

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
Voyager Aviation Holdings, LLC <i>et al.</i>)	Case No. Case No. 23-11177 (JPM)
Debtors. ¹)	(Jointly Administered)

**ORDER APPROVING THE THIRD INTERIM APPLICATION OF
VEDDER PRICE P.C. FOR ALLOWANCE OF INTERIM COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED (I) COUNSEL TO PARTICIPATION DEBTORS UNDER
BANKRUPTCY CODE SECTION 327(a) AND (II) SPECIAL MERGER AND
ACQUISITION AND AVIATION FINANCING COUNSEL FOR DEBTORS UNDER
BANKRUPTCY CODE SECTION 327(e), IN EACH CASE FROM
DECEMBER 1, 2023 THROUGH AND INCLUDING MARCH 31, 2024**

Upon consideration of the *Third Interim and Final Application of Vedder Price P.C. for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as (i) Counsel to Participation Debtors under Bankruptcy Code Section 327(a) and (ii) Special Merger and Acquisition and Aviation Financing Counsel for Debtors Under Bankruptcy Code Section 327(e), in Each Case During (Y) the Third Interim Application Period of April 1, 2024 through and Including July 31, 2024 and (Z) the Final Fee Application Period of July 27, 2023 through and including July 31, 2024*, dated August 27, 2024 [Docket No 962] (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Voyager Aviation Holdings, LLC (8601); A330 MSN 1432 Limited (N/A); A330 MSN 1579 Limited (N/A); Aetios Aviation Leasing 1 Limited (N/A); Aetios Aviation Leasing 2 Limited (N/A); Cayenne Aviation LLC (9861); Cayenne Aviation MSN 1123 Limited (N/A); Cayenne Aviation MSN 1135 Limited (N/A); DPM Investment LLC (5087); Intrepid Aviation Leasing, LLC (N/A); N116NT Trust (N/A); Panamera Aviation Leasing IV Limited (N/A); Panamera Aviation Leasing VI Limited (N/A); Panamera Aviation Leasing XI Limited (N/A); Panamera Aviation Leasing XII Designated Activity Company (N/A); Panamera Aviation Leasing XIII Designated Activity Company (N/A); Voyager Aircraft Leasing, LLC (2925); Voyager Aviation Aircraft Leasing, LLC (3865); Voyager Aviation Management Ireland Designated Activity Company (N/A); and Voyager Finance Co. (9652). The service address for each of the Debtors in these cases is 301 Tresser Boulevard, Suite 602, Stamford, CT 06901.



231117724092500000000001

“Application”),² pursuant to sections 327, 328, 330, and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, seeking allowance of interim and final compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith during the interim period commencing April 1, 2024 through and including August 31, 2024 (the “Third Interim Application Period”) and during the final compensation period commencing July 27, 2023 through and including August 31, 2024 (the “Final Application Period”), in connection with Vedder Price acting as Section 327(a) Counsel for the Participation Debtors and as Section 327(e) Counsel for all of the Debtors; and the Court having reviewed the Application; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); (b) this is a core proceeding pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); (c) venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; (d) due and proper notice of the Application was provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 19, 2023 [Docket No. 240]; (e) and no objections to the Application having been interposed prior to the objection deadline of September 19, 2024; and (f) the Debtors having filed a Certificate of No Objection [Docket No. 970] with respect to the Application certifying that no objections had been filed with respect to the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT

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

1. The Application is granted to the extent set forth in the attached Schedules (Schedule A for the Third Interim Compensation Period and Schedule B for the Final Compensation Period).

2. Upon entry of this Order,

(a) interim allowance is hereby granted: (i) as set forth in the first row of Schedule A for compensation for the professional services that Vedder Price has rendered to the Participation Debtors during the Third Interim Application Period for its role as Section 327(a) Counsel and (ii) as set forth in the second row of Schedule A for compensation for the professional services that Vedder Price has rendered to the Debtors during the Third Interim Application Period for its role as Section 327(e) Counsel;

(b) this Court hereby authorizes and directs the Plan Administrator to pay all amounts (to the extent not already paid) previously held back and/or allowed but not yet paid to Vedder Price as set forth in the Schedule A hereto;

(c) final allowance is hereby granted for compensation for the professional services that Vedder Price has rendered to the Debtors during the Final Application Period (i) as set forth in the first row of Schedule B for compensation in respect of its role as Section 327(a) Counsel for the Participation Debtors, (ii) as set forth in the second row of Schedule B for compensation in respect of its role as Section 327(e) Counsel for all of the Debtors, and (iii) in each case, final allowance of all actual, reasonable, and necessary out-of-pocket expenses incurred (which expense amounts have already been paid to Vedder Price);

(d) this Court hereby authorizes and directs the Plan Administrator to pay Vedder Price to the extent not previously paid the foregoing amounts approved by this Court;

(e) this Court hereby approves the Remaining Retainer Procedures.

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

New York, New York
Dated: September 25, 2024

/S/ John P. Mastando III
HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Interim Fee Amounts

In re Voyager Aviation Holdings, LLC et al., Case No. 23-11177 (JPM)

Third Interim Fee Applications
April 1, 2024, Through and Including July 31, 2024

Professional¹	Date and Docket Number of Third Interim Fee Application	Fees Requested in Third Interim Fee Application	Fees Allowed for Third Interim Fee Period	Fees to Be Paid for Prior Fee Period (i.e., Holdback Release)	Total Fees to Be Paid for Third Interim Fee Period	Expenses Requested in Third Interim Fee Application	Expenses to Be Paid for Third Interim Fee Period
Vedder Price P.C. (327(a) Counsel)	August 27, 2024 [ECF No. 962]	\$19,436.50	\$19,436.50	\$29,907.30 ²	\$49,343.80	\$0.00	\$0.00
Vedder Price P.C. (327(e) Counsel)	August 27, 2024 [ECF No. 962]	\$376,941.00 ³	\$376,941.00	\$620,288.42 ⁴	\$997,229.42	\$0.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: _09/25/2024

INITIALS: JPM___ USBJ

¹ In response to discussions with the U.S. Trustee, Vedder Price agreed to voluntarily reduce the \$7,720.00 of fees requested in its Application.

² Reflects \$20,314.70 of held-back fees in allowed in respect of the First Interim Compensation Period and \$9,592.60 of held-back fees allowed in respect of the Second Interim Compensation Period.

³ As referenced above, this amount reflects the voluntary reduction of fees sought by Vedder Price in the Application to adjust certain fees at the request of the Office of the United States Trustee.

⁴ Reflects \$239,583.60 of held-back fees in allowed in respect of the First Interim Compensation Period and \$380,704.82 of held-back fees allowed in respect of the Second Interim Compensation Period.

Schedule B

Final Fee Amounts

In re Voyager Aviation Holdings, LLC et al., Case No. 23-11177 (JPM)

Final Fee Applications
July 27, 2023, Through and Including July 31, 2024

Professional	Date and Docket Number of Final Fee Application	Total Fees Requested in Final Fee Application	Total Fees Allowed for Final Fee Period	Total Expenses Requested in Final Fee Application	Total Expenses Allowed for Final Fee Period
Vedder Price P.C. (327(a) Counsel)	August 27, 2024 [ECF No. 962]	\$270,546.50	\$270,546.50	\$0.00	\$0.00
Vedder Price P.C. (327(e) Counsel)	August 27, 2024 [ECF No. 962]	\$4,906,310.00	\$4,906,310.00	\$13,002.44	\$13,002.44

DATE ON WHICH ORDER WAS SIGNED: 09/25/2024

INITIALS: JPM___ USBJ