

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	
In re:	)	Chapter 11
)	
AVENGER FLIGHT GROUP, LLC, <i>et al.</i> ¹	)	Case No. 26-10183 (MFW)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Hearing Date: April 23, 2026 at 2:00 p.m. (ET)
	)	Obj. Deadline: April 8, 2026 at 4:00 p.m. (ET)
)	

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF WILLKIE FARR &
GALLAGHER LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 26, 2026**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby files this application (the “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), authorizing the retention and employment of Willkie Farr & Gallagher LLP (“Willkie”) as its co-counsel, pursuant to sections 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support

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



of this Application, the Committee also files the (a) *Declaration of Brett H. Miller in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel to the Official Committee of Unsecured Creditors Effective as of February 26, 2026* (the “Miller Declaration”), attached hereto as **Exhibit B**, and (b) *Declaration of Philip Adrian in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel to the Official Committee of Unsecured Creditors Effective as of February 26, 2026* (the “Adrian Declaration”), attached hereto as **Exhibit C**, and respectfully represents as follows:

JURISDICTION AND VENUE

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Local Rule 9013-1(f), the Committee hereby confirms its consent to the entry of a final order by this Court in connection with this Application if it is later determined that this Court, absent consent of the parties, cannot enter a final order or judgment with respect to this Application consistent with Article III of the United States Constitution.

2. The statutory predicates for the relief sought herein are sections 328(a) and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014(a) and Local Rule 2014-1.

BACKGROUND

3. On February 12, 2026 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections

1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

4. The Chapter 11 Cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1.

5. On February 25, 2026, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) filed its appointment of the Committee pursuant to section 1102 of the Bankruptcy Code. *See* Docket No. 95. The Committee currently consists of the following three (3) members: (a) Allegiant Air LLC; (b) Bow Systems (Private) Limited; and (c) Multi Pilot Simulations. The Committee selected Multi Pilot Simulations as its chair (“Chair”).

6. On February 26, 2026, the Committee selected Willkie and Womble Bond Dickinson (US) LLP (“Womble”) as its proposed co-lead, Delaware bankruptcy counsel. On March 2, 2026, the Committee selected FTI Consulting, Inc. (“FTI”) as its proposed financial advisor.

RELIEF REQUESTED

7. By this Application, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, the Committee requests entry of the Proposed Order authorizing the retention and employment of Willkie as the Committee’s co-counsel in connection with the Chapter 11 Cases, effective as of February 26, 2026.

I. Willkie’s Qualifications

8. Willkie has extensive general legal experience and knowledge, and, in particular, substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code. Willkie, and in particular Brett Miller and Todd Goren, has significant experience representing official creditors’ committees in large and complex bankruptcy cases. Willkie represents or has represented the official committees of unsecured creditors in the chapter 11 cases

of *In re Office Properties Income Trust*, Case No. 25-90530 (CML) (Bankr. S.D. Tex.); *In re Spirit Aviation Holdings, Inc.*, Case No. 25-11897 (SHL) (Bankr. S.D.N.Y.); *In re Azul S.A.*, Case No. 25-11176 (SHL) (Bankr. S.D.N.Y.); *In re Sunnova Energy International, Inc.*, Case No. 25-90160 (ARP) (Bankr. S.D. Tex.); *In re New Rite Aid, LLC*, Case No. 25-14861 (MBK) (Bankr. D. N.J.); *In re Spirit Airlines, LLC, et al.*, Case No. 24-11988 (SHL) (Bankr. S.D.N.Y.); *In re Digital Media Solutions, Inc.*, Case No. 24-90468 (ARP) (Bankr. S.D. Tex.); *In re Vertex Energy, Inc.*, Case No. 24-90507 (CML) (Bankr. S.D. Tex.); *In re WOM S.A.*, Case No. 24-10628 (KBO) (Bankr. D. Del.); *In re GOL Linhas Aéreas Inteligentes S.A.*, Case No. 24-10118 (MG) (Bankr. S.D.N.Y.); *In re Western Global Airlines, Inc.*, Case No. 23-11093 (KBO) (Bankr. D. Del.); *In re Core Scientific, Inc.*, Case No. 22-90341 (CML) (Bankr. S.D. Tex.); *In re SAS AB*, Case No. 22-10925 (MEW) (Bankr. S.D.N.Y.); *In re Grupo Aeroméxico, S.A.B. de C.V.*, Case No. 20-11563 (SCC) (Bankr. S.D.N.Y.); and *In re Avianca Holdings S.A.*, Case No. 20-11133 (MG) (Bankr. S.D.N.Y.), among others. As a result of this experience, Willkie is well-positioned to anticipate and resolve legal issues that may arise during these Chapter 11 Cases.

II. Services to be Provided

9. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, the Committee requests that this Court approve the retention and employment of Willkie as its co-counsel to provide the following services:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of the Chapter 11 Cases;
- c. attending meetings and negotiating with the Debtors' professionals and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;

- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed, and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and other papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and the U.S. Trustee; and
- j. performing all other necessary legal services in the Chapter 11 Cases.

