

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>AIR METHODS CORPORATION, <i>et al.</i>,</b>	§	<b>Case No. 23-90886 (MI)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	
	§	

**JOINT VERIFIED STATEMENT OF DAVIS POLK & WARDWELL LLP AND  
VINSON & ELKINS LLP PURSUANT TO FEDERAL RULE OF BANKRUPTCY  
PROCEDURE 2019**

In connection with the chapter 11 cases (the “**Chapter 11 Cases**”) commenced by Air Methods Corporation (“**Air Methods**” or the “**Company**”) and the other above-captioned debtors (collectively, the “**Debtors**”) on October 24, 2023, Davis Polk & Wardwell LLP (“**Davis Polk**”) and Vinson & Elkins, LLP (“**Vinson & Elkins**” and together with Davis Polk, “**Counsel**”) hereby submit this verified statement (“**Statement**”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rule 2019**”) with respect to Counsel’s representation of the group (the “**Ad Hoc Group**”) formed by certain holders (the “**Members**”) of (i) loans under that certain Credit Agreement, dated as of April 21, 2017, by and among ASP AMC Intermediate Holdings, Inc., as holdings, the Company, as borrower, Royal Bank of Canada, as administrative agent, and the lenders from time to time party thereto (as may be amended from time to time,

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Air Methods Corporation (5893), ASP AMC Holdings, Inc. (3873), ASP AMC Intermediate Holdings, Inc. (2677), Air Methods Telemedicine, LLC (2091), United Rotorcraft Solutions, LLC (2763), Mercy Air Service, Inc. (0626), LifeNet, Inc. (3381), Rocky Mountain Holdings, L.L.C. (3822), Air Methods Tours, Inc. (4178), Tri-State Care Flight, L.L.C. (5216), Advantage LLC (2762), Enchantment Aviation, Inc. (5198), Native Air Services, Inc. (8798), Native American Air Ambulance, Inc. (8800), AirMD, LLC (1368), Midwest Corporate Air Care, LLC (N/A). The Debtors’ mailing address is 5500 South Quebec Street, Suite 300, Greenwood Village, CO 80111.

including by Incremental Facility Agreement No. 1, dated April 6, 2021, the “**Credit Agreement**”) and (ii) notes under that certain Indenture, dated as of April 21, 2017 by and among, inter alios, the Company, as issuer and guarantor, and Wilmington Trust, National Association, as trustee thereunder (the “**Indenture**”), the Members of which also are providing a senior secured superpriority debtor-in-possession credit facility pursuant to that certain Superpriority Senior Secured Debtor-In-Possession Term Loan Credit Agreement, dated as of October 27, 2023, entered into by and among the Company, as borrower, the Debtors and certain non-Debtor affiliates, as guarantors, the lenders from time to time party thereto and Wilmington Savings Fund Society, FSB, as administrative agent and collateral agent (the “**DIP Agent**”) (as amended, restated, supplemented or otherwise modified from time to time, the “**DIP Credit Agreement**”), and respectfully state as follows:

1. In or around November 2022, the Ad Hoc Group engaged Davis Polk to represent it in connection with the Members’ holdings under the Credit Agreement and the Indenture. In or around September 2023, the Ad Hoc Group engaged Vinson & Elkins to act as co-counsel in the Chapter 11 Cases.

2. As of the date of this Statement, Counsel represents only the Ad Hoc Group. Counsel does not represent or purport to represent any entities other than the Ad Hoc Group in connection with the Chapter 11 Cases. In addition, the Ad Hoc Group does not claim or purport to represent any other entity and undertakes no duties or obligations to any entity.

3. The Members, collectively, beneficially own (or are the investment advisors or managers for funds that beneficially own) or manage approximately (i) \$1,194,740,375.22 in aggregate principal amount of the first lien term loans and revolving credit facility under the Credit Agreement (collectively, the “**Prepetition Secured Loan Claims**”) and (ii) \$358,103,000.00 in

aggregate principal amount of the unsecured notes issued under the Indenture (the “**Prepetition Unsecured Note Claims**”), in each case, as set forth in **Exhibit A** hereto. Additionally, the Members collectively hold \$78,273,475.58 in DIP backstop commitments under the DIP Credit Agreement (the “**DIP Commitments**”).<sup>2</sup>

4. In accordance with Bankruptcy Rule 2019, the address, nature and amount of all disclosable economic interests of each Member is set forth in **Exhibit A** attached hereto. The information contained in **Exhibit A** is based upon information provided by the Members to Davis Polk and is subject to change.

