

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

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In re: : Chapter 11
: :
AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 (MG)
: :
Debtors. : (Joint Administration Requested)
: :
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**ORDER (I) AUTHORIZING DEBTORS TO
(A) FILE A CONSOLIDATED LIST OF CREDITORS AND
(B) FILE A CONSOLIDATED LIST OF DEBTORS' 40 LARGEST
UNSECURED CLAIMS; (II) APPROVING PROCEDURE FOR DISCLOSURE OF
CERTAIN CREDITOR AND INTEREST HOLDER INFORMATION; AND
(III) APPROVING THE FORM AND MANNER OF NOTIFYING CREDITORS OF
COMMENCEMENT OF THESE CHAPTER 11 CASES**

Upon consideration of the motion (the "Motion")² of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), pursuant to sections 105(a), 342(a), and 521 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 1007(a)(1) and (d) and 2002(a)(1) and (f) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 1007-1(a) and 5075-1 of the Local Bankruptcy Rules for the Southern District of New York

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.



(the “Local Bankruptcy Rules”) for entry of an order (this “Order”) (i) authorizing, but not directing, the Debtors to (a) file a consolidated list of creditors in lieu of submitting separate mailing matrices for each Debtor (the “Consolidated List of Creditors”) and (b) file a consolidated list of the Debtors’ forty (40) largest unsecured claims (the “Consolidated Top 40 List”); (ii) approving a procedure for disclosure of certain creditor and interest holder information; and (iii) approving the form and manner of notifying creditors of commencement of the Chapter 11 Cases, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein 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.); and consideration of the Motion and the requested relief being a core 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 to the Notice Parties, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon the First Day Declaration, filed contemporaneously with the Motion, and 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 is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED to the extent set forth herein.
2. In lieu of submitting a separate mailing matrix for each Debtor, the Debtors shall make available a single, Consolidated List of Creditors of all the Debtors’ creditors in electronic

form to any entity who so requests and in non-electronic form at such requesting entity's sole cost and expense.

3. The Debtors are authorized to file a Consolidated Top 40 List in these cases.

4. With respect to creditors and interest holders that are current employees of the Debtors, the Debtors may use their office addresses and use personal home addresses for former employees.

5. The Notice of Commencement of these Chapter 11 Cases, substantially in the form attached to this Order as **Exhibit 1**, is hereby approved.

6. On or before the date that is twenty-one (21) days prior to the date on which the meeting of creditors is to be held, the Debtors, with the assistance of the Claims and Noticing Agent, shall cause the Notice of Commencement to be served via first-class on all creditors on the list of creditors.

7. Pursuant to Bankruptcy Rule 2002(l), the Debtors, with the assistance of the Claims and Notice Agent, shall cause to be published (a) the Notice of Commencement, substantially in the form attached as **Exhibit 1** hereto, on the website maintained by the Claims and Noticing Agent,³ and (b) a modified, condensed version of the Notice of Commencement in the national edition of the *USA Today*.

8. The form and manner of notice as provided herein are reasonably calculated to inform interested parties of these chapter 11 cases and are hereby approved.

9. The Debtors are authorized to take all reasonable action necessary to effectuate the relief granted in this Order.

³ The website on which the Notice of Commencement can be accessed is www.kccllc.net/avianca.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

IT IS SO ORDERED.

Dated: May 12, 2020
New York, New York

/s/ Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

EXHIBIT 1

Notice of Commencement

Information to identify the case:				
Debtor	<u>Avianca Holdings S.A., et al.</u>			
	<small>Name</small>			
United States Bankruptcy Court for the:	<u>Southern</u>	District of	<u>New York</u>	Date case filed for chapter 11 <u>05/10/2020</u>
			<small>(state)</small>	
Case number:	<u>20-11133 (MG)</u>		Date case filed for chapter	<u>MM/DD/YYYY</u>
			Date case converted for chapter 11	<u>MM/DD/YYYY</u>

Official Form 309F (For Corporations or Partnerships)

Notice of Commencement of Chapter 11 Bankruptcy Case

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For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case, including information about the meeting of creditors and certain deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

