

**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)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR AN ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 328(a)
AND 1103 AUTHORIZING AND APPROVING THE EMPLOYMENT AND
RETENTION OF WOMBLE BOND DICKINSON (US) LLP AS DELAWARE
CO-COUNSEL EFFECTIVE AS OF FEBRUARY 26, 2026**

The Official Committee of Unsecured Creditors (the “**Committee**”) of Avenger Flight Group, LLC, *et al.* (the “**Debtors**”), submits this application (the “**Application**”) for an order pursuant to sections 328(a) and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended and applicable to the above-captioned case, the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rule of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing and approving the employment and retention of Womble Bond Dickinson (US) LLP (“**WBD**”), as Delaware co-counsel for the Committee, effective as of February 26, 2026. In support of the Application, the Committee submits the *Declaration of Matthew P. Ward*, a partner of WBD, attached hereto as **Exhibit B** (the “**Ward Declaration**”), and the *Declaration of Philip Adrian in Support of Application of the Official Committee of Unsecured Creditors for an Order Pursuant*

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.



to Bankruptcy Code Sections 328(a) and 1103 Authorizing and Approving the Employment and Retention of Womble Bond Dickinson (US) LLP as Delaware Co-Counsel, Effective as of February 26, 2026, attached hereto as **Exhibit C** (the “**Adrian Declaration**”), and respectfully states as follows:

BACKGROUND

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

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

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

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

JURISDICTION AND VENUE

5. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory

predicates for the relief sought herein are Bankruptcy Code sections 328 and 1103. The requested relief is also appropriate pursuant to Bankruptcy Rule 2014.

RELIEF REQUESTED

6. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, authorizing and approving the employment of WBD as its Delaware co-counsel to perform services relating to these Chapter 11 Cases, effective as of February 25, 2026.

7. Bankruptcy Code section 328(a) empowers a committee appointed under Bankruptcy Code section 1102, with the Court's approval, to employ attorneys under Bankruptcy Code section 1103 on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, or on a contingent fee basis, to perform services for such committee.

8. Pursuant to Bankruptcy Code section 1103(b), an attorney employed to represent a committee may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case. WBD has advised the Committee that WBD does not represent any other entity having an adverse interest in connection with these Chapter 11 Cases and does not have any disabling connections with the United States Trustee, any person employed by the Office of the United States Trustee, or the Bankruptcy Judge to whom this case is assigned. Submitted herewith is the Ward Declaration, which sets forth WBD's connections with the Debtors, their creditors, and other parties-in-interest.

9. The Committee has selected WBD because of its attorneys' experience and knowledge. The Committee believes that WBD is well-qualified to represent the Committee in these Chapter 11 Cases.

10. The professional services that WBD will provide to the Committee include, but are not limited to, the following:

- providing legal advice as necessary with respect to the Committee's powers and duties as an official committee appointed under Bankruptcy Code section 1102;
- assisting the Committee in investigating the acts, conduct, assets, liabilities, and financial condition of the Debtors, the operation of the Debtors' businesses, potential claims, and any other matters relevant to these cases, to the sale of assets, or to the formulation of a plan of reorganization or liquidation (a "**Plan**");
- participating in the formulation of a Plan;
- providing legal advice as necessary with respect to any disclosure statement and Plan filed in these cases and with respect to the process for approving or disapproving disclosure statements and confirming or denying confirmation of a Plan;
- preparing on behalf of the Committee, as necessary, applications, motions, objections, complaints, answers, orders, agreements, and other legal papers;
- appearing in Court to present necessary motions, applications, objections, and pleadings, and otherwise protecting the interests of those represented by the Committee;
- assisting the Committee in requesting the appointment of a trustee or examiner, should such action be necessary; and
- performing such other legal services as may be required and as are in the best interests of the Committee and creditors.

11. Subject to the Court's approval and pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), and any other rules and procedures that this Court may fix, the Committee requests that WBD be compensated on an hourly basis, plus reimbursement of the actual and necessary expenses that WBD incurs. WBD requests that it receives such compensation in accordance with the ordinary and customary rates which are in effect on the date the services are rendered.

12. WBD's hourly rates are as follows:

Partners	\$405 - \$1,800
Of Counsel	\$535 - \$1,100
Senior Counsel	\$185 - \$1,075
Counsel	\$185 - \$930
Associates	\$325 - \$865
Paralegals	\$115 - \$600

13. The charges set forth herein are based upon actual time charges on an hourly basis and based upon the experience and expertise of the attorney or legal assistant involved. The hourly rates set forth are subject to periodic adjustments to reflect economic and other conditions.