5. Upon information and belief formed after due inquiry, Counsel does not hold any claim against, or interests in, the Debtors or their estates, other than claims for fees and expenses incurred in representing the Ad Hoc Group. Davis Polk’s address is 450 Lexington Avenue, New York, New York 10017. Vinson & Elkins’s address is 845 Texas Avenue, Suite 4700, Houston, Texas 77002.

6. Counsel submits this Statement out of an abundance of caution, and nothing herein should be construed as an admission that (i) the requirements of Bankruptcy Rule 2019 apply to Counsel’s representation of the Ad Hoc Group or (ii) the Ad Hoc Group constitutes a “group” (within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Securities Exchange Act of 1934, as amended or any successor provision), including any group acting for the purpose of acquiring, holding, or disposing of securities (within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended or any successor provision).

---

<sup>2</sup> The loans issued pursuant to the DIP Credit Agreement (the “**DIP Loans**”) are being offered pro rata to all holders of Prepetition Secured Loan Claims. The syndication period closed on November 1, 2023, and the DIP Loans shall be allocated to the initial lenders.

7. Nothing contained in this Statement, including **Exhibit A** hereto, should be construed as (i) a waiver or release of any claims against the Debtors by any Member, (ii) an admission with respect to any fact or legal theory or (iii) a limitation upon, or waiver of, any Member's right to file and/or amend a proof of claim in accordance with applicable law and any orders entered in the Chapter 11 Cases establishing procedures for filing proofs of claim or interests.

8. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

9. Counsel reserves the right to amend or supplement this Statement.

10. The information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

Dated: November 7, 2023  
Houston, Texas

Respectfully submitted,

/s/ Paul E. Heath

**VINSON & ELKINS LLP**

Paul E. Heath (TX 09355050)

Steven M. Abramowitz (admitted *pro hac vice*)

Kiran K. Vakamudi (TX 24106540)

845 Texas Avenue

Suite 4700

Houston, Texas 77002

Phone: (713) 758-2222

Fax: (713) 758-2346

pheath@velaw.com

sabramowitz@velaw.com

kvakamudi@velaw.com

**COUNSEL FOR THE AD HOC GROUP**

/s/ Damian S. Schaible

**DAVIS POLK & WARDWELL LLP**

Damian S. Schaible (admitted *pro hac vice*)

Adam L. Shpeen (admitted *pro hac vice*)

Stephen D. Piraino (admitted *pro hac vice*)

David Kratzer (admitted *pro hac vice*)

450 Lexington Avenue

New York, NY 10017

Phone: (212) 450-4000

Fax: (212) 701-58000

damian.schaible@davispolk.com

adam.shpeen@davispolk.com

stephen.piraino@davispolk.com

david.kratzer@davispolk.com

**COUNSEL FOR THE AD HOC GROUP**

**CERTIFICATE OF SERVICE**

I hereby certify that, on November 7, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Paul E. Heath  
One of Counsel

**EXHIBIT A**

Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>ABRY ADVANCED SECURITIES FUNDS III AND IV</b> , or a subsidiary or an affiliate thereof	888 Boylston Street Suite 1600 Boston, MA 02199 United States of America	<ul style="list-style-type: none"> <li>• \$8,920,188.11 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>ALLSTATE INVESTMENT MANAGEMENT COMPANY</b> , or a subsidiary or an affiliate thereof	444 W. Lake Street Suite 4500 Chicago, IL 60606 United States of America	<ul style="list-style-type: none"> <li>• \$28,103,286.84 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>ALLSTATE INVESTMENTS, LLC</b> , or a subsidiary or an affiliate thereof	444 W. Lake Street Suite 4500 Chicago, IL 60606 United States of America	<ul style="list-style-type: none"> <li>• \$6,174,670.47 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>

<sup>1</sup> Amounts listed on this **Exhibit A** represent aggregate interests held by, or held by funds, accounts, or other entities managed or advised by, the listed entities or their respective affiliates. Amounts listed on this **Exhibit A** do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premiums, make-wholes or indemnification that may be owing under any indenture, credit agreement or other instrument. The amounts disclosed herein may also reflect economic interests pursuant to trades that have not yet settled.