Debtor's name(s)	Case Number	Tax ID Number	Date Filed	District
Aero Transporte de Carga Unión, S.A. de C.V.	20-11140 (MG)	N/A	May 10, 2020	S.D.N.Y.
Aeroinversiones de Honduras, S.A.	20-11141 (MG)	N/A	May 10, 2020	S.D.N.Y.
Aerovías del Continente Americano S.A. Avianca	20-11134 (MG)	N/A	May 10, 2020	S.D.N.Y.
Airlease Holdings One Ltd.	20-11142 (MG)	N/A	May 10, 2020	S.D.N.Y.
America Central (Canada) Corp.	20-11143 (MG)	00-1071563	May 10, 2020	S.D.N.Y.
America Central Corp.	20-11144 (MG)	65-0444665	May 10, 2020	S.D.N.Y.
AV International Holdco S.A.	20-11145 (MG)	N/A	May 10, 2020	S.D.N.Y.
AV International Holdings S.A.	20-11146 (MG)	N/A	May 10, 2020	S.D.N.Y.
AV International Investments S.A.	20-11147 (MG)	N/A	May 10, 2020	S.D.N.Y.

AV International Ventures S.A.	20-11148 (MG)	N/A	May 10, 2020	S.D.N.Y.
AV Investments One Colombia S.A.S.	20-11135 (MG)	N/A	May 10, 2020	S.D.N.Y.
AV Investments Two Colombia S.A.S	20-11136 (MG)	N/A	May 10, 2020	S.D.N.Y.
AV Taca International Holdco S.A.	20-11149 (MG)	N/A	May 10, 2020	S.D.N.Y.
Avianca Costa Rica S.A.	20-11150 (MG)	N/A	May 10, 2020	S.D.N.Y.
Avianca Holdings S.A.	20-11133 (MG)	N/A	May 10, 2020	S.D.N.Y.
Avianca Leasing, LLC	20-11151 (MG)	47-2628716	May 10, 2020	S.D.N.Y.
Avianca, Inc.	20-11132 (MG)	13-1868573	May 10, 2020	S.D.N.Y.
Avianca-Ecuador S.A.	20-11152 (MG)	N/A	May 10, 2020	S.D.N.Y.
Aviaservicios, S.A.	20-11153 (MG)	N/A	May 10, 2020	S.D.N.Y.
Aviateca, S.A.	20-11154 (MG)	N/A	May 10, 2020	S.D.N.Y.
Avifreight Holding Mexico, S.A.P.I. de C.V.	20-11155 (MG)	N/A	May 10, 2020	S.D.N.Y.
C.R. Int'l Enterprises, Inc.	20-11156 (MG)	59-2240957	May 10, 2020	S.D.N.Y.
Grupo Taca Holdings Limited	20-11157 (MG)	N/A	May 10, 2020	S.D.N.Y.
International Trade Marks Agency Inc.	20-11158 (MG)	N/A	May 10, 2020	S.D.N.Y.
Inversiones del Caribe, S.A.	20-11159 (MG)	N/A	May 10, 2020	S.D.N.Y.
Isleña de Inversiones, S.A. de C.V.	20-11160 (MG)	N/A	May 10, 2020	S.D.N.Y.
Latin Airways Corp.	20-11161 (MG)	N/A	May 10, 2020	S.D.N.Y.
Latin Logistics, LLC	20-11162 (MG)	41-2187926	May 10, 2020	S.D.N.Y.
Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.)	20-11163 (MG)	N/A	May 10, 2020	S.D.N.Y.
Regional Express Américas S.A.S.	20-11137 (MG)	N/A	May 10, 2020	S.D.N.Y.
Ronair N.V.	20-11164 (MG)	N/A	May 10, 2020	S.D.N.Y.
Servicio Terrestre, Aereo y Rampa S.A.	20-11165 (MG)	N/A	May 10, 2020	S.D.N.Y.
Servicios Aeroportuarios Integrados SAI S.A.S.	20-11138 (MG)	92-4006439	May 10, 2020	S.D.N.Y.
Taca de Honduras, S.A. de C.V.	20-11166 (MG)	N/A	May 10, 2020	S.D.N.Y.
Taca de México, S.A.	20-11167 (MG)	N/A	May 10, 2020	S.D.N.Y.
Taca International Airlines S.A.	20-11168 (MG)	N/A	May 10, 2020	S.D.N.Y.
Taca S.A.	20-11169 (MG)	N/A	May 10, 2020	S.D.N.Y.
Tampa Cargo S.A.S.	20-11139 (MG)	N/A	May 10, 2020	S.D.N.Y.