10. In connection with these Chapter 11 Cases, the Committee is also seeking authority to retain (a) Womble as its co-lead, Delaware bankruptcy counsel, and (b) FTI, as its financial advisor. Willkie intends to work closely with Womble, FTI, and the Debtors' professionals to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

III. Professional Compensation

11. Willkie intends to apply to this Court for compensation of professional services rendered on an hourly basis and reimbursement of expenses in connection with its representation of the Committee in the Chapter 11 Cases, in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive

Office for the United States Trustees (the “U.S. Trustee Guidelines”), and any other applicable procedures and orders of this Court (collectively, the “Fee Guidelines”).

12. The hourly rates and corresponding rate structure that Willkie will use in the Chapter 11 Cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructurings and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

13. Willkie’s hourly rates are set at a level designed to fairly compensate Willkie for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one’s field, and are subject to periodic adjustments to reflect economic and other conditions.² In particular, Willkie’s standard hourly rates for matters that may be implicated in the Chapter 11 Cases will range as follows:

Billing Category	Current Hourly Rates
Partners and Senior Counsel	\$1,950 to \$2,795
Associates, Counsel, Other Attorneys, and Law Clerks	\$790 to \$1,850
Paraprofessionals	\$420 to \$680

14. The Committee believes that these rates, and the terms and conditions of Willkie’s retention and employment, are reasonable.

15. Willkie will also seek to be reimbursed, subject to this Court’s approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee’s behalf, such as travel

² As set forth in the Proposed Order, Willkie will provide ten (10) days’ notice to the Debtors, the U.S. Trustee, and the Committee before implementing any periodic hourly rate increases.

expenses, working meals and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Miller Declaration. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

16. No promises were received by Willkie or any of its attorneys as to compensation in connection with the Chapter 11 Cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Willkie, nor any of its attorneys, has any agreement with any other entity to share with such entity any compensation received by Willkie in connection with the Chapter 11 Cases.

IV. Willkie's Disinterestedness

17. Willkie does not hold or represent any interest adverse to the Debtors' estates and, except as disclosed in the Miller Declaration, does not have any "connections" to the Debtors' creditors, affiliates, other parties-in-interest or potential parties-in-interest, the U.S. Trustee or the Assistant U.S. Trustees for the District of Delaware and attorneys employed by such office, or any judge in this Court. Willkie believes it is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. To the extent that Willkie has a conflict with respect to a particular matter, the Committee will utilize Womble to represent it in that regard.

18. As set forth in the Miller Declaration, Willkie has represented, currently represents, and will likely in the future represent certain parties-in-interest or potential parties-in-interest in the Chapter 11 Cases in matters unrelated to the Debtors, the Chapter 11 Cases, or such entities' claims against the Debtors, as part of its customary practice. Willkie is retained in cases, proceedings, and transactions involving many different parties throughout the United States and

worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases. Pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's co-counsel merely because it previously represented or currently represents the Debtors' creditors, or other parties-in-interest, in matters unrelated to the Debtors or the Chapter 11 Cases.

19. Willkie has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments by filing a supplemental declaration with this Court.

20. For these reasons, the Committee believes that the retention and employment of Willkie is necessary and in the best interests of the Debtors' estates, and will enable the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code. Accordingly, the Committee submits that the relief requested in the Application is appropriate and should be granted by this Court.

RETENTION EFFECTIVE AS OF FEBRUARY 26, 2026

21. The Committee requests authorization to retain and employ Willkie as its co-counsel effective as of February 26, 2026. Such relief is warranted by the circumstances presented by the Chapter 11 Cases. Upon its selection as co-counsel, Willkie was required to immediately commence work on time sensitive matters and promptly devote substantial resources to the Chapter 11 Cases pending submission and approval of this Application. The Third Circuit has identified "time pressure to begin service" and absence of prejudice as factors favoring

retroactive approval of retention. *See In re Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); *see also In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989).

NO PRIOR REQUEST

22. No previous application for the relief sought herein has been made to this Court or any other court.

NOTICE

23. Notice of this Application will be provided to (a) the Office of the U.S. Trustee for the District of Delaware, 844 King Street, Suite 2207, Lock Box 35, Wilmington, Delaware, 19801, Attn: Jon Lipshie, Esq. (jon.lipshie@usdoj.gov); (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, Attn: Richard M. Pachulski (rpachulski@pszjlaw.com) and Mary F. Caloway (mcaloway@pszjlaw.com); (d) counsel to the DIP Lenders, (i) 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 (ii) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Matthew B. McGuire (mcguire@lrclaw.com); (e) 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 (f) any party that requests service pursuant to Bankruptcy Rule 2002. Notice of this Application and any order entered hereon will be served in accordance with Local Rule 9013-1(m). The Committee respectfully submits that no further notice is required.

