

**Hearing Date and Time: June 11, 2020 at 2:00 PM (ET)**  
**Objection Deadline: June 4, 2020 at 4:00 PM (ET)**

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*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.*,<sup>1</sup> : Case No. 20-11133 (MG)  
: :  
Debtors. : (Jointly Administered)  
: :  
-----X

**NOTICE OF DEBTORS' MOTION  
FOR AUTHORIZATION TO EMPLOY AND PAY  
PROFESSIONALS USED IN ORDINARY COURSE OF BUSINESS**

<sup>1</sup> The Debtors in these chapter 11 cases (the "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 NOTICE** that a hearing will be held at **11:00 a.m. (prevailing Eastern Time) on June 11, 2020** before the Honorable Martin Glenn, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 to consider *Debtors' Motion for Authorization to Employ and Pay Professionals Used in Ordinary Course of Business* (the "Motion").

**PLEASE TAKE FURTHER NOTICE** that, in accordance with General Order M-543 dated March 20, 2020, the Hearing will be conducted telephonically. Any parties wishing to participate must do so telephonically through CourtSolutions ([www.court-solutions.com](http://www.court-solutions.com)). Instructions to register for CourtSolutions LLC are attached to General Order M-543. Any objections or responses to the relief requested in the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the Case Management Order; (c) be filed electronically with this Court on the docket of *In re Avianca Holdings S.A.*, Case 20-11133 (MG) by registered users of this Court's electronic filing system and in accordance with the General Order M-399 (which is available on this Court's website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **June 4, at 4:00 p.m., prevailing Eastern Time**, by: (i) the Chambers of the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (ii) the Debtors, c/o Avianca Holdings S.A., Avenida Calle 26 # 59 – 15 Bogotá, Colombia (Attn: Richard Galindo); (iii) Milbank LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Evan R. Fleck, Esq. and Gregory A. Bray, Esq.), proposed counsel for the Debtors; (iv) William K. Harrington, U.S. Department of Justice, Office of the U.S. Trustee, 201 Varick

Street, Room 1006, New York, NY 10014 (Attn: Brian Masumoto, Est. and Greg Zipes, Esq.); (v) the Securities and Exchange Commission, 100 F Street, NE, Washington, D.C. 20549; (vi) the Federal Aviation Administration, 800 Independence Ave., S.W. Washington, DC 20591 (Attn: Office of the Chief Counsel); and (vii) Morrison & Foerster LLP, 250 West 55th Street New York, NY 10019 (Attn. Brett H. Miller, Esq., Todd M. Goren, Esq. and Erica J. Richards, Esq.), proposed counsel for the Official Committee of Unsecured Creditors.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion and other pleadings for subsequent hearings may be obtained free of charge by visiting the KCC website at <http://www.kccllc.net/avianca>. You may also obtain copies of any pleadings by visiting at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

**PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the Motion carefully and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult with one.**

**PLEASE TAKE FURTHER NOTICE** that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing.

**PLEASE TAKE FURTHER NOTICE** that you need not appear at the Hearing if you do not object to the relief requested in any of the Motions.

**PLEASE TAKE FURTHER NOTICE** that if you do not want the Court to grant the relief requested in the Motion, or if you want the Court to consider your view on the Motion, then you or your attorney must attend the Hearing. If you or your attorney do not take these steps, the Court

may decide that you do not oppose the relief sought in the Motion and may enter orders granting the relief requested in the Motion with no further notice or opportunity to be heard.

Date: May 28, 2020  
New York, New York

/s/ Evan R. Fleck  
\_\_\_\_\_  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
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AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup> : Case No. 20-11133 (MG)  
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Debtors. : (Jointly Administered)  
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**DEBTORS' MOTION FOR AUTHORIZATION TO EMPLOY  
AND PAY PROFESSIONALS USED IN ORDINARY COURSE OF BUSINESS**

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<sup>1</sup> The Debtors in these chapter 11 cases (the "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 above-captioned affiliates, as debtors and debtors in possession (collectively, the “Debtors”), respectfully represent as follows in support of this motion (the “Motion”):

**RELIEF REQUESTED**

1. By this Motion, the Debtors request authority, but not direction, to (a) establish certain procedures to retain and compensate those legal professionals that the Debtors employ in the ordinary course of business (collectively, the “Ordinary Course Professionals”), effective as of the Petition Date, without (i) the submission of separate employment applications or (ii) the issuance of separate retention orders for each individual Ordinary Course Professional; and (b) compensate and reimburse such professionals without individual fee applications.