14. The Committee understands that any compensation and expenses paid to WBD must be approved by this Court upon application consistent with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of this Court respecting compensation of professionals.

15. To the best of the Committee's knowledge and subject to the Declaration submitted herewith, WBD has informed the Committee that it represents no other entity in connection with this case and does not hold or represent any interest adverse to the Debtor with respect to the matters upon which it is to be employed.

CONSENT TO JURISDICTION

16. Pursuant to Local Rule 9013-1(f), the Committee consents to the entry of a final judgment or order with respect to this Application if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

NOTICE

17. The Committee has provided notice of this Application to (i) counsel for the Debtors, Pachulski Stang Ziehl & Jones, 919 North Market Street, 17th Floor, Wilmington, Delaware 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, J. Caleb Boggs Federal Building, 844 King Street, Room 2207, Wilmington, Delaware 19801, Attn: Jonathan W. Lipshie (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 (vi) all parties who have filed requests for notice pursuant to Bankruptcy Rule 2002 in these Chapter 11 Cases. The Committee submits that no other or further notice is necessary or required.

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

**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 OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 328(a) AND 1103 AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF WOMBLE BOND DICKINSON (US) LLP AS DELAWARE CO-COUNSEL 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 an Order Pursuant to Bankruptcy Code Sections 328(a) and 1103 Authorizing and Approving the Employment and Retention of Womble Bond Dickinson (US) LLP as Delaware 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
Wilmington, Delaware 19801
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
New York, New York 10019-6099
Telephone: (212) 728-8000
Email: bmiller@willkie.com
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:

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

Debtors.¹

Chapter 11

Case No. 26-10183 (MFW)

(Jointly Administered)

Related Docket No.

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION
OF WOMBLE BOND DICKINSON (US) LLP AS DELAWARE CO-COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
EFFECTIVE AS OF FEBRUARY 26, 2026**

Upon the application (the “**Application**”)² of the Committee for entry of an order authorizing the Committee to employ and retain WBD as Delaware co-counsel in the above-captioned cases effective as of February 26, 2026; and upon the (a) *Declaration of Matthew P. Ward* (the “**Ward Declaration**”), and (b) *Declaration of Philip Adrian in Support of Application of the Official Committee of Unsecured Creditors for an Order Pursuant to Bankruptcy Code Sections 328(a) and 1103 Authorizing and Approving the Employment and Retention of Womble Bond Dickinson (US) LLP as Delaware Co-Counsel, Effective as of February 26, 2026* (the “**Adrian Declaration**,” and together with the Ward Declaration, the “**Declarations**”) filed in support of the Application; and it appearing that proper notice of the Application has been given

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 such terms in the Application.

and that no further notice or hearing is required; and the Court being satisfied based on the representations made in the Application and the Declarations that (i) WBD represents no interest adverse to the Debtors' estates or the Debtors' creditors, other than its representation of the Committee in these cases, and (ii) the employment of WBD is necessary and would be in the best interests of the Committee and the estates, and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is hereby APPROVED.
2. In accordance with Bankruptcy Code section 1103(a), the Committee is hereby authorized to employ and empowered to retain WBD as its Delaware co-counsel, effective as of February 26, 2026, to represent the Committee in the Debtors' Chapter 11 Cases.
3. WBD's compensation for services (including but not limited to hourly rates) and reimbursement of expenses shall be subject to review pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.
4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order

EXHIBIT B

Ward Declaration

**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)

**DECLARATION OF MATTHEW P. WARD IN SUPPORT OF APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER
PURSUANT TO BANKRUPTCY CODE SECTIONS 328(a) AND 1103 AUTHORIZING
AND APPROVING THE EMPLOYMENT AND RETENTION OF WOMBLE BOND
DICKINSON (US) LLP AS DELAWARE CO-COUNSEL,
EFFECTIVE AS OF FEBRUARY 25, 2026**

Matthew P. Ward, pursuant to 28 U.S.C. § 1746, certifies as follows:

1. I am a partner of the law firm of Womble Bond Dickinson (US) LLP (“**WBD**”)² which maintains an office for the practice of law at 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, as well as offices in Alabama, Arizona, California, Colorado, the District of Columbia, Georgia, Maryland, Massachusetts, Nevada, New York, North Carolina, Ohio, South Carolina, Tennessee, Texas, and Virginia. I am admitted to practice before this Court and will assume primary responsibility within WBD for its engagement in these Chapter 11 Cases.

