable; *provided* that the Debtors

shall file a notice with the Court and submit notice to the Notice Parties of any such agreed increase.

- e. To the extent that fees payable to any OCP exceed the OCP Cap, the OCP shall file a fee application (a “Fee Application”) with the Court for the amount in excess of the OCP Cap pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the fee guidelines promulgated by the U.S. Trustee, and any applicable orders of the Court, unless the U.S. Trustee, Required DIP Lenders and Committee agree otherwise.
- f. Beginning on the quarter ending March 31, 2026, and for each quarter thereafter during which these chapter 11 cases are pending, the Debtors shall, within 30 days thereof, file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the “Quarterly Statement”). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.
- g. The Debtors reserve the right to retain additional OCPs from time to time during these chapter 11 cases by including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties and having such OCPs comply with the OCP Procedures.

### **Basis for Relief**

12. Section 327 of the Bankruptcy Code requires Court approval for the employment of “professional persons” retained to represent or perform services for the estate. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and must be retained by express Court approval, courts generally consider whether such entity is involved in the actual reorganization effort, rather than a debtor’s ongoing business operations. *See, e.g., Comm. of Asbestos-Related Litigants and/or Creditors v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor’s estate.”). In making this determination, courts

often consider the following factors in determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code:

- a. whether the entity controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor’s reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity’s employment is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor’s business operations;
- d. whether the entity is given discretion or autonomy to exercise its own professional judgment in some part of the administration of the debtor’s estate;
- e. the extent of the entity’s involvement in the administration of the debtor’s estate; and
- f. whether the entity’s services involve some degree of special knowledge or skill, such that it can be considered a “professional” within the ordinary meaning of the term.

*See, e.g., In re First Merchs. Acceptance Corp.*, No. 97-1500, 1997 WL 873551, at \*3 (D. Del. Dec. 15, 1997) (listing factors); *see also In re Am. Tissue, Inc.*, 331 B.R. 169, 174 (Bankr. D. Del. 2005) (applying the *First Merchants* factors and holding that a litigation consulting firm was not a “professional” for purposes of section 327 of the Bankruptcy Code, as the litigation consulting firm “did not play a central or significant role in the overall administration of the [d]ebtors’ estate”); *In re Riker Indus., Inc.*, 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (finding that the fees of a management and consulting firm that performed only “routine administrative functions” and whose “services were not central to [the] bankruptcy case” did not require approval under section 327 of the Bankruptcy Code); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (noting that only those professionals involved in the “administration of the debtor’s estate,” rather than the debtor’s ongoing business, require approval under section 327 of the Bankruptcy Code).

The foregoing factors must be considered as a whole when determining if an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code. None of the factors alone are dispositive. *See First Merchs.*, 1997 WL 873551, at \*3 (“In applying these factors, the Court stresses that no one factor is dispositive and that the factors should be weighed against each other and considered in total.”).

13. Upon consideration of all the factors, and because the OCPs will not be involved in the administration of these chapter 11 cases, the Debtors do not believe that the OCPs are “professionals” requiring formal retention proceedings under section 327 of the Bankruptcy Code. Instead, the OCPs will provide services in connection with the ongoing operation of the Debtors’ business, which services are ordinarily provided by nonbankruptcy professionals. Nevertheless, to provide clarity and an opportunity for oversight, the Debtors seek the relief requested herein to establish clear mechanisms for retention and compensation of the OCPs pursuant to the OCP Procedures and thereby avoid any subsequent controversy with respect thereto.

14. Retaining the OCPs as provided herein is reasonably necessary for ensuring that the Debtors can continue operating in the ordinary course of business, and the Debtors will closely monitor expenses for the OCPs. In addition, the OCPs will not perform substantial bankruptcy-related services without filing an application with the Court for separate retention as a non-ordinary course professional.

15. Moreover, in light of the number of OCPs and the costs associated with the preparation of retention applications for professionals, it would be impractical, inefficient, and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP. Therefore, it is in the best interests of all creditors and parties in interest to retain the OCPs in accordance with the OCP Procedures and

avoid any disruption in the professional services that are required for the day-to-day operation of the Debtors' business.

16. Although some of the OCPs may hold unsecured claims against the Debtors relating to services rendered to the Debtors prepetition, the Debtors do not believe that any of the OCPs have an interest materially adverse to the Debtors, their creditors, or other parties in interest. In any event, the OCP Procedures include a requirement that each OCP file a Declaration of Disinterestedness before an OCP can be compensated.