WHEREFORE, the Committee respectfully requests entry of the Proposed Order authorizing it to retain and employ Willkie as its co-counsel, effective as of February 26, 2026, that Willkie be paid such compensation and reimbursement of expenses as may be authorized under the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 129] (the “Interim Compensation Order”) and/or allowed by this Court, and that it be granted such other further relief as is deemed just and proper.

Dated: March 25, 2026

Respectfully submitted,

The Official Committee of Unsecured
Creditors of Avenger Flight Group, LLC, *et al.*

/s/ Ph. Adrian

Philip Adrian, solely in my capacity as
Authorized Signatory of Multi Pilot
Simulations, as Chair of the Committee

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

In re:

Avenger Flight Group, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 26-10183 (MFW)

(Jointly Administered)

Hearing Date: April 23, 2026 at 2:00 p.m. (ET)

Objection Deadline: April 8, 2026 at 4:00 p.m. (ET)

**NOTICE OF APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF WILLKIE FARR &
GALLAGHER LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 26, 2026**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “**Committee**”) of Avenger Flight Group, LLC, *et al.* (the “**Debtors**”) has filed the attached *Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel to the Official Committee of Unsecured Creditors Effective as of February 26, 2026* (the “**Application**”).

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Application, must be filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, on or before **April 8, 2026 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response upon the proposed counsel for the Committee listed below.

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **April 23, 2026 at 2:00 p.m. (ET)** before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801.

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

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 25, 2026
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Matthew P. Ward

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

-and-

WILLKIE FARR & GALLAGHER LLP

Brett H. Miller (admitted *pro hac vice*)
Todd M. Goren (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
Joseph R. Brandt (admitted *pro hac vice*)
787 Seventh Avenue
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tgoren@willkie.com
jburbage@willkie.com
jbrandt@willkie.com

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

EXHIBIT A

Proposed Order

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

In re:)	
	)	Chapter 11
AVENGER FLIGHT GROUP, LLC, <i>et al.</i> ¹	)	Case No. 26-10183 (MFW)
)	
Debtors.	)	(Jointly Administered)
	)	Re: Docket No.

ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF WILLKIE FARR & GALLAGHER LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 26, 2026

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order (this “Order”) authorizing the Committee to retain and employ Willkie Farr & Gallagher LLP (“Willkie”) as its co-counsel effective as of February 26, 2026, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1; and upon the (a) *Declaration of Brett H. Miller in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel to the Official Committee of Unsecured Creditors Effective as of February 26, 2026* (the “Miller Declaration”), attached to the Application as **Exhibit B**, and (b) *Declaration of Philip Adrian in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr &*

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

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Gallagher LLP as Co-Counsel to the Official Committee of Unsecured Creditors Effective as of February 26, 2026 (the “Adrian Declaration”), attached to the Application as **Exhibit C**; and this Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and this Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and this Court being satisfied, based on the representations made in the Application and the Miller Declaration, that Willkie does not represent or hold any interest adverse to the Committee in connection with the Chapter 11 Cases, and that Willkie is a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application, the Miller Declaration, and the Adrian Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014-1, the Committee is authorized to retain and employ Willkie as its co-counsel, effective as of February 26, 2026, on the terms and conditions set forth in the Application and the Miller Declaration.
3. Willkie shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court. Willkie also intends

to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with the Application and any interim and final fee application(s) filed by Willkie in the Chapter 11 Cases.

4. Prior to any increases in Willkie's hourly rates set forth in the Application, Willkie shall provide ten (10) days' notice to the Debtors, the U.S. Trustee, and the Committee, which notice shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code.

5. The Committee and Willkie are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

EXHIBIT B

Declaration of Brett H. Miller

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

In re:)	
	)	Chapter 11
AVENGER FLIGHT GROUP, LLC, <i>et al.</i> ¹	)	Case No. 26-10183 (MFW)
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF BRETT H. MILLER IN SUPPORT OF
THE APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF WILLKIE FARR &
GALLAGHER LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 26, 2026**

I, Brett H. Miller, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), with offices at 787 Seventh Avenue, New York, New York 10019, among other locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Willkie. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

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

2. I submit this declaration pursuant to sections 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) in support of the accompanying application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Avenger Flight Group, LLC, *et al.* (collectively, the “Debtors”) to retain and employ Willkie as its co-counsel.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon Willkie’s completion of further analysis or as additional information becomes available to Willkie, a supplemental declaration will be submitted to this Court. Subject to the approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, Willkie intends to apply for compensation for professional services rendered in connection with the Chapter 11 Cases, plus reimbursement of actual, necessary expenses and other charges incurred by Willkie during the Chapter 11 Cases. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the attorneys, paraprofessionals, and staff who provide services to the Committee. These hourly rates are subject to periodic adjustment and the Committee has been advised of that fact.

