

Dennis F. Dunne
Evan R. Fleck
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Gregory Bray
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

*Proposed Counsel for Debtors and
Debtors-In-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: :
: Chapter 11
:
AVIANCA HOLDINGS S.A., *et al.*,¹ :
: Case No. 20-11133 (MG)
:
Debtors. : (Joint Administration Requested)
:
-----X

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) ENFORCING THE
PROTECTIONS OF 11 U.S.C. §§ 362, 365, 525, AND 541(C); (II) APPROVING THE
FORM AND MANNER OF NOTICE; AND (III) GRANTING RELATED RELIEF**

¹ The Debtors in these chapter 11 cases, and each Debtor's federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int'l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Avianca Holdings S.A. and its affiliated debtors in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), as debtors and debtors-in-possession (collectively, the “Debtors”), respectfully represent as follows in support of this motion (the “Motion”):²

RELIEF REQUESTED

1. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (a) restating and enforcing the protections afforded to them by sections 362, 365, 525, and 541(c) of title 11 of the United States Code, §§ 101-1532 (as amended, the “Bankruptcy Code”); (b) approving the form and manner of notice related thereto, substantially in the form attached hereto as **Exhibit 1** to the Proposed Order (the “Notice”); and (c) granting related relief.

2. Further, the Debtors seek the authority, but not the direction, to translate this Motion, the Proposed Order, and the Notice to better inform creditors, governmental units, and interested parties of the relief requested herein.

JURISDICTION

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334.

4. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

5. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 105(a), 362, 365, 525, and 541(c) of the Bankruptcy Code.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration (as defined below).

STATUS OF THE CASE

7. On the date hereof (the “Petition Date”), each of the Debtors filed with this Court voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

8. Each Debtor is continuing to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

9. No creditors’ committee has yet been appointed in these cases. No trustee or examiner has been appointed.

10. The Debtors have filed a motion requesting joint administration of the Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”).

BACKGROUND

11. Avianca is the second-largest airline group in Latin America and the most important carrier in the Republic of Colombia and in the Republic of El Salvador. It is the largest airline in the Republic of Colombia (the third largest Latin American economy), a code-share partner of United Airlines, and a member of the Star Alliance which, with 26 members, is the world’s largest global airline alliance. Established in 1919, Avianca has a 100-year legacy as a leading provider of air travel and cargo services in the Latin American market and around the globe. Avianca is well respected throughout Latin America and maintains significant customer brand equity and market share in the regions it services.

12. The Debtors operate an extensive network of routes from their primary hubs in Bogotá and San Salvador (in addition to other focus markets) and offer passenger services on more than 5,350 weekly flights to more than 76 destinations in 27 countries. With approximately 18,900 employees and approximately \$3.9 billion in annual revenues, the Debtors play a key role in the Latin American airline market.

13. Despite an effective debt reprofiling executed in the second half of 2019, a significant improvement in Avianca's liquidity position in early 2020, and the successful 2019 launch of the "Avianca 2021" transformation plan, the Debtors have been compelled to file these Chapter 11 Cases for one principal reason: the COVID-19 pandemic, which has affected the world's population and economies in ways that have never been experienced. The reduction in travel as a result of the virus, and the measures undertaken to combat the virus, including restrictions commercial flights and on travel, have had and will continue to have an adverse impact on the Debtors. As a result of the ongoing pandemic and its consequences, the Debtors are facing significantly reduced revenues from ticket sales and ancillary revenues, government prohibitions globally on international flights, substantial ongoing contractual obligations to their lessors, lenders and other creditors, and a near complete standstill of the global economy—all with significant continued impact and limited visibility as to the potential market recovery.

14. On March 20, 2020, the Republic of Colombia, consistent with what numerous other governments around the world have done, announced that it would close its airspace to address the spread of COVID-19. As a result of the restrictions imposed by the Colombian government, as well as similar measures in various other of the Debtors' primary markets, on March 24, 2020 the Debtors announced that they were suspending all scheduled passenger flights from March 25, 2020 until at least the end of April 2020; this situation has now been extended and is ongoing, and no date has been established for restart of flights.

15. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Adrian Neuhauser in Support of Chapter 11 Petitions and First Day Motions* (the

“First Day Declaration”), which is being filed contemporaneously herewith and is incorporated by reference herein.