<sup>2</sup> To the best of Counsel's knowledge, the information included herein is accurate as of close of business November 1, 2023.

Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>ARES MANAGEMENT LLC</b> , or a subsidiary or an affiliate thereof	2000 Avenue of the Stars 12 <sup>th</sup> Floor Los Angeles, CA 90067 United States of America	<ul style="list-style-type: none"> <li>• \$295,520,753.09 in aggregate principal amount of Prepetition Secured Loan Claims<sup>3</sup></li> <li>• \$95,439,000.00 in aggregate principal amount of Prepetition Unsecured Notes Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>ARROWMARK PARTNERS</b> , or a subsidiary or an affiliate thereof	100 Fillmore Street Suite 325 Denver, CO 80206 United States of America	<ul style="list-style-type: none"> <li>• \$23,591,939.15 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>BANK OF AMERICA, N.A., SOLELY IN RESPECT OF THE US DISTRESSED &amp; SPECIAL SITUATIONS GROUP</b> , or a subsidiary thereof.	900 W. Trade St. NC1-026-05-41 Charlotte, NC, 28255 United States of America	<ul style="list-style-type: none"> <li>• \$4,052,499.25 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>

---

<sup>3</sup> Includes \$8,541,535.29 in unsettled buy position as of November 1, 2023.



Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>BARDIN HILL INVESTMENT PARTNERS LP</b> , or a subsidiary or an affiliate thereof	299 Park Avenue 24 <sup>th</sup> Floor New York, NY 10171 United States of America	<ul style="list-style-type: none"> <li>• \$56,395,996.64 in aggregate principal amount of Prepetition Secured Loan Claims<sup>4</sup></li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>BLACK DIAMOND CAPITAL MANAGEMENT LLC</b> or a subsidiary thereof	2187 Atlantic Street 9 <sup>th</sup> Floor Stamford, CT 06902 United States of America	<ul style="list-style-type: none"> <li>• \$168,900,446.66 in aggregate principal amount of Prepetition Secured Loan Claims<sup>5</sup></li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>BLUE OWL LIQUID CREDIT ADVISORS LLC</b> , or a subsidiary thereof	1 Greenwich Place Suite C, 2 <sup>nd</sup> Floor Greenwich, CT 06830 United States of America	<ul style="list-style-type: none"> <li>• \$22,798,716.91 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>CARLYLE INVESTMENT MANAGEMENT LLC</b> , or a subsidiary or an affiliate thereof	1001 Pennsylvania Avenue, N.W Suite 220 South Washington, D.C. DC 20004-2505 United States of America	<ul style="list-style-type: none"> <li>• \$30,479,455.22 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>

<sup>4</sup> Includes \$26,912,888.89 in unsettled buy position as of November 1, 2023.

<sup>5</sup> Includes \$13,981,241.28 in unsettled buy position as of November 1, 2023.

Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>COLUMBIA CENT CLO ADVISERS, LLC</b> , or a subsidiary or an affiliate thereof	100 N Pacific Coast Highway Suite 650 El Segundo, CA 90245 United States of America	<ul style="list-style-type: none"> <li>• \$8,838,746.76 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>CRESCENT CAPITAL GROUP LP</b> , or a subsidiary or an affiliate thereof	299 Park Avenue 33 <sup>rd</sup> Floor New York, NY 10171 United States of America	<ul style="list-style-type: none"> <li>• \$11,107,344.65 in aggregate principal amount of Prepetition Secured Loan Claims<sup>6</sup></li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>DOUBLELINE CAPITAL LP</b> , or a subsidiary or an affiliate thereof	2002 N. Tampa Street Suite 200 Tampa, FL 33602 United States of America	<ul style="list-style-type: none"> <li>• \$8,049,643.71 in aggregate principal amount of Prepetition Secured Loan Claims<sup>7</sup></li> <li>• \$24,114,000.00 in aggregate principal amount of Unsecured Notes Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>FIRST EAGLE ALTERNATIVE CREDIT, LLC</b> , or a subsidiary or an affiliate thereof	227 West Monroe Street Suite 3800 Chicago, IL 60606 United States of America	<ul style="list-style-type: none"> <li>• \$23,478,285.60 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>

<sup>6</sup> Excludes \$15,423,365.84 in unsettled sell position as of November 1, 2023.