2. A proposed form of order granting the relief requested herein is attached hereto as **Exhibit A** (the “Proposed Order”). An initial list of the Debtors’ Ordinary Course Professionals is attached to the Proposed Order as **Exhibit 1** and **Exhibit 2** (collectively, the “OCP List”).

**JURISDICTION**

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a), 327, 328, and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Bankruptcy Rule 2014, and rule 2014-1 and 9013-1 of the Local Bankruptcy Rules for the Southern District of New York (as amended, the “Local Bankruptcy Rules”).

### **BACKGROUND**

1. On May 10, 2020 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”). 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. These chapter 11 cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors’ cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 34] entered by the Court. No trustee or examiner has been appointed in these cases. On May 22, 2020, the U.S. Trustee appointed a statutory committee of unsecured creditors (the “Committee”) [Docket No. 154].

2. 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 Pleadings* [Docket No. 20] (the “First Day Declaration”), which is incorporated by reference herein.

### **BACKGROUND RELEVANT TO MOTION**

3. The Debtors seek by this Motion authority to employ Ordinary Course Professionals to render professional services to the Debtors’ estates in the same manner and for the same or similar purposes as Ordinary Course Professionals were retained prior to the Petition Date. The Debtors customarily retain the services of various attorneys and/or law firms to represent them in matters arising in the ordinary course of their business. It is essential that the employment of the Ordinary Course Professionals, many of whom are familiar with the Debtors’ business, be continued to avoid disruption of the Debtors’ operations.

4. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation pursuant to the procedures set forth below (the “OCP Procedures”) are in the best interests of their estates and creditors. The relief requested will save the Debtors the expense and time associated with applying separately to retain each Ordinary Course Professional and will avoid the incurrence of additional fees for the preparation and prosecution of interim and final fee applications during these cases.

5. Accordingly, the Debtors propose the following OCP Procedures:

- (i) The Debtors will be authorized to employ the Ordinary Course Professionals listed on the OCP List in accordance with the OCP Procedures, effective as of the Petition Date.
- (ii) Each Ordinary Course Professional will provide the Debtors’ attorneys, within 30 days after the later of the date (a) of entry of the Proposed Order or (b) on which the Ordinary Course Professional commences services for the Debtors, (i) a declaration substantially in the form annexed as **Exhibit 3** to the Proposed Order (the “OCP Declaration”), certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed, and (ii) a completed retention questionnaire (the “Retention Questionnaire”), substantially in the form annexed to the Proposed Order as **Exhibit 4**.
- (iii) Upon receipt of the OCP Declaration and the Retention Questionnaire, the Debtors’ attorneys will file the same with the Court and serve a copy of each upon: (a) the Office of the United States Trustee (Attn: Brian S. Masumoto, Esq. and Greg M. Zipes, Esq.) (the “U.S. Trustee”); and (b) the attorneys for the Committee (Attn: Brett H. Miller, Esq.; Todd M. Goren, Esq.; Erica J. Richards, Esq.) (the “Notice Parties”).
- (iv) The Notice Parties will have seven (7) days after service of the OCP Declaration and Retention Questionnaire (the “Objection Deadline”) to file with the Court and serve by email on (a) counsel for the Debtors and (b) the relevant Ordinary Course Professional (or its counsel if known) (together, the “Objection Recipients”) a written objection stating, with specificity, the legal and/or factual bases for such objection.
- (v) If no objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional will be deemed approved without the need for a hearing and without further Order of



the Court; *provided*, that if an objection is filed by the Objection Deadline and such objection cannot be resolved within fourteen (14) days after the Objection Deadline, the Debtors will schedule the matter for a hearing before the Court.