17. The relief requested herein is commonly granted by courts in this district. *See, e.g., In re American Signature, Inc.*, No. 25-12105 (JKS) (approving comparable OCP procedures); *In re Marelli Auto. Lighting USA LLC*, No. 25-11034 (CTG) (Bankr. D. Del. Aug. 6, 2025); *In re JOANN Inc.*, No. 25-10068 (CTG) (Bankr. D. Del. Mar. 4, 2025) (same); *In re Liberated Brands*, No. 25-10168 (CTG) (Bankr. D. Del. Feb. 27, 2025) (same); *In re Am. Tire Distribs.*, No. 24-12391 (CTG) (Bankr. D. Del. Nov. 18, 2024) (same); *In re Accuride Corp.*, No. 24-12289 (JKS) (Bankr. D. Del. Nov. 1, 2024) (same).

18. For the reasons set forth herein, the relief requested herein is in the best interests of the Debtors, their estates, their creditors, and other parties in interest and should be granted.

**Waiver of Bankruptcy Rule 6004(h)**

19. To implement the foregoing successfully, the Debtors seek a waiver of the 14-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

**Notice**

20. The Debtors will provide notice of this Motion to: (a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to the DIP Lenders; (d) counsel to the DIP Agent; and (e) any party that requests service pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

21. No prior request for the relief sought in this Motion has been made to this Court or any other court.

WHEREFORE, the Debtors request entry of the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems just and proper.

Dated: March 3, 2026

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Mary F. Caloway*

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*Proposed Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  AVENGER FLIGHT GROUP, LLC, <i>et al.</i> ,  Debtors. <sup>1</sup>	Chapter 11  Case No. 26-10183 (MFW)  (Jointly Administered)  <b>Re Docket No. ___</b>
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**ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN  
AND COMPENSATE PROFESSIONALS UTILIZED IN THE  
ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) authorizing the Debtors to retain and compensate professionals utilized in the ordinary course of business; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized, but not directed, to retain and compensate the professionals identified on the OCP List (collectively, the "OCPs"), attached hereto as **Schedule 1** in the ordinary course of business pursuant to the following OCP Procedures:
  - a. Within 30 days after the later of (i) the date of entry of this Order or (ii) the date on which an OCP commences work for the Debtors, such OCP shall file, or cause to be filed, a declaration of disinterestedness, substantially in the form attached hereto as **Schedule 2** (each, a "Declaration of Disinterestedness"), with the Court and served upon: (i) proposed counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Richard M. Pachulski (rpachulski@pszjlaw.com) and Mary F. Caloway (mcaloway@pszjlaw.com); (ii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Attn: Jon Lipshie, Esq. (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 (dhillman@proskauer.com) and Matthew R. Koch (mkoch@proskauer.com)), and (b) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire (mcguire@lrclaw.com)); (iv) counsel to the DIP Agent, Alston & Bird LLP, 90

Park Avenue, New York, New York 10016 (Attn: William Hao (william.hao@alston.com) and Dylan S. Cassidy (dylan.cassidy@alston.com)); and (v) proposed counsel for the Committee: (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Brett H. Miller ([bmiller@willkie.com](mailto:bmiller@willkie.com)), Todd M. Goren ([tgoren@willkie.com](mailto:tgoren@willkie.com)), James H. Burbage ([jburbage@willkie.com](mailto:jburbage@willkie.com)) and Joseph R. Brandt ([jbrandt@willkie.com](mailto:jbrandt@willkie.com)), and (b) Womble Bond Dickinson, 1313 N. Market Street, Suite 1200, Wilmington, DE 19801, Attn: Matthew P. Ward ([matthew.ward@wbd-us.com](mailto:matthew.ward@wbd-us.com)) and Todd A. Atkinson (todd.atkinson@wbd-us.com)(collectively, the “Notice Parties”).