SERVICES TO BE PROVIDED

4. Since the Committee’s appointment, and Willkie’s selection as co-counsel on February 26, 2026, Willkie has been working closely with the Debtors and other parties-in-interest

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

and has become familiar with the Debtors' business and many of the existing and potential legal issues in the Chapter 11 Cases. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

5. In connection with the Chapter 11 Cases, the Committee has requested court authorization to retain and employ Willkie as co-counsel to the Committee to provide the Committee with certain services, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of the Chapter 11 Cases;
- c. attending meetings and negotiating with the Debtors' professionals and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed, and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and other papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee and protecting the interests of the Committee before those courts and the U.S. Trustee; and

- j. performing all other necessary legal services in the Chapter 11 Cases.

PROFESSIONAL COMPENSATION

6. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.³ In particular, Willkie's standard hourly rates for matters that may be implicated in the Chapter 11 Cases will range as follows:

Billing Category	Current Hourly Rates
Partners and Senior Counsel	\$1,950 to \$2,795
Associates, Counsel, Other Attorneys, and Law Clerks	\$790 to \$1,850
Paraprofessionals	\$420 to \$680

7. The hourly rates and corresponding rate structure that Willkie will use in the Chapter 11 Cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures. I believe that these rates, and the terms and conditions of Willkie's employment, are reasonable. Willkie intends to seek payment of 80% of its fees and 100% of its expenses on a monthly basis in accordance with the Interim Compensation Order.

³ As set forth in the Proposed Order, Willkie will provide ten (10) days' notice to the Debtors, the U.S. Trustee, and the Committee before implementing any periodic hourly rate increases.

8. In addition to the hourly rates set forth above, Willkie customarily charges its clients for all actual out-of-pocket expenses incurred on the clients' behalf, including travel expenses, lodging, working meals and transportation, meal charges for business meetings, computer-assisted legal research, photocopying, facsimile transmissions, postage, printing, transcripts, filing fees, overnight courier expenses, messengers, and similar items. Willkie will seek to be reimbursed, subject to this Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

9. No promises have been received by Willkie or any of its attorneys as to compensation in connection with the Chapter 11 Cases, other than in accordance with the provisions of the Bankruptcy Code. Willkie has also advised the Committee that neither the Firm nor any of its attorneys have any agreement with any other entity to share with such entity any compensation received by Willkie in connection with the Chapter 11 Cases.

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

10. In order to ascertain Willkie's "connections," as that term is used in Bankruptcy Rule 2014, Willkie obtained from the Debtors an extensive (but not necessarily complete) list of interested parties and significant creditors (the "Potential Parties in Interest"), attached hereto as **Schedule 1**, from counsel to the Debtors.

11. Under the supervision of attorneys in Willkie's Business Reorganization & Restructuring group, an internal search in Willkie's computerized conflict database was conducted to determine if Willkie (or any of its affiliates) currently represents or formerly represented any of the Potential Parties in Interest within the past three years. Willkie also made inquiries to the partners responsible for open matters involving the Potential Parties in Interest or their affiliates

to determine the nature of the work and any relationship to the Potential Parties in Interest. Willkie performed this inquiry consistent with its normal and customary practices.

12. The following is a list of the categories of Potential Parties in Interest that Willkie searched:

Category
Debtors
Non-Debtor Affiliate
Bankruptcy Judge
Banks
Current & Former D&Os
Insurance Providers
Landlord
Lenders
Legal Firms/Professionals
Lessors
Litigation Parties
Potential Adverse Parties
U.S. Trustee's Office
Top 30 Unsecured Creditor

13. This search revealed that certain Potential Parties in Interest are or may be currently represented by Willkie. All current and past Willkie representations of Potential Parties in Interest are identified on the list attached to this Declaration as **Schedule 2**.⁴ To the best of my knowledge, Willkie has no connections with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee for the District of Delaware except as set forth on **Schedule 2**. Based on the results

⁴ As referenced in **Schedule 2**, (a) the term “current representation” means an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2023, 2024, 2025 or 2026 and the client matter remains open, and (b) the term “past representation” means either (1) an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2023 but not in 2024, 2025, or 2026, or (2) a client matter in the Firm’s conflicts search system to which time was billed in 2024, 2025, or 2026 but has now been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Firm’s representation rather than its potential listing in the Firm’s conflicts search system. The list generated from the Firm’s conflicts search system is over-inclusive.

of this search, and through direct inquiries with Willkie attorneys, Willkie determined that the representation of the Potential Parties in Interest disclosed on **Schedule 2** hereto concerned matters in which such clients were not adverse to the Debtors, the Debtors' estates, or the members of the Committee.

14. The status of entities identified as Potential Parties in Interest by the Debtors may have changed or could change during the pendency of the Chapter 11 Cases without Willkie's knowledge. Willkie will periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SPECIFIC DISCLOSURES

15. As specifically set forth below and in the attached schedules, Willkie represents or has represented certain Potential Parties in Interest in matters unrelated to the Debtors and the Chapter 11 Cases; however, Willkie does not hold or represent any interest adverse to the Debtors' estates. Moreover, pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it represents certain of the Potential Parties in Interest in matters unrelated to the Chapter 11 Cases. Willkie submits that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code.

16. Willkie represents, and has in the past represented, certain entities for which Willkie is providing additional disclosures beyond those in **Schedule 2**.