BASIS FOR RELIEF

16. As a result of the commencement of these Chapter 11 Cases, by operation of section 362 of the Bankruptcy Code, the automatic stay enjoins all entities from, among other things: (i) commencing or continuing any judicial, administrative, or other action or proceeding against any of the Debtors that was or could have been initiated before the Petition Date; (ii) recovering a claim against any of the Debtors that arose before the Petition Date; (iii) enforcing against any of the Debtors or property of their estates a judgment that was obtained before the Petition Date; or (iv) taking any action to collect, assess, or recover a claim against any of the Debtors that arose before the Petition Date. See 11 U.S.C. § 362(a).

17. The injunction contained in section 362(a) is self-executing. This “automatic stay” constitutes a fundamental protection that, together with other provisions of the Bankruptcy Code, provides a debtor with a “breathing spell” that is essential to a successful reorganization. See, e.g., Variable-Parameter Fixture Dev. Corp. v. Morpheus Lights, Inc., 945 F. Supp. 603, 608 (S.D.N.Y. 1996) (“[Section] 362 is meant to give ‘the debtor a breathing spell from his creditors [and] . . . permit[] the debtor to attempt a repayment or reorganization plan, or simply to be relieved of the financial pressures that drove him into bankruptcy.’”) (quoting S. Rep. No. 95-989, at 54-55 (1978), U.S. Code Cong. & Admin. News 1978, at 5787, 5840-41); see also Shugrue v. Air Line Pilots Ass’n, Int’l (In re Ionosphere Clubs, Inc.), 922 F.2d 984, 989 (2d Cir. 1990) (explaining that the automatic stay promotes “principal purposes of the Bankruptcy Code,” including providing the debtor with “a breathing spell from his creditors”) (citations omitted).

18. The protections of the automatic stay apply to the property of a debtor’s “estate,” which consists of all of the debtor’s property “wherever located and by whomever held.”

See 11 U.S.C. § 541(a); In re Allen, 768 F.3d 274, 276, 279 (3d Cir. 2014) (stating that “[b]ankruptcy jurisdiction, at its core, is *in rem*” and holding that actual possession by the debtor is not required for property to be part of the debtor’s estate) (internal citation and quotation marks omitted); Underwood v. Hilliard (In re Rimsat, Ltd.), 98 F.3d 956, 961 (7th Cir. 1996) (bankruptcy court’s *in rem* jurisdiction over property of estate permits injunctions against foreign proceedings pursuant to the automatic stay); Nakash v. Zur (In re Nakash), 190 B.R. 763, 768 (Bankr. S.D.N.Y. 1996). The automatic stay therefore applies to all of the properties and assets throughout the world in which any of the Debtors has an interest.

19. Furthermore, an interest of a debtor in property becomes property of the estate notwithstanding any provision in an agreement, transfer instrument, or applicable non-bankruptcy law that “restricts or conditions transfer of such interest by the debtor” or if it “is conditioned on the insolvency or financial condition of the debtor [or] on the commencement of a case under this title, . . . and that effects or gives an option to effect a forfeiture, modification, or termination of the debtor’s interest in property.” 11 U.S.C. §§ 541(c)(1)(A)-(B).

20. Similarly, section 365(e)(1) of the Bankruptcy Code renders insolvency termination provisions in executory contracts unenforceable against a chapter 11 debtor. Specifically, section 365(e)(1) provides that:

Notwithstanding a provision in an executory contract or unexpired lease, or in applicable law, an executory contract or unexpired lease of the debtor may not be terminated or modified, and any right or obligation under such contract or lease may not be terminated or modified, at any time after the commencement of the case solely because of a provision in such contract or lease that is conditioned on—

- a. the insolvency or financial condition of the debtor at any time before the closing of the case;
- b. the commencement of a case under this title; or

- c. the appointment of or taking possession by a trustee in a case under this title or a custodian before such commencement.

11 U.S.C. § 365(e)(1). Courts apply section 365(e)(1) liberally, such that any provisions that modify the relationships of the contracting parties due to one of the counterparties filing for bankruptcy protection are “expressly denounced and . . . unenforceable.” In re Texaco, Inc., 73 B.R. 960, 965 (Bankr. S.D.N.Y. 1987). Section 365 of the Bankruptcy Code also prohibits, absent court approval, third parties from enforcing the terms of a contract against the Debtors. See NLRB v. Bildisco & Bildisco, 465 U.S. 513, 531–32 (1984). Therefore, third parties must continue to perform under executory contracts until they are assumed or rejected. See In re Calpine Corp., Case No. 06-10678, 2009 Bankr. LEXIS 1041, at *15 (Bankr. S.D.N.Y. May 7, 2009).