2. I am familiar with the facts hereinafter stated, and submit this declaration (the “**Declaration**”) in support of the application (the “**Application**”) of the Official Committee of

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 defined herein shall have the meanings ascribed to them in the Application.

Unsecured Creditors (the “Committee”) of the above-captioned debtors (the “Debtors”) for entry of an Order authorizing and approving the employment and retention of WBD, as Delaware co-counsel to the Committee, effective as of February 25, 2026.

3. I am fully familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and I am sufficiently competent to handle whatever might foreseeably be expected of the Committee’s Delaware co-counsel in this matter.

4. The professional services that WBD will provide to the Committee include those set forth in the Application. Subject to the Court’s approval and pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules and Local Rules, and any other rules and procedures that this Court may fix, WBD will seek compensation on an hourly basis, plus reimbursement of the actual and necessary expenses that WBD incurs. WBD requests that it receive such compensation in accordance with the ordinary and customary rates that are in effect on the date the services are rendered.

5. Set forth below is a schedule of hourly rates of certain professionals at WBD:

Partners	\$405 - \$1,800
Of Counsel	\$535 - \$1,100
Senior Counsel	\$185 - \$1,075
Counsel	\$185 - \$930
Associates	\$325 - \$865
Paralegals	\$115 - \$600

6. The charges for the attorneys and legal assistants who will render services to the Committee are based upon actual time charges on an hourly basis. The hourly rates for such professionals are based upon the experience and expertise of the attorney or legal assistant involved and are subject to periodic adjustments to reflect economic and other conditions.

7. Insofar as I have been able to ascertain, except as described herein, the other attorneys of WBD and I have no interest adverse to and no connections to the Committee, the

Debtors' estates, their creditors, the United States Trustee, any person employed by the Office of the United States Trustee, the Bankruptcy Judge to whom this case is assigned, or any other party in interest herein or their respective attorneys and accountants.³ Although WBD from time to time has represented and in the future may represent various entities that are creditors of the Debtors or otherwise have had or have an interest in the Debtors in matters wholly unrelated to this bankruptcy case, WBD will not, while employed by the Committee, represent any other entity having an adverse interest in connection with these Chapter 11 Cases, absent further disclosure and to the extent that such representation would be permissible under Bankruptcy Code section 1103.

A. WBD's Conflict Check System

8. In connection with preparing this Declaration, WBD submitted the names of the individuals and entities that are currently known to be material parties and parties-in-interest in this case (the "**Parties-in-Interest**") for review in the computerized conflict database system maintained by WBD. WBD maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by WBD is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of WBD that no new matter may be accepted or opened within the firm without completing and submitting to

³ WBD appears in numerous cases involving a substantial number of creditors and parties-in-interest. WBD is reviewing the parties-in-interest in this proceeding and will make every effort to disclose all connections to these parties as they become known to WBD. Although it is not possible to guarantee that each and every connection is disclosed, WBD will file additional and supplemental disclosure statements in the event that WBD becomes aware of any additional connections. In addition, it is possible that some creditors or parties-in-interest herein are creditors or parties-in-interest with *de minimis* interest in other cases in which WBD plays a role.

those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by WBD.

9. A list of the names of the Parties-in-Interest described above, which was submitted to the conflict check system, is attached hereto as **Exhibit 1**.

B. WBD's Relationship With Parties-in-Interest In Unrelated Matters

10. A list of the Parties-in-Interest or their affiliates with respect to which WBD serves or has served as counsel is set forth on **Exhibit 2** attached hereto. A significant part of WBD's practice includes representations of creditors' committees. Accordingly, this exhibit includes persons that may have been members of any creditors' committee represented by WBD, in addition to WBD current and/or past clients.

11. As disclosed in this exhibit, WBD and its partners, counsel, and associates have in the past represented, currently represent, and may in the future represent entities that are creditors of the Debtors, or other parties-in-interest in the Debtors' Chapter 11 Cases in matters unrelated to these bankruptcy cases. Further, WBD appears in cases, proceedings, and transactions involving a substantial number of different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent creditors or parties-in-interest in these cases.

12. WBD has not agreed to share (a) any compensation it may receive with another party or person, other than with the partners, counsel, and associates of WBD, or (b) any compensation another person or party has received or may receive.