17. Willkie represented the official committee of unsecured creditors (the "**Spirit I Committee**") in the chapter 11 cases of *In re Spirit Airlines, LLC, et al.*, Case No. 24-11988 (SHL)

(Bankr. S.D.N.Y.), which were commenced in 2024 (the “Spirit I Chapter 11 Cases”). Willkie currently represents the official committee of unsecured creditors (the “Spirit II Committee,” and together with the Spirit I Committee, the “Spirit Committees”) in the chapter 11 cases of *In re Spirit Aviation Holdings, Inc., et al.*, Case No. 25-11897 (SHL) (Bankr. S.D.N.Y.), which were commenced in 2025 (the “Spirit II Chapter 11 Cases,” and together with the Spirit I Chapter 11 Cases, the “Spirit Chapter 11 Cases”). Spirit Airlines, Inc., which is a debtor in the Spirit II Chapter 11 Cases, and/or certain of its affiliates and/or subsidiaries, is listed in the “Potential Adverse Parties” category of the Potential Parties in Interest list. Willkie has not, and will not, represent the Spirit Committees in connection with the Debtors or these Chapter 11 Cases. Willkie does not believe that its current or former representation of the Spirit Committees in the Spirit Chapter 11 Cases constitutes a conflict here.

18. For the avoidance of doubt, Willkie will not represent any parties other than the Committee in the Chapter 11 Cases, irrespective of whether such parties (including any additional interested parties that may be identified in the future) are Willkie clients.

19. Further, should the Committee decide to undertake any litigation against a client of Willkie, including any of the aforementioned clients, and Willkie does not have a conflicts waiver that permits Willkie to be adverse to such clients in the Chapter 11 Cases, the Committee will utilize Womble to prosecute such litigation.

20. Willkie represents or has represented the official committees of unsecured creditors in the chapter 11 cases of *In re Office Properties Income Trust*, Case No. 25-90530 (CML) (Bankr. S.D. Tex.); *In re Spirit Aviation Holdings, Inc.*, Case No. 25-11897 (SHL) (Bankr. S.D.N.Y.); *In re Azul S.A.*, Case No. 25-11176 (SHL) (Bankr. S.D.N.Y.); *In re Sunnova Energy International, Inc.*, Case No. 25-90160 (ARP) (Bankr. S.D. Tex.); *In re New Rite Aid, LLC*, Case No. 25-14861

(MBK) (Bankr. D. N.J.); *In re Spirit Airlines, LLC, et al.*, Case No. 24-11988 (SHL) (Bankr. S.D.N.Y.); *In re Digital Media Solutions, Inc.*, Case No. 24-90468 (ARP) (Bankr. S.D. Tex.); *In re Vertex Energy, Inc.*, Case No. 24-90507 (CML) (Bankr. S.D. Tex.); *In re WOM S.A.*, Case No. 24-10628 (KBO) (Bankr. D. Del); *In re GOL Linhas Aéreas Inteligentes S.A.*, Case No. 24-10118 (MG) (Bankr. S.D.N.Y.); *In re Western Global Airlines, Inc.*, Case No. 23-11093 (KBO) (Bankr. D. Del.); *In re Core Scientific, Inc.*, Case No. 22-90341 (CML) (Bankr. S.D. Tex.); *In re SAS AB*, Case No. 22-10925 (MEW) (Bankr. S.D.N.Y.); *In re Grupo Aeroméxico, S.A.B. de C.V.*, Case No. 20-11563 (SCC) (Bankr. S.D.N.Y.); and *In re Avianca Holdings S.A.*, Case No. 20-11133 (MG) (Bankr. S.D.N.Y.), among others.

21. Willkie will not represent the Committee in any adversary proceeding or other litigation against any current client of Willkie unless it has obtained a conflicts waiver from that client. To the extent that Willkie has a conflict with respect to a particular client or matter, the Committee will utilize Womble to represent the interests of the Committee. In addition, and except as disclosed above, Willkie will not represent any client in any matter involving the Debtors or the Chapter 11 Cases while retained as the Committee's co-counsel in the Chapter 11 Cases. Willkie will file a supplemental disclosure with this Court if it receives any conflicts waivers related to its representation of the Committee during the pendency of the Chapter 11 Cases.

22. No agreement or understanding exists between Willkie or any of its attorneys with any other entity to share with such entity any compensation received for services rendered in connection with the Chapter 11 Cases, other than as permitted by section 504 of the Bankruptcy Code, nor shall Willkie or any of its attorneys share or agree to share compensation received for services rendered in connection with the Chapter 11 Cases with any other entity, including any of the Firm's foreign affiliates, other than as permitted by section 504 of the Bankruptcy Code.

23. To the extent the Committee seeks to retain additional professionals to represent the Committee in any matters relating to the Chapter 11 Cases, Willkie will make all reasonable efforts not to duplicate the services rendered by those professionals.