<sup>7</sup> Excludes \$8,473,433.49 in unsettled sell position as of November 1, 2023.

Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>FORTRESS CREDIT ADVISORS LLC</b> , or a subsidiary or an affiliate thereof	1345 Avenue of the Americas 46 <sup>th</sup> Floor New York, NY 10105 United States of America	<ul style="list-style-type: none"> <li>• \$91,072,660.20 in aggregate principal amount of Prepetition Secured Loan Claims<sup>8</sup></li> <li>• \$238,550,000.00 in aggregate principal amount of Prepetition Unsecured Notes Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>GDA LUMA CAPITAL MANAGEMENT LP</b> , or a subsidiary or an affiliate thereof	1450 Brickell Bay Drive Suite 705 Miami, FL 33131 United States of America	<ul style="list-style-type: none"> <li>• \$4,457,230.81 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>INVESTCORP CREDIT MANAGEMENT US LLC</b> , or a subsidiary or an affiliate thereof	280 Park Avenue 36 <sup>th</sup> Floor New York, NY 10017 United States of America	<ul style="list-style-type: none"> <li>• \$61,093,695.48 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>MJX ASSET MANAGEMENT LLC</b> , or a subsidiary or an affiliate thereof	12 East 49 <sup>th</sup> Street 38 <sup>th</sup> Floor New York, NY 10017 United States of America	<ul style="list-style-type: none"> <li>• \$30,629,602.22 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>

<sup>8</sup> Includes \$13,970,478.29 in unsettled buy position as of November 1, 2023.

Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>ORIX ADVISERS, LLC D/B/A SIGNAL PEAK CAPITAL MANAGEMENT</b> or a subsidiary or an affiliate thereof	2001 Ross Avenue Suite 1900 Dallas, TX 75201 United States of America	<ul style="list-style-type: none"> <li>• \$7,990,769.06 in aggregate principal amount of Prepetition Secured Loan Claims<sup>9</sup></li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>PARK AVENUE INSTITUTIONAL ADVISORS LLC</b> , or a subsidiary or an affiliate thereof	10 Hudson Yards Investments, 20 <sup>th</sup> Floor New York, NY 10001 United States of America	<ul style="list-style-type: none"> <li>• \$65,571,857.25 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>SARANAC CLO MANAGEMENT, LLC</b> , or a subsidiary or an affiliate thereof	1540 Broadway Suite 1630 New York, NY 10036 United States of America	<ul style="list-style-type: none"> <li>• \$9,526,079.46 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>SILVER POINT CAPITAL, LP</b> , or a subsidiary or an affiliate thereof	Two Greenwich Plaza Greenwich, CT 06830 United States of America	<ul style="list-style-type: none"> <li>• \$124,196,357.59 in aggregate principal amount of Prepetition Secured Loan Claims<sup>10</sup></li> </ul>

<sup>9</sup> Excludes \$8,566,841.08 in unsettled sell position as of November 1, 2023

<sup>10</sup> Includes \$37,134,044.89 in unsettled buy position as of November 1, 2023.

Name	Address	Nature and Amount <sup>1</sup> of Disclosable Economic Interest <sup>2</sup>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>SIXTH STREET PARTNERS</b> , or a subsidiary or an affiliate thereof	2100 McKinney Ave Suite 1500 Dallas, TX 75201 United States of America	<ul style="list-style-type: none"> <li>• \$25,299,559.08 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>SOUND POINT CAPITAL MANAGEMENT, LP</b> , or a subsidiary or an affiliate thereof	375 Park Avenue New York, NY 10152 United States of America	<ul style="list-style-type: none"> <li>• \$22,183,787.51 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>VOYA ALTERNATIVE ASSET MANAGEMENT LLC</b> , or a subsidiary or an affiliate thereof	7337 East Doubletree Ranch Road Suite 100 Scottsdale, AZ 85258 United States of America	<ul style="list-style-type: none"> <li>• \$30,261,047.00 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>
Certain funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by <b>WHITESTAR ASSET MANAGEMENT, LLC</b> , or a subsidiary or an affiliate thereof	200 Crescent Court Suite 1175 Dallas, TX 75201 United States of America	<ul style="list-style-type: none"> <li>• \$26,045,756.50 in aggregate principal amount of Prepetition Secured Loan Claims</li> </ul>