13. WBD did not receive a retainer with respect to its representation of the Committee.

14. Consistent with the United State Trustees' Appendix B - Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the "U.S. Trustee Guidelines"), which became effective on November 1, 2013, I state as follows:

- (a) WBD did not agree to a variation of its standard and customary billing arrangements for the engagement;
- (b) WBD's professionals included in the engagement have not varied their rates based on the geographic location of these Chapter 11 Cases;
- (c) WBD did not represent the Committee prior to the Petition Date; and
- (d) The Committee has approved WBD's proposed hourly billing rates, staffing plan, and fee carve out. In accordance with the U.S. Trustee Guidelines, each may be amended as necessary to reflect changed or unanticipated developments in these Chapter 11 Cases.

15. Based upon the information available to me, and except as otherwise described herein, WBD holds no interest adverse to the Committee, the Debtors, their estates, or creditors as to the matters in which it is to be employed.

16. If WBD discovers any connection with any interested party or enters into any new relationship with any interested party, the firm will promptly supplement its disclosure to the Court.

I hereby declare under the penalty of perjury that the foregoing statements made by me are true and correct to the best of my knowledge, information, and belief.

Dated: March 25, 2026
Wilmington, Delaware

/s/ Matthew P. Ward
Matthew P. Ward (No. 4471)

EXHIBIT 1

Parties in Interest

EXHIBIT 1
Parties-in-Interest

DEBTORS

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

CURRENT AND FORMER DIRECTORS & OFFICERS

- Carrasco, Eduardo
- Gagnon, Elsa
- Goodfellow, Shawn
- Mier, Luis
- Pinavage, John
- Restrepo, Andres
- Sors, Pedro
- Sullivan, Marc

EQUITY HOLDERS

- AFG Mexico Corp.
- Angela Andrea Restrepo, PA
- Avenger Flight Group, LLC
- International Training Finance Corporation

SECURED PARTIES

- 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

PROFESSIONALS

FTI Consulting Inc.
Pachulski Stang Ziehl & Jones LLP
Seabury Aviation Partners LLC
Seabury Securities LLC
Sierra Constellation Partners
Willkie Farr & Gallagher LLP

TOP 30 UNSECURED CREDITORS

- AE Texas
- Allegiant Air, LLC
- Andrea, Angela Andrea
- Aramark Refreshment Services
- Atlas Electronics, Inc.
- Aviovision NV
- Bardoli Holdings Corp.
- Bow Systems
- Decatur Business Center, LLC
- De La Hoz, Perez & Barbeito, PLLC
- Duke Secured Financing 2009-1ALZ, LLC
- Fieldfisher LLP UK
- Frontier Airlines, Inc.
- FTD Systems & Associates, LLC
- Infinity JYLP LLC
- Krauthamer & Associates LLC
- Multiple Pilot Simulations (MPS)
- Omega Air, Inc.
- Pincavage, John
- Prologis
- Quality Bearings Online Ltd.
- Raymond James & Associates, Inc.

EXHIBIT 1
Parties-in-Interest

**UNITED STATES TRUSTEE, JUDGES, AND COURT
CONTACTS FOR THE DISTRICT OF DELAWARE
(AND KEY STAFF MEMBERS)**

- Chief Judge Karen B. Owens
- Judge John T. Dorsey
- Judge Craig T. Goldblatt
- Judge Thomas M. Horan
- Judge Brendan L. Shannon
- Judge Laurie Selber Silverstein
- Judge J. Kate Stickle
- Judge Mary F. Walrath
- Joseph McMahon
- Lauren Attix
- Malcolm M. Bates
- Linda Casey
- Joseph Cudia
- Holly Dice
- Shakima L. Dortch
- Timothy J. Fox, Jr.
- Diane Giordano
- Michael Girello
- Christine Green
- Benjamin Hackman
- Nyanquoi Jones
- Hawa Konde
- Jane Leamy
- Jonathan Lipshie
- Hannah M. McCollum
- Jonathan Nyaku
- James R. O'Malley
- Linda Richenderfer
- Richard Schepacarter
- Edith A. Serrano
- Rosa Sierra-Fox
- Elizabeth Thomas
- Andrew R. Vara
- Dion Wynn