24. I do not believe there is any connection or interest (as such terms are used in section 101(14) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between Willkie and (a) any attorney employed by the Office of the United States Trustee for the District of Delaware or (b) any counsel, accountants, financial consultants, and investment bankers who represent or may represent claimants or other parties in interest in the Chapter 11 Cases. In addition, as part of its practice, Willkie appears in cases, proceedings, and transactions involving many different attorneys, counsel, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and parties in interest in the Chapter 11 Cases. Willkie has not represented and will not represent any such entities in relation to the Chapter 11 Cases nor have any relationship with any such entities that would be adverse to the Committee or its interests in the matters upon which Willkie is to be retained and employed.

25. I am not related to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for such district or any employee in the office thereof.

26. Except as set forth herein, and based upon the information available to me, neither I, Willkie, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, (a) is a creditor, an equity security holder, or an insider of the Debtors, (b) is or was, within two years before the Petition Date, a director, officer, or employee of the Debtors, or (c) has an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in,

the Debtors, or for any other reason. Based upon the information available to me, I believe that Willkie is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

27. Willkie shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, and any other applicable procedures and orders of this Court.

28. Willkie also intends to make reasonable efforts to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Willkie in the Chapter 11 Cases.

29. The following is provided in response to the requests for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: N/A.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: Willkie expects to develop a budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Willkie reserves all rights. The Committee has approved Willkie's proposed hourly billing rates.

Date: March 25, 2026

/s/ Brett H. Miller
Brett H. Miller

Schedule 1

Potential Parties in Interest

1. Debtors

Avenger Flight Group, LLC
AFG Latam Holding Corp.
AFG Sim Holding Corp.
AFG Latam, LLC
AFG Latam Sim Holdings III, LLC
AFG Latam Sim Holdings, LLC
AFG Latam Sim Holdings II, LLC
AFG Latam Sim Holdings IV, LLC
AFG Dallas, LLC
AFG Dallas III, LLC
AFG Dallas IV, LLC
AFG EU Operations Corp.
AFG FLL, LLC
AFG Orlando, LLC
AFG Sanford, LLC
Papi Flight Training, LLC
Avenger Flight Training, LLC
AFG Mexico Corp.
Avenger Flight Group Europe, Corp.
Avenger Flight Group Topco, LLC
Avenger Flight Group Mexico II, S. DE R.L. DE C.V

2. Non-Debtor Affiliates

IPT Training Holding, LLC
Avenger Flight Group Mexico, S. DE R.L. DE C.V
Avenger Flight Group Italia S.R.L
Avenger Flight Group Colombia S.A.S.
Avenger Flight Group Espana, S.L.
Avenger Flight Group Germany GmbH
AFG FTD Germany GmbH
IPT Assets Germany GmbH
Avenger Flight Group Israel Holdings Ltd.
Avenger Flight Group Affiliate Ltd.

Avenger Mexico Management, S. de R.L. de C.V.
Avenger Flight Group India Private Limited
FTD Asset Espana S.L.

3. Bankruptcy Judges

Chief Judge Karen B. Owens
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickles
Judge John T. Dorsey
Judge Laurie Selber Silverstein
Judge Mary F. Walrath
Judge Tomas M. Horan

4. Banks

Bank of America
Citibank, N.A.
City National Bank
mBank
Oxford Commercial Finance
Santander Bank

5. Current & Former Directors and Officers

Andres Restrepo (former)
Eduardo Carrasco
Elsa Gagnon
John Pincavage (former)
Luis Mier (former)
Marc Sullivan
Pedro Sors (former)
Shawn Goodfellow (former)

6. Insurance Providers

Continental Casualty Company
Endurance American Specialty Insurance Company
Everest National Insurance
Fidelity and Guaranty Insurance Company
Great American E&S Insurance Company - TANGO
National Union Fire Insurance Company of Pittsburgh, PA
QBE Insurance Corporation
Starr Indemnity & Liability Company
The Travelers Lloyds Insurance Company
Wright Flood
Zurich American Insurance Company

7. Landlords

BCAD/Sheltair Aviation Center LLC
Bisbel Hipania S.L
BKM Management Company
Central Alameda, LLC
Duke Realty Corporation
Duke Secured Financing 2009 - 1ALZ, LLC
Estructuras Diva, S.A de C.V.
Famargo, S.A. de C.V.
Infinity JYLP, LLC
Jones Lang LaSalle Americas Inc.
Litium Inmobiliaria, S.A. DE C.V.
OLI Holdings II (DE) LLC
Orientamos
Prologis

8. Lenders

Alcof III NUBT, L.P.
Alcof III UBT, L.P.
Evergreen Credit Opportunities LLC
Marathon Distressed Credit Fund, L.P.