21. Finally, pursuant to section 525(a) of the Bankruptcy Code, “governmental units” are prohibited from, among other things, denying, revoking, suspending, or refusing to renew licenses, permits, charters, franchises, or other similar grants held by a chapter 11 debtor (or persons with whom the debtor is associated, including affiliates) on the basis that the debtor has failed to pay a dischargeable debt, commenced a chapter 11 case, or was insolvent prior to the commencement of such case. See 11 U.S.C. § 525(a). The Bankruptcy Code defines “governmental unit” as the “United States; State; Commonwealth; District; Territory; municipality; *foreign state*; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a case under this title), a State, a Commonwealth, a District, a Territory, a municipality, or a foreign state; *or other foreign or domestic government.*” 11 U.S.C. § 101(27) (emphasis added). Thus, the protections of section 525(a) apply broadly to all local, state, and foreign governmental units.

22. Notwithstanding the self-executing and global nature of sections 362, 365, 525, and 541 of the Bankruptcy Code, not all parties affected, or potentially affected, by the

commencement of these Chapter 11 Cases are aware of these statutory provisions or their significance and impact. Therefore, the Debtors believe it is prudent to obtain an order from the Court confirming and clarifying the applicability and effect of these provisions in the form that bears the imprimatur of a federal court and that may be transmitted to third parties as necessary.

23. The requested relief is particularly appropriate here because the Debtors, directly and through their various affiliates, operate in, and are incorporated under the laws of, numerous countries with legal systems that differ from the United States, including the Bahamas, Bermuda, Brazil, Colombia, Costa Rica, Curaçao, Ecuador, El Salvador, Guatemala, Honduras, Mexico, the Netherlands and, Panama. The Debtors engage with numerous foreign suppliers, as well as foreign regulators and other governmental units. The Debtors believe that, absent an order from this Court, parties might attempt to take improper actions against the Debtors and/or property of their respective estates.

24. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Granting the relief requested in this Motion is fully consistent with the terms of the Bankruptcy Code, will facilitate a smooth and orderly transition of the Debtors’ operations into chapter 11, and will help ensure that the Debtors’ global business operations are not disrupted. The Debtors, therefore, request that this Court grant the requested relief.

25. Similar relief has been granted by courts in the Second Circuit in other chapter 11 proceedings. See, e.g., In re Aegean Marine Petroleum Network, Inc., Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Nov. 16, 2018) (enforcing the worldwide automatic stay); In re Pacific Drilling S.A., Case No. 17-13193 (MEW) (Bankr. S.D.N.Y. Nov. 15, 2017); In re CGG Holdings (U.S.) Inc., Case No. 17-11637 (MG) (Bankr. S.D.N.Y. June 15, 2017); In re Westinghouse Elec. Co.

LLC, et al., Case No. 17-10751 (MEW) (Bankr. S.D.N.Y. Mar. 31, 2017); In re Toisa Ltd., Case No. 17-10184 (SCC) (Bankr. S.D.N.Y. Jan. 30, 2017); In re Int'l Shipholding Corp., Case No. 16-2220 (SMB) (Bankr. S.D.N.Y. Aug. 4, 2016); In re China Fishery Grp. Ltd., Case No. 16-11895 (JLG) (Bankr. S.D.N.Y. July 14, 2016).

NOTICE

26. The Debtors will provide notice of this Motion to the following parties: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the forty (40) largest unsecured claims against the Debtors (on a consolidated basis); (c) the holders of the five (5) largest secured claims against the Debtors (on a consolidated basis); (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; (f) the Federal Aviation Administration; and (g) any party that requests service pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

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

[Remainder of page intentionally left blank]

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form of the Proposed Order, granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: New York, New York
May 10, 2020

MILBANK LLP

/s/ Evan R. Fleck

Dennis F. Dunne

Evan R. Fleck

MILBANK LLP

55 Hudson Yards

New York, New York 10001

Telephone: (212) 530-5000

Facsimile: (212) 530-5219

- and -

Gregory A. Bray

MILBANK LLP

2029 Century Park East, 33rd Floor

Los Angeles, CA 90067

Telephone: (424) 386-4000

Facsimile: (213) 629-5063

*Proposed Counsel for Debtors and
Debtors-in-Possession*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 ()
: :
Debtors. : (Joint Administration Requested)
: :
-----X