- b. The Notice Parties shall have 14 days after the date of filing of each OCP’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within 14 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than 14 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized, but not directed, to (i) retain such OCP as of the date such OCP commenced providing services to the Debtors, and (ii) compensate such OCP as set forth below.
- d. The Debtors are authorized, but not directed, to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided* that fees paid to each OCP set forth on **Schedule 1** attached hereto, excluding costs and disbursements, may not exceed the monthly amount set forth in **Schedule 1**, calculated as an average over a rolling three-month period, while these chapter 11 cases are pending (the “OCP Cap”). The OCP Cap may be increased by mutual written agreement between the Debtors, the U.S. Trustee, the Required DIP Lenders, the Committee, and any other statutory committee appointed in these chapter 11 cases, as applicable; *provided* that the Debtors shall file a notice with the Court and submit notice to the Notice Parties of any such agreed increase
- e. To the extent that fees payable to any OCP exceed the OCP Cap, the OCP shall file a fee application (a “Fee Application”) with the Court for the amount in excess of the OCP Cap pursuant to sections 330 and 331 of the Bankruptcy

Code, the Bankruptcy Rules, the Local Rules, the fee guidelines promulgated by the U.S. Trustee, and any applicable orders of the Court, unless the U.S. Trustee, Required DIP Lenders and Committee agree otherwise.

- f. Beginning on the quarter ending March 31, 2026, and for each quarter thereafter during which these chapter 11 cases are pending, the Debtors shall, within 30 days thereof, file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the "Quarterly Statement"). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.
- g. The Debtors reserve the right to retain additional OCPs from time to time during these chapter 11 cases by including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties and having such OCPs comply with the OCP Procedures.

3. The Debtors are authorized, but not directed, to supplement the OCP List as necessary to add or remove OCPs from time to time without the need for any further hearing and without the need to file individual retention applications for newly added OCPs; *provided* that the fees paid to any additional OCPs do not exceed the OCP Cap. The Debtors shall file any amended OCP List with the Court and shall serve such list on the Notice Parties. Each additional OCP listed in the OCP List shall file with the Court and serve a Declaration of Disinterestedness on the Notice Parties as provided in the OCP Procedures. If no objections are filed within 14 days to any such additional OCP's Declaration of Disinterestedness, then retention of such OCPs shall be deemed approved by the Court pursuant to this Order without a hearing or further order.

4. Nothing contained herein shall affect the Debtors' or any appropriate party in interest's ability to dispute any invoice submitted by an OCP, and nothing contained herein shall preclude the Debtors from seeking authority to pay any OCP in an amount greater than the OCP Cap, subject to the rights of any party in interest to oppose any such request.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

6. To the extent that any agreement between the Debtors and an OCP provides for the indemnification by the Debtors of such OCP in connection with the services that are the subject of the Motion (each such agreement, an "OCP Agreement"), the OCP shall attach the OCP Agreement to the Declaration of Disinterestedness and, upon the retention of the OCP in accordance with the OCP Procedures, the indemnification provisions set forth in the OCP Agreement are approved, subject to the following modifications during the pendency of the Chapter 11 Cases:

- a. The OCP shall not be entitled to indemnification, contribution, or reimbursement for services provided under the OCP Agreement other than those described in such OCP Agreement, unless such services and indemnification therefor are approved by this Court.
- b. Notwithstanding anything to the contrary in the OCP Agreement, the Debtors' estates shall have no obligation to indemnify the OCP, or provide contribution or reimbursement to the OCP, for any claim or expense related to such OCP Agreement that is: (i) judicially determined (the determination having become final) to have arisen from the OCP's fraud, bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct; (ii) for a contractual dispute in which the Debtors' estates allege the breach of the OCP's contractual obligations under the OCP Agreement unless this Court determines that indemnification, contribution, or reimbursement would be permissible pursuant to *In re United Artists Theatre Co., et. al*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) above, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) *infra*, to be a claim or expense for which the OCP should not receive indemnity, contribution, or reimbursement under the terms of the OCP Agreement as modified by this Order.
- c. If, before the earlier of (i) entry of an order confirming a chapter 11 plan in the Chapter 11 Cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing the Chapter 11 Cases, the OCP believes that it is entitled to the payment of any amounts by the Debtors' estates on account of the Debtors' estates' indemnification, contribution, and/or reimbursement obligations under the OCP Agreement

(as defined by this Order), including without limitation the advancement of defense costs, the OCP must file an application therefor in this Court, and the Debtors' estates may not pay any such amounts to the OCP before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period during which this Court shall have jurisdiction over any request for fees and expenses by the OCP for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' estates' obligation to indemnify the OCP. In the event the OCP seeks reimbursement from the Debtors' estates for attorneys' fees and expenses in connection with the payment of an indemnity claim pursuant to this Order, the invoices and supporting time records from such attorneys shall be included in the OCP's own applications, both interim and final, and such invoices and time records shall be subject to the U.S. Trustee Guidelines for compensation and reimbursement of expenses and the approval of the Court pursuant to sections 330 and 331 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code. All parties in interest in the Chapter 11 Cases shall retain the right to object to any demand by the OCP for indemnification, contribution, or reimbursement.

7. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity, or priority of, or basis for, any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a

waiver or limitation of any claims, causes of action, or other rights of the Debtors against any person or entity under the Bankruptcy Code or any other applicable law.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**Schedule 1****OCP List**

<b>NAME</b>	<b>SERVICE</b>	<b>MONTHLY CAP</b>
Nelson Mullins Riley & Scarborough LLP 2 Biscayne Blvd. 21st Floor Miami, FL 33131	U.S. corporate and employment counsel	\$50,000
Bennett Jones 3400 One First Canadian Place P.O. Box 130 Toronto, Ontario M5X 1A4 Canada	Canadian counsel	\$15,000
CliftonLarsonAllen 14815 Ballantyne Village Way Suite 300 Charlotte, NC 28277	Accounting services	\$120,000
Alvarez & Marsal Tax LLC 600 Bricknell Avenue Suite 2950 Miami, FL 33131	Tax advisors	\$50,000
Garrigues Mexico Paseo de las Palmas 525, Piso 7 Col. Lomas de Chapultepec 11000 Ciudad de México (México)	Mexican legal counsel	\$20,000
Posse Herrera Ruiz Colombia Cra 7 No. 71 52, Torre A Piso 5 110231 – Bogotá – Colombia	Colombian legal counsel	\$20,000
Herzog Israel Herzog Tower, 6 Yitzhak Sadeh St. Tel Aviv 6777506, Israel	Israeli legal counsel	\$20,000
Gray Robinson, P.A. 401 East Las Olas Blvd., Suite 1000 Fort Lauderdale, FL 33301	U.S. trademark counsel	\$5,000

NAME	SERVICE	MONTHLY CAP
Salazar Law 2121 SW 3rd Avenue, Suite 200 Miami, FL 33129	U.S. collections counsel	\$5,000
Crido Legal Baran ul. Towarowa 28 00-839 Warszawa	Polish legal counsel	\$10,000
CSWP Prosta Mikolaja Kopernika 34 00-336 Warszawa, Poland	German tax advisors	\$10,000
FieldFisher LLP Riverbank House, 2 Swan Lane, London, England EC4R 3TT, United Kingdom	Dutch law counsel	\$10,000

**Schedule 2**

**Form of Declaration of Disinterestedness**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AVENGER FLIGHT GROUP, LLC, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 26-10183 (MFW)

(Jointly Administered)

**DECLARATION OF DISINTERESTEDNESS OF [ENTITY] PURSUANT TO THE  
ORDER AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

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I, [NAME], declare under penalty of perjury as follows:

1. I am a [POSITION] of [ENTITY], located at [ADDRESS] (the “Firm”).
2. Avenger Flight Group, LLC. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), have requested that the Firm provide [SPECIFIC DESCRIPTION] services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in these chapter 11 cases. However, the Firm does not perform services for any such person relating to these chapter 11 cases and does not have any relationship with any

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<sup>1</sup> 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.

such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

7. As of February 11, 2026 (the "Petition Date"), the Debtors owed the Firm \$[●] for prepetition services, the payment of which is subject to the limitations contained in title 11 of the United States Code (the "Bankruptcy Code").

8. [As of the Petition Date, the Firm was retained to provide professional services to the Debtors. // The Firm was retained on [●].]

9. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as **Exhibit 1** hereto.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained herein.