Marathon Distressed Credit Master Fund
Marathon Stepstone Master Fund, L.P.
MCSP Sub, LLC
Midocean Tactical Solutions Fund LP.
Wilmington Trust, National Association (DIP Agent)

9. Legal Firms/Professionals

Alma LED Italy
Alston and Bird
Alvarez & Marsal Tax LLC
Banker Lopez Gassler P.A
CMS Trust N.V.
Cole Schotz
Crido Legal Baran
Crido Poland
ELP (India)
FIELDFISHER LLP
Flick Gocke Schaumburg Germany
Garrigues Mexico
Garrigues Spain
GORNITZKY & CO., Advocates
Gray Robinson Trademark
Gray Robinson, P.A.
Herzog Israel
Ibáñez Parkman Abogados
IMC Int'Management & Trust
Landis Rath & Cobb LLP
L&B PARTNERS AVVOCATI
Moore & Van Allen PLLC
NELSON MULLINS RILEY
Posse Herrera Ruiz Colombia
Proskauer Rose LLP
Salazar Law
Schilling, Zutt & Anschutz
Steevensz/Beckers

Vedder Price PC

10. Lessors

FFS Lease B.V.
Nations Fund I, LLC
Nediar S.A.S.
Nefpass LLC
SIM International Lease B.V.
SIM International Lease I B.V.
SIM International Lease II B.V.
Sim International Lease III B.V.

11. Litigation Parties

Crew Pilot Training, Inc.
International Aviation Training, S.L. (Plaintiff in Madrid Spain)
Israel Vargas
Itasca Construction Associates
Prologis, Inc., and its affiliate Liberty AIPO Limited Partnership
Rose Construction

12. Potential Adverse Parties

ALCOF III NUBT, L.P.
ALCOF III UBT, L.P.
Alison Sors
Allegiant Air, LLC
Angela Andrea Restrepo
Apollo Industrial Center
Arbour Lane Fund III GP, LLC, GP
Bardoli Holdings Corp.
BCAD/Sheltair Aviation Center LLC
Biowound
Bisbel Hipania S.L.
BKM Management Company

Bow Industries
Central Alameda, LLC
Cercano Management LLC
Elsa Gagnon
Evergreen CREDIT Opportunities LLC
Export Development Canada
FTD Systems
Infinity JYLP, LLC
John Pincavage
Jones Lang LaSalle
Luis Mier
Marathon Asset Management L.P.
Marathon Distressed Credit Fund, L.P.
Marathon Distressed Credit Master Fund
Marathon Stepstone Master Fund, L.P.
MCSP Sub, LLC
MidOcean Credit Fund Management
MidOcean Tactical Solutions Fund LP
Estructuras Diva, S.A de C.V.
Litium Inmobiliaria, S.A. DE C.V.
Famargo, S.A. de C.V.
OLI Holdings II (DE) LLC
Orientamos Rionegros S.A.S
Patriot Capital III SBIC, L.P.
Patriot Capital III, L.P.
Pedro Sors
Prologis/Liberty AIPO Limited Partnership
Raymond James
SADR Logistics services
Seacoast Capital Partners III, L.P.
Seacoast Capital Partners IV, L.P.
Sim International B.V.
Spirit Airlines
Ultramar Credit Holdings, Ltd
Vida Mar Enterprises, LLC

13. U.S. Trustee's Office

Andrew R. Vara
Benjamin Hackman
Christine Green
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Hannah M. McCollum
Hawa Konde
Holly Dice
James R. O'Malley
Jane Leamy

14. Top 30 Unsecured Creditors

Allegiant Air, LLC
Spirit Airlines, Inc.
Pedro Sors
Prologis
John Pincavage
Alison Sors
SADR Logistics Services Company
Bow Systems
Bardoli Holdings Corp.
Raymond James & Associates, Inc.
FTD Systems & Associates, LLC
Vida Mar Enterprises LLC
Angela Andrea Restrepo, PA
Decature Business Center, LLC
Valley View Owner, LLC
Multiple Pilot Simulations (MPS)
Simulator Components, Inc.
De La Hoz, Perez & Barbeito, PLLC
Aviovision NV

AE Texas
Omega Air, Inc.
Duke Secured Financitn 2009-1ALZ,LLC
Atlas Electronics, Inc.
Infinity JYLP, LLC
Krauthamer & Associates LLC
Frontier Airlines, Inc.
Quality Bearings Online LTD
Aramark Refreshment Services
Fieldfisher LLP UK
SIM Internation Lease I B.V. and Affiliates

Schedule 2**Disclosure of Willkie Farr & Gallagher LLP (“Willkie”) of Current and Prior Representations of Potential Parties in Interest**

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Alvarez & Marsal Tax LLC	Legal Firms/Professionals	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Apollo Industrial Center	Potential Adverse Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Bank of America	Banks	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Cercano Management LLC	Potential Adverse Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Citibank, N.A.	Banks	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
City National Bank	Banks	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Continental Casualty Company	Insurance Providers	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Endurance Casualty Company	Insurance Providers	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Everest National Insurance	Insurance Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Fidelity and Guaranty Insurance Company	Insurance Providers	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Field Fisher LLP	Legal Firms/Professionals	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Great American E&S Insurance Company	Insurance Providers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Marathon Asset Management L.P.	Potential Adverse Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Marathon Distressed Credit Fund, L.P.	Lenders; Potential Adverse Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
National Union Fire Insurance Company of Pittsburgh, PA	Insurance Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Prologis	Landlord	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Prologis, Inc. and its affiliate Liberty AIPO Limited Partnership	Litigation Parties	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Proskauer Rose LLP	Legal Firms/Professionals	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
QBE Insurance Corporation	Insurance Providers	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Raymond James	Potential Adverse Parties	Willkie currently represents this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Santander Bank	Banks	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Starr Indemnity & Liability Company	Insurance Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
The Travelers Lloyds Insurance Company	Insurance Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust, National Association	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Zurich American Insurance Company	Insurance Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Exhibit C