- (vi) The Debtors will be authorized to add or remove Ordinary Course Professionals from the OCP List throughout these Chapter 11 Cases; *provided*, that the Debtors file with the Court and serve on the Notice Parties a notice listing those Ordinary Course Professionals to be added to or removed from the OCP List, along with the attendant OCP Declarations and Retention Questionnaires (the “Supplemental OCP Notice”); and *provided further* that each additional Ordinary Course Professional shall be subject to these OCP Procedures.
- (vii) If no objection to the Supplemental OCP Notice is filed with the Court and served upon the Debtors’ counsel so as to be actually received within seven (7) calendar days after the filing of the applicable Supplemental OCP Notice, the amended OCP List will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to a Supplemental OCP Notice will be paid in accordance with the terms and conditions as set forth in these OCP Procedures.
- (viii) Subject to the foregoing and the below caps (the “OCP Caps”), the Debtors will be authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained in the same manner as such Ordinary Course Professional was compensated and reimbursed before the Petition Date, without prior application to the Court by such Ordinary Course Professional, in the full undisputed amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and expenses incurred, in each case calculated in accordance with such Ordinary Course Professional’s standard billing practices, *provided* that the Debtors shall have the right to dispute any such invoices.
- (ix) For each Ordinary Course Professional set forth on Exhibit 1 to the Proposed Order (each, a “Tier 1 OCP”), total compensation and reimbursements shall not exceed \$150,000 per month (on average over a rolling three-month basis), for each month starting from the first full month following the Petition Date, for services rendered to one or more of the Debtors (the “Tier 1 Monthly Cap”), and \$750,000 for the duration of these Chapter 11 Cases (the “Tier 1 Case Cap”).
- (x) For each Ordinary Course Professional set forth on Exhibit 2 to the Proposed Order (each, a “Tier 2 OCP”), total compensation and reimbursements shall not exceed \$25,000 per month (on average over a rolling three-month basis), for each month starting from the first full month following the Petition Date, for services rendered to one or more of the Debtors (the “Tier 2 Monthly Cap,” and together with the Tier 1 Monthly Cap, the “OCP Monthly Caps”), and \$200,000 for the duration of these Chapter 11 Cases (the “Tier 2 Case Cap,” and together with the Tier 1 Case Cap, the “OCP Case Caps”).

- (xi) To the extent an Ordinary Course Professional's monthly compensation and reimbursements are less than the applicable OCP Monthly Cap, the amount by which such compensation and reimbursements are below the applicable OCP Monthly Cap may be carried over to successive periods, subject at all times to the applicable OCP Case Cap, subject to further order of the Court.
- (xii) To the extent an Ordinary Course Professional seeks compensation in excess of the applicable OCP Cap ("Excess Fees"), (a) the Debtors may pay the Ordinary Course Professional's fees and expenses up to the applicable OCP Cap, and (b) such Ordinary Course Professional shall, with respect to the Excess Fees, file with the Court a notice of fees in excess of the applicable cap (the "Notice of Excess Fees") and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. The Notice Parties shall then have 14 days to file an objection to the Notice of Excess Fees with the Court. If after 14 days no objection is filed, the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses on account of the Excess Fees without the need to file a fee application and such Excess Fees will be deemed approved. If an objection is timely filed and such objection cannot be resolved within 20 days, the Debtors will schedule the matter for a hearing before the Court.
- (xiii) Payment to any one Ordinary Course Professional shall not exceed the applicable OCP Case Cap, subject to further order of the Court. In the event that an Ordinary Course Professional's fees and expenses exceed the applicable OCP Case Cap, such Ordinary Course Professional shall be required to file a separate retention application to be retained as a professional pursuant to section 327 of the Bankruptcy Code.
- (xiv) If (a) the Debtors, (b) the United States Trustee, and (c) the Committee agree to increase one or more of the OCP Caps, the increased cap amount, as applicable, shall be deemed approved without further action of the Court, *provided* that the Debtors shall file a notice with the Court of any such agreed increase. In the absence of an agreement, the OCP Caps described above will be enforced, subject to the right of the Debtors to file a motion, on notice to the Notice Parties, seeking an order to increase one or more of the OCP Caps.
- (xv) At three-month intervals during the pendency of these chapter 11 cases (each, a "Quarter"), with the first such period commencing on the Petition Date and ending on August 31, 2020, the Debtors will file with the Court and serve on the Notice Parties, no later than 31 days after the last day of such Quarter, a statement that will include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; and (b) for each Quarter, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional.