**ORDER (I) ENFORCING THE PROTECTIONS OF 11 U.S.C. §§ 362,
365, 525, AND 541(c); (II) APPROVING THE FORM AND MANNER
OF NOTICE; AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) restating and enforcing the protections afforded to them by sections 362, 365, 525, and 541(c) of the Bankruptcy Code; and (b) approving the form and manner of notice related thereto; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core

¹ The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

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

proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice being adequate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and the First Day Declaration; and the Court having held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties-in-interest as it would aid in the administration of these Chapter 11 Cases and help ensure that the Debtors’ global business operations are not disrupted; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Subject to section 362 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations, and all those acting for or on their behalf) and all foreign and domestic governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) and all those acting for or on their behalf are hereby stayed, restrained, and enjoined from:
 - a. commencing or continuing any judicial, administrative, or other action or proceeding against the Debtors, including the issuance or employment of process, that was or could have been initiated before the Chapter 11 Cases commenced;
 - b. enforcing, against the Debtors or against property of their estates, a judgment obtained before the commencement of the Chapter 11 Cases;
 - c. collecting, assessing, or recovering a claim against the Debtors that arose before the commencement of these Chapter 11 Cases;
 - d. taking any action to obtain possession of property of or from the Debtors’ estates or to exercise control over property of the Debtors’ estates;

- e. taking any action to create, perfect, or enforce any lien against property of the Debtors' estates; or
- f. offsetting any debt owing to the Debtors that arose before the commencement of these Chapter 11 Cases against any claim against the Debtors;

subject to the exceptions set forth in section 362(b) of the Bankruptcy Code.

3. Pursuant to section 365(e)(1) of the Bankruptcy Code, notwithstanding any provision in a contract, lease, or applicable law, each non-Debtor counterparty to an executory contract or unexpired lease (and all those acting on such counterparty's behalf) is stayed, restrained, and enjoined from terminating or modifying such contract or lease or any right or obligation thereunder because of a provision in such contract or lease that is conditioned on (i) the insolvency or financial condition of any Debtor or (ii) the commencement of these Chapter 11 Cases.

4. Pursuant to section 525 of the Bankruptcy Code, all foreign and domestic governmental units and all those acting on their behalf are stayed, restrained, and enjoined from any act to:

- a. deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant to the Debtors or the Debtors' affiliates on account of (i) the commencement of the Chapter 11 Cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in the Chapter 11 Cases;
- b. condition a license, permit, charter, franchise, or other similar grant to the Debtors or the Debtors' affiliates on account of (i) the commencement of the Chapter 11 Cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in the Chapter 11 Cases;
- c. discriminate against the Debtors or the Debtors' affiliates with respect to a license, permit, charter, franchise, or other similar grant on account of (i) the commencement of the Chapter 11 Cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in the Chapter 11 Cases; or

- d. interfere in any way with any and all property of the Debtors' estates, wherever located.

5. Pursuant to section 541 of the Bankruptcy Code, all of the Debtors' interests in property, wherever located and by whomever held, are property of the Debtors' estates notwithstanding any agreement, transfer agreement, or applicable law that restricts or conditions transfer of the such interests by the Debtor, or that is conditioned on the insolvency or financial condition of the Debtor or on the commencement of these Chapter 11 Cases, or that effects or gives an option to effect a forfeiture, modification, or termination of any of the Debtors' interest in property.

6. This Order shall not (i) limit any party's rights with respect to any exceptions set forth in the Bankruptcy Code to the restrictions or limitations described in this Order or (ii) affect any other substantive rights of any party.

7. The form of Notice, substantially in the form attached as **Exhibit 1** hereto, is approved. The Debtors are authorized, but not directed, to serve the Notice upon creditors, governmental units or other regulatory authorities, and/or interested parties wherever located.

8. Nothing in this Order or the Motion shall constitute a rejection or assumption by the Debtors, as debtors in possession, of any executory contract or unexpired lease.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

12. Nothing in this Order shall limit any party's rights with respect to any exceptions in the Bankruptcy Code to the restrictions or limitations described in this Order.