Declaration of Philip Adrian

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

In re:)	
	)	Chapter 11
Avenger Flight Group, LLC, <i>et al.</i> ¹	)	Case No. 26-10183 (MFW)
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF PHILIP ADRIAN IN SUPPORT OF THE
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF WILLKIE FARR &
GALLAGHER LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 26, 2026**

I, Philip Adrian, hereby submit this declaration (the “Declaration”) pursuant to 28 U.S.C. § 1746, as follows:

1. I am a legal representative of Multi Pilot Simulations, which serves as Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). I make this Declaration in support of the Committee’s application (the “Application”)² to retain and employ Willkie Farr & Gallagher LLP (“Willkie”) as co-counsel pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, effective as of February 26, 2026. Except as otherwise noted, I have personal

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

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

knowledge as to all the information set forth below. I submit this Declaration solely in my capacity as legal representative of Multi Pilot Simulations and as Chair of the Committee.

2. This Declaration is provided pursuant to ¶ D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “U.S. Trustee Guidelines”) promulgated by the Office of the United States Trustee (the “U.S. Trustee”). I am informed by Willkie that the U.S. Trustee Guidelines require that any application for employment of an attorney under sections 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the following:

- a. The identity and position of the person making the verification. The person ordinarily should be the general counsel or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- b. The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c. The number of firms the client interviewed.
- d. If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- e. The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside general counsel, explain how and why.

3. As a representative of a member of the Committee, I was directly involved in the Committee’s decision to select Willkie as its co-counsel in the Chapter 11 Cases, and actively participated in negotiating the terms of Willkie’s employment together with other members of the Committee.

4. I have reviewed and am familiar with the contents of the Application, as well as the

Miller Declaration, which is attached to the Application as **Exhibit B**.

5. I understand that the Willkie attorneys primarily responsible for the Committee's representation in the Chapter 11 Cases, Brett H. Miller and Todd M. Goren, have extensive experience representing official committees of creditors in large and complex bankruptcy cases.

6. Given that Mr. Miller and Mr. Goren represent or have represented the official committee of unsecured creditors in many recent restructurings—including Office Properties Income Trust, Spirit Aviation Holdings, Inc., Azul S.A., Sunnova Energy International, Inc., New Rite Aid, LLC, Spirit Airlines, Inc., Digital Media Solutions, Inc., Vertex Energy, Inc., WOM, S.A., GOL Linhas Aéreas Inteligentes S.A., Western Global Airlines, Inc., Core Scientific, Inc., SAS AB, Grupo Aeroméxico, S.A.B. de C.V., and Avianca Holdings S.A., among others—I believe they are well-positioned to anticipate and resolve legal issues that may arise during the Chapter 11 Cases. Moreover, I understand that Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

7. I and other members of the Committee have reviewed Willkie's standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Willkie, I understand that those rates are generally consistent with Willkie's rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members' experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable. It is my understanding that Willkie will seek payment of 80% of its fees and 100% of its expenses on a monthly basis in accordance with the Interim Compensation Order.

8. Additionally, the Committee and Multi Pilot Simulations, as Chair, will: (a) develop a prospective budget and staffing plan with Willkie to comply with the U.S. Trustee's requests for information and additional disclosures and any other orders of this Court, recognizing that, in the course of the Chapter 11 Cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie; (b) review all staffing plans and budgets to supervise Willkie's fees and expenses and to manage costs and, together with Willkie, make adjustments as may be necessary or appropriate; (c) review all applications for compensation submitted by Willkie to ensure that Willkie's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

9. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Willkie, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of Multi Pilot Simulations, as Chair of the Committee, and, if called upon to testify, I would testify competently to the facts set forth herein.

10. Except as noted above, nothing contained herein is intended to limit Willkie's ability to request allowance and payment of fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, nor to restrict Willkie's right to defend any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party in interest, such as the U.S. Trustee.

11. Based on the foregoing, the Committee is of the opinion that it is necessary to retain and employ Willkie as its co-counsel, effective as of February 26, 2026, and that such retention

and employment is in the best interests of the Debtors' estates.

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

Dated: March 25, 2026

Respectfully submitted,

The Official Committee of Unsecured Creditors
of Avenger Flight Group, LLC, *et al.*,

/s/ Ph. Adrian

Philip Adrian, solely in my capacity as Authorized
Signatory of Multi Pilot Simulations, as Chair of the
Committee