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

Dated: \_\_\_\_\_

\_\_\_\_\_  
[DECLARANT'S NAME]

**Schedule 1****OCP List**

<b>NAME</b>	<b>SERVICE</b>	<b>MONTHLY CAP</b>
Nelson Mullins Riley & Scarborough LLP 2 Biscayne Blvd. 21st Floor Miami, FL 33131	U.S. corporate and employment counsel	\$50,000
Bennett Jones 3400 One First Canadian Place P.O. Box 130 Toronto, Ontario M5X 1A4 Canada	Canadian counsel	\$15,000
CliftonLarsonAllen 14815 Ballantyne Village Way Suite 300 Charlotte, NC 28277	Accounting services	\$120,000
Alvarez & Marsal Tax LLC 600 Bricknell Avenue Suite 2950 Miami, FL 33131	Tax advisors	\$50,000
Garrigues Mexico Paseo de las Palmas 525, Piso 7 Col. Lomas de Chapultepec 11000 Ciudad de México (México)	Mexican legal counsel	\$20,000
Posse Herrera Ruiz Colombia Cra 7 No. 71 52, Torre A Piso 5 110231 – Bogotá – Colombia	Colombian legal counsel	\$20,000
Herzog Israel Herzog Tower, 6 Yitzhak Sadeh St. Tel Aviv 6777506, Israel	Israeli legal counsel	\$20,000
Gray Robinson, P.A. 401 East Las Olas Blvd., Suite 1000 Fort Lauderdale, FL 33301	U.S. trademark counsel	\$5,000

NAME	SERVICE	MONTHLY CAP
Salazar Law 2121 SW 3rd Avenue, Suite 200 Miami, FL 33129	U.S. collections counsel	\$5,000
Crido Legal Baran ul. Towarowa 28 00-839 Warszawa	Polish legal counsel	\$10,000
CSWP Prosta Mikolaja Kopernika 34 00-336 Warszawa, Poland	German tax advisors	\$10,000
FieldFisher LLP Riverbank House, 2 Swan Lane, London, England EC4R 3TT, United Kingdom	Dutch law counsel	\$10,000

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AVENGER FLIGHT GROUP, LLC, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 26-10183 (MFW)

(Jointly Administered)

**Objection Deadline: March 17, 2026 at 4:00 p.m. (ET)**

**Hearing Date: March 24, 2026 at 3:00 p.m. (ET)**

**NOTICE OF MOTION OF DEBTORS FOR ENTRY  
OF AN ORDER (I) AUTHORIZING THE DEBTORS TO  
RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE  
ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

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**PLEASE TAKE NOTICE** that on March 3, 2026, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the Motion must be filed with the Bankruptcy Court on or before **March 17, 2026, at 4:00 p.m. (ET)**.

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<sup>1</sup> 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.

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) proposed counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Richard M. Pachulski (rpachulski@pszjlaw.com), Gregory V. Demo (gdemo@pszjlaw.com) and Mary F. Caloway (mcaloway@pszjlaw.com); (ii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Attn: Jon Lipshie, Esq. (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 (dhillman@proskauer.com) and Matthew R. Koch (mkoch@proskauer.com)), and (b) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire (mcguire@lrclaw.com)); (iv) counsel to the DIP Agent, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 (Attn: William Hao (william.hao@alston.com) and Dylan S. Cassidy (dylan.cassidy@alston.com)); and (v) proposed counsel for the official committee of unsecured creditors: (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099, Attn: Brett H. Miller (bmiller@willkie.com), Todd M. Goren (tgoren@willkie.com), James H. Burbage (jburbage@willkie.com) and Joseph R. Brandt (jbrandt@willkie.com), and (b) Womble Bond Dickinson, 1313 N. Market Street, Suite 1200, Wilmington, DE 19801, Attn: Matthew P. Ward (matthew.ward@wbd-us.com) and Todd A. Atkinson (todd.atkinson@wbd-us.com).

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON MARCH 24, 2026, AT 3:00 P.M. PREVAILING EASTERN TIME BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.**

Dated: March 3, 2026

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Mary F. Caloway*

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Richard M. Pachulski, Esq. (admitted *pro hac vice*)  
Mary F. Caloway, Esq. (DE Bar No. 3059)  
919 North Market Street, 17th Floor  
Wilmington, DE 19801  
Telephone: (302) 652-4100  
Facsimile: (302) 652 4400  
Email: rpachulski@pszjlaw.com  
mcaloway@pszjlaw.com

- and -

Gregory V. Demo, Esq. (admitted *pro hac vice*)  
Cia H. Mackle, Esq. (admitted *pro hac vice*)  
1700 Broadway, 36th Floor  
New York, NY 10019  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777  
Email: gdemo@pszjlaw.com  
cmackle@pszjlaw.com

*Proposed Counsel to the Debtors and Debtors in Possession*