- SADR Logistics Services Company
- Sim International Lease I B.V. and Affiliates
- Simulator Components, Inc.
- Sors, Alison
- Sors, Pedro
- Spirit Airlines, Inc.
- Valley View Owner, LLC
- Vida Mar Enterprises LLC

EXHIBIT 2

Related Parties in Interest

Exhibit 2

Party In Interest	Role in Case	Connection
Aramark Refreshment Services	Top 30 Unsecured Creditor	Womble currently does and has in the past represented affiliates of this entity in matters unrelated to this chapter 11 case.
Fieldfisher LLP UK	Top 30 Unsecured Creditor	Womble currently does represent and has in the past represented this entity in matters unrelated to this chapter 11 case.
FTI Consulting, Inc.	Professional	Womble currently does represent and has in the past represented this entity and affiliates in matters unrelated to this chapter 11 case.
Raymond James & Associates, Inc.	Top 30 Unsecured Creditor	Womble currently does represent and has in the past represented this entity in matters unrelated to this chapter 11 case.
Spirit Airlines, Inc.	Top 30 Unsecured Creditor	Womble has in the past represented this entity in matters unrelated to this chapter 11 case.

EXHIBIT C

Adrian Declaration

**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)

**DECLARATION OF PHILIP ADRIAN IN SUPPORT OF APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER
PURSUANT TO BANKRUPTCY CODE SECTIONS 328(a) AND 1103 AUTHORIZING
AND APPROVING THE EMPLOYMENT AND RETENTION OF WOMBLE BOND
DICKINSON (US) LLP AS DELAWARE CO-COUNSEL,
EFFECTIVE AS OF FEBRUARY 26, 2026**

I, Philip Adrian, a legal representative of Multi Pilot Simulations, solely in my capacity as the Chairperson of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned cases (the “**Chapter 11 Cases**”), hereby submits this declaration pursuant to 28 U.S.C. § 1746 and respectfully states as follows:

1. I am over the age of 21 years old and a representative of Chairperson of the Committee. The Committee was appointed by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) on February 25, 2026.

2. I have read and am familiar with the contents of the *Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment*

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

and Retention of Womble Bond Dickinson (US) LLP as Delaware Co-Counsel Effective as of February 26, 2026 (the “**Application**”)² filed contemporaneously herewith.

3. This Declaration is provided pursuant to ¶ D.2 of the Appendix B Guidelines. I am informed by Committee counsel that the Appendix B Guidelines request that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- (a) The identity and position of the person making the verification.
- (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, then 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. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

A. IDENTITY OF THE DECLARANT.

4. On February 25, 2026, I was appointed to the Committee and was subsequently elected Chairperson of the Committee. Under the Bylaws of the Official Committee of Unsecured Creditors of Avenger Flight Group, LLC, *et al.* (the “**Bylaws**”), the Chairperson of the Committee, by and through their representatives, have the authority to sign documents on

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

behalf of, and to bind the Committee as appropriate to implement decisions of the Committee made in accordance with the Bylaws. I am authorized to make this Declaration on behalf of the Chairperson of the Committee.

5. The Committee interviewed several firms for the position of its counsel in these Chapter 11 Cases on February 25, 2026. At the conclusion of the interviews, the Committee selected Willkie Farr & Gallagher LLP and Womble Bond Dickinson (US) LLP (“WBD”) as its co-counsel in these Chapter 11 Cases. Each retention is subject to Court approval. In connection with the interviews, the Committee evaluated the breadth of the firms’ experience and particular areas of expertise, the firms’ prior history of representing committees in chapter 11 cases, and the anticipated attorneys’ fees to be billed in connection with these cases.

6. The Committee selected WBD as its Delaware co-counsel because of the firm’s extensive experience and knowledge in representing various constituents before this Court.

B. STEPS TAKEN TO ENSURE COMPARABILITY OF ENGAGEMENT TERMS:

7. WBD has informed the Committee that its current hourly rates are its standard hourly rates for work of this nature. WBD further informed the Committee that its hourly rates are subject to periodic, typically annual, adjustments to reflect economic and other conditions. WBD confirmed that, while its billing rates vary from attorney to attorney based on such facts as the attorney’s seniority and position with the firm (*e.g.*, partner, counsel, or associate), years of experience, and the demand for services in the attorney’s particular area of expertise, the billing rates quoted to the Committee are WBD’s customary billing rates.

8. The Committee is in the process of discussing a Budget and Staffing Plan with WBD. Further, the Committee is aware that during the course of the Chapter 11 Cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and WBD.