13. The Debtors reserve the right to (a) dispute any invoice submitted by an Ordinary Course Professional and (b) retain additional Ordinary Course Professionals from time to time as the need arises.

**BASIS FOR RELIEF REQUESTED**

**A. Employment of Ordinary Course Professionals Should Be Authorized**

14. A debtor is required to obtain bankruptcy court approval before it is permitted to hire certain professionals and compensate them with funds from property of the estate. However, the Bankruptcy Code allows a debtor to retain professionals in the ordinary course of business when they are not representing or assisting the debtor in carrying out its duties under the Bankruptcy Code. 11 U.S.C. § 327(a).

15. Here, the Debtors submit that most, if not all, of the Ordinary Course Professionals subject to this Motion may be retained and paid by the Debtors in the ordinary course of business, without Court approval. However, to provide the Court and parties in interest an opportunity to object, and to provide assurance to the Ordinary Course Professionals of the Debtors' authority to compensate them for postpetition work, the Debtors have proposed the OCP Procedures set forth herein.

16. Section 327(e) of the Bankruptcy Code further provides that, "with the court's approval," a debtor may employ

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

17. Section 328(a) of the Bankruptcy Code provides, in pertinent part, that the trustee “with the court’s approval, may employ or authorize the employment of a professional person under section 327 . . . of this title . . . on any reasonable terms and conditions of employment.” 11 U.S.C. § 328(a). Section 330 of the Bankruptcy Code authorizes the Court to award reasonable compensation for actual and necessary services rendered by retained professionals. 11 U.S.C. § 330. Further, the Court may exercise its broad discretion under section 105(a) of the Bankruptcy Code in connection with the foregoing. 11 U.S.C. § 105(a).

18. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest that should preclude such professionals from continuing to represent the Debtors with respect to the matters on which they are to be employed. Further, attorneys retained by the estate pursuant to section 327(e) are not required to be “disinterested”. 11 U.S.C. § 328(c); see also In re Licking River Mining, LLC, 562 B.R. 351, 355 (Bankr. E.D. Ky. 2016) (“Employment under section 327(e) eliminates the disinterestedness requirement.”). Accordingly, pursuant to the above-cited provisions of the Bankruptcy Code, the Court may authorize the retention of the Ordinary Course Professionals.

19. Further, in light of the additional costs associated with the preparation of employment applications for professionals that will receive relatively small fees, the Debtors submit that it would be impractical and economically inefficient for them to submit individual applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors request that the Court dispense with the requirement of individual employment applications and retention orders with respect to each Ordinary Course Professional.

20. Other than the Ordinary Course Professionals, all professionals employed by the Debtors to assist in the prosecution of the cases will be retained by the Debtors pursuant to separate orders approving separate retention applications. Those professionals will be compensated in accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Bankruptcy Rules, and other orders of this Court.

21. The relief requested herein is commonly granted in this district. See, e.g., In re OneWeb Global Limited, Case No. 20-22437 (RDD) (Bankr. S.D.N.Y. Apr. 30, 2020), Dkt. No. 107; In re Windstream Holdings, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Apr. 22, 2019) Dkt. No. 375; In re Sears Holdings Corporation, Case No. 18-23538 (RDD) (Bankr. S.D.N.Y. Nov. 16, 2018) Dkt. No. 794; In re Westinghouse Electric Company LLC, Case No. 17-10751 (MEW) (Bankr. S.D.N.Y. May 24, 2017) Dkt No. 543.

22. Based on the foregoing, the Debtors submit that the requested relief is necessary and appropriate, in the best interests of their estates, and should be granted in all respects.

### **RESERVATION OF RIGHTS**

23. Nothing contained herein is intended to be or shall be construed as: (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's right to dispute any claim; or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

### **NOTICE**

24. The Debtors will provide notice of this Motion in accordance with the procedures set forth herein and in the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47] (the "Case Management Order"). The Debtors respectfully submit that no further notice is required.

**NO PRIOR REQUEST**

25. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

*[Remainder of page intentionally left blank]*

**CONCLUSION**

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem proper.