Technical and Training Services, S.A. de C.V.	20-11170 (MG)	N/A	May 10, 2020	S.D.N.Y.
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2. All other names used in the last 8 years	See Attachment 1		
3. Address	Edificio P.H. ARIFA, Boulevard Oeste Pisos 9 y 10 Ciudad de Panama, Republica de Panama		
4. Debtor's attorney Name and address	Contact phone: <u>(212) 530-5000</u> Email: <u>ddunne@milbank.com;</u> <u>efleck@milbank.com;</u> <u>gbray@milbank.com.</u> Dennis F. Dunne Evan R. Fleck Gregory Bray MILBANK LLP 55 Hudson Yards New York, NY 10001-2163		
5. Bankruptcy clerk's office Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at <u>www.pacer.gov.</u>	Clerk of the United States Bankruptcy Court One Bowling Green New York, New York 10004	Hours Open <u>8:30 am – 5:00 pm</u>	Contact phone <u>(212) 668-2870</u>
6. Meeting of creditors The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.	_____ at _____ Date Time The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.		Location: this meeting will be conducted telephonically. Dial-in No: (877) 727-9367 Participant Code: 1864657#

<p>7. Proof of claim deadline</p>	<p>Deadline for filing proof of claim: Not yet set. If a deadline is set, the court will send you another notice.</p> <p>A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.</p> <p>Your claim will be allowed in the amount scheduled unless:</p> <ul style="list-style-type: none"> ▪ your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>; ▪ you file a proof of claim in a different amount; or ▪ you receive another notice. <p>If your claim is not scheduled or if your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.</p> <p>You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov.</p> <p>Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.</p>
<p>8. Exception to discharge deadline</p> <p>The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.</p>	<p>You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A).</p> <p>Deadline for filing the complaint: _____</p>
<p>9. Creditors with a foreign address</p>	<p>If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.</p>
<p>10. Filing a Chapter 11 bankruptcy case</p>	<p>Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.</p>
<p>11. Discharge of debts</p>	<p>Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. <u>See</u> 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.</p>

EXPLANATIONS

B9F (Official Form 9F) (12/12)

Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under Chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the Debtor(s) listed on the front side, and an order for relief has been entered. Chapter 11 allows the Debtors to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the Debtors will remain in possession of the Debtors' property and may continue to operate any business.
Legal Advice	The staff of the bankruptcy clerk's office, the Office of the United States Trustee, and the Debtors' noticing and claims agent cannot give legal advice. Consult a lawyer to determine your rights in this case.
Creditors Generally May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the Debtors by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the Debtors; repossessing the Debtors' property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay.
Meeting of Creditors	A meeting of creditors is scheduled for the date, time, and location listed on the front side. <i>The Debtors' representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.
Notice	You will not receive notice of all documents filed in these Chapter 11 Cases. However, parties can obtain a copy of all documents filed electronically with the Court in these cases, including lists of the Debtors' property and debts, by (i) contacting the Clerk of the United States Bankruptcy Court, One Bowling Green, New York, NY 10004, (ii) accessing the Court's website at www.nysb.uscourts.gov (note that a PACER http://www.pacer.psc.uscourts.gov password and login are needed to access documents on the Court's website), or (iii) accessing the Debtors' noticing and claims agent's website at http://www.kccllc.net/avianca .
Claims	<p>A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office or at the Debtors' noticing and claims agent's website at http://www.kccllc.net/avianca. You may look at the schedules that will be filed at the bankruptcy clerk's office. If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. The court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. Filing Deadline for a Creditor with a Foreign Address: The deadline for filing claims will be set in a later court order and will apply to all creditors unless the order provides otherwise. If notice of the order setting the deadline is sent to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline.</p> <p><i>Do not include this notice with any filing you make with the court.</i></p>

Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. <i>See</i> Bankruptcy Code § 1141 (d). A discharge means that you may never try to collect the debt from the debtors, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141 (d)(6)(A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed on the front side. The bankruptcy clerk's office must receive the complaint and any required filing fee by that deadline.
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office.
Creditor with a Foreign Address	Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.

Attachment 1

All Other Names Debtors Used in the Last 8 Years	
SK Holding Ltd	Líneas Aéreas Costarriceses S.A.
AviacaTaca Ltd	Aerolíneas Galápagos S.A. (AEROGAL)
AviancaTaca Holding S.A.	Aereos Mercantiles Panamericanos S.A.
Tampa Cargo S.A.	Aerolineas Tampa Carga S.A.