13. Additionally, this Order shall not affect any other substantive rights of any party.

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

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

Dated: _____, 2020

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Form of Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 ()
: :
Debtors. : (Joint Administration Requested)
: :
-----X

**NOTICE OF ENTRY OF AN ORDER (I) ENFORCING THE PROTECTIONS
OF 11 U.S.C. §§ 362, 365, 525, AND 541(C), (II) APPROVING THE FORM
AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on May 10, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors’ chapter 11 cases (the “Chapter 11 Cases”) are pending before the Honorable Judge Martin Glenn, United States Bankruptcy Judge, and are being jointly administered under the lead case *In re Avianca Holdings S.A., et. al.*, Case No. 20-11133.

¹ The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

PLEASE TAKE FURTHER NOTICE that pursuant to section 362(a) of the Bankruptcy Code, the Debtors' filing of their respective voluntary petitions operates as a self-effectuating, statutory stay or injunction, applicable to all entities and protecting the Debtors from, among other things: (a) the commencement or continuation of a judicial, administrative, or other action or proceeding against the Debtors (i) that was or could have been commenced before the commencement of the Chapter 11 Cases, or (ii) to recover a claim against the Debtors that arose before the commencement of the Chapter 11 Cases; (b) the enforcement, against the Debtors or against any property of the Debtors' bankruptcy estates, of a judgment obtained before the commencement of the Chapter 11 Cases; or (c) any act to obtain possession of property of or from the Debtors' bankruptcy estates, or to exercise control over property of the Debtors' bankruptcy estates.

PLEASE TAKE FURTHER NOTICE that pursuant to the *Order (I) Enforcing the Protections of 11 U.S.C. §§ 362, 365, 525, and 541(c), (II) Approving the Form and Manner of Notice, and (III) Granting Related Relief* (the "Order") [Docket No. []], entered on [], 2020, and attached hereto as **Exhibit A**, all persons wherever located (including individuals, partnerships, corporations, and other entities and all those acting on their behalf), persons party to a contract or agreement with the Debtors, governmental units, whether of the United States, any state or locality therein or any territory or possession thereof, or any foreign country (including any division, department, agency, instrumentality or service thereof, and all those acting on their behalf), are hereby put on notice that they are subject to the Order and must comply with its terms and provisions.

PLEASE TAKE FURTHER NOTICE that any entity that seeks to assert claims or interests against, seeks or asserts causes of action or other legal or equitable remedies against, or

otherwise exercises any rights in law or equity against the Debtors or their estates must do so in front of the Court pursuant to the Order, the Bankruptcy Code, and applicable law.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, any governmental agency, department, division or subdivision, or any similar governing authority is prohibited from, among other things: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these Chapter 11 Cases, or are insolvent during the pendency of these Chapter 11 Cases as set forth more particularly in the Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, parties to contracts or agreements with the Debtors are prohibited from terminating such contracts or agreements because of a Debtor's bankruptcy filing—except as permitted by the Court under applicable law.

PLEASE TAKE FURTHER NOTICE that pursuant to sections 105(a) and 362(k) of the Bankruptcy Code and Rule 9020 of the Federal Rules of Bankruptcy Procedure, among other applicable substantive law and rules of procedure, any person or governmental unit seeking to assert its rights or obtain relief outside of the processes set forth in the Order, the Bankruptcy Code, and applicable law may be subject to proceedings in front of the Court for failure to comply with the Order and applicable law—including contempt proceedings resulting in fines, sanctions, and punitive damages against the entity and its assets inside the United States.

PLEASE TAKE FURTHER NOTICE that additional information regarding the Chapter 11 Cases, including copies of pleadings filed therein, may be obtained by (a) reviewing the publicly available docket of the Chapter 11 Cases at either <http://www.nysb.uscourts.gov/>

(PACER login and password required) or from the Debtors' proposed claims and noticing agent, KCC, at <http://www.kccllc.net/avianca>, (b) reviewing the Debtors' reorganization website at <https://aviancawillkeeponflying.com/>, or (c) contacting the following proposed counsel for the Debtors.

Dated: New York, New York
May 10, 2020

MILBANK LLP

/s/ Evan R. Fleck

Dennis F. Dunne

Evan R. Fleck

MILBANK LLP

55 Hudson Yards

New York, New York 10001

Telephone: (212) 530-5000

Facsimile: (212) 530-5219

- and -

Gregory A. Bray

MILBANK LLP

2029 Century Park East, 33rd Floor

Los Angeles, CA 90067

Telephone: (424) 386-4000

Facsimile: (213) 629-5063

*Proposed Counsel for Debtors and
Debtors-in-Possession*