Dated: New York, New York  
May 28, 2020

MILBANK LLP

/s/ Evan R. Fleck \_\_\_\_\_  
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*Proposed Counsel for Debtors and  
Debtors-in-Possession*

**Exhibit A**

**Proposed Order**



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

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In re: : Chapter 11  
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AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup> : Case No. 20-11133 (MG)  
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Debtors. : (Jointly Administered)  
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**ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND PAY  
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “Motion”)<sup>2</sup> of Avianca Holdings S.A. and its above-captioned affiliates, as debtors and debtors in possession (the “Debtors”), pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), for an order authorizing, but not directing, the Debtors to (a) establish certain procedures for the Debtors to retain and compensate professionals that the Debtors employ in the ordinary course of business identified on **Exhibit 1** and **Exhibit 2** annexed hereto (the “Ordinary Course Professionals”), effective as of the Petition Date, without (i) the submission of separate employment applications

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<sup>1</sup> The Debtors in these chapter 11 cases (the “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.

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

or (ii) the issuance of separate retention orders for each individual Ordinary Course Professional; and (b) compensate and reimburse such professionals without individual fee applications, 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 under the Case Management Order, 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 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 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. Pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals listed on Exhibit 1 and Exhibit 2 annexed hereto in the ordinary course of its business in accordance with the following procedures (the “OCP Procedures”):

- (i) The Debtors will be authorized to employ the Ordinary Course Professionals listed on the OCP List in accordance with the OCP Procedures, effective as of the Petition Date.

- (ii) Each Ordinary Course Professional will provide the Debtors' attorneys, within 30 days after the later of the date (a) of entry of the Proposed Order or (b) on which the Ordinary Course Professional commences services for the Debtors, (i) a declaration substantially in the form annexed as **Exhibit 3** to the Proposed Order (the "OCP Declaration"), certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed, and (ii) a completed retention questionnaire (the "Retention Questionnaire"), substantially in the form annexed to the Proposed Order as **Exhibit 4**.
- (iii) Upon receipt of the OCP Declaration and the Retention Questionnaire, the Debtors' attorneys will file the same with the Court and serve a copy of each upon: (a) the Office of the United States Trustee (Attn: Brian S. Masumoto, Esq. and Greg M. Zipes, Esq.) (the "U.S. Trustee"); and (b) the attorneys for the Committee (Attn: Brett H. Miller, Esq.; Todd M. Goren, Esq.; Erica J. Richards, Esq.) (the "Notice Parties").
- (iv) The Notice Parties will have seven (7) days after service of the OCP Declaration and Retention Questionnaire (the "Objection Deadline") to file with the Court and serve by email on (a) counsel for the Debtors and (b) the relevant Ordinary Course Professional (or its counsel if known) (together, the "Objection Recipients") a written objection stating, with specificity, the legal and/or factual bases for such objection.
- (v) If no objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional will be deemed approved without the need for a hearing and without further Order of the Court; *provided*, that if an objection is filed by the Objection Deadline and such objection cannot be resolved within fourteen (14) days after the Objection Deadline, the Debtors will schedule the matter for a hearing before the Court.
- (vi) The Debtors will be authorized to add or remove Ordinary Course Professionals from the OCP List throughout these Chapter 11 Cases; *provided*, that the Debtors file with the Court and serve on the Notice Parties a notice listing those Ordinary Course Professionals to be added to or removed from the OCP List, along with the attendant OCP Declarations and Retention Questionnaires (the "Supplemental OCP Notice"); and *provided further* that each additional Ordinary Course Professional shall be subject to these OCP Procedures.
- (vii) If no objection to the Supplemental OCP Notice is filed with the Court and served upon the Debtors' counsel so as to be actually received within seven (7) calendar days after the filing of the applicable Supplemental OCP Notice, the amended OCP List will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to a Supplemental OCP Notice will be paid

in accordance with the terms and conditions as set forth in these OCP Procedures.

- (viii) Subject to the foregoing and the below caps (the “OCP Caps”), the Debtors will be authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained in the same manner as such Ordinary Course Professional was compensated and reimbursed before the Petition Date, without prior application to the Court by such Ordinary Course Professional, in the full undisputed amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and expenses incurred, in each case calculated in accordance with such Ordinary Course Professional’s standard billing practices, *provided* that the Debtors shall have the right to dispute any such invoices.
- (ix) For each Ordinary Course Professional set forth on Exhibit 1 to the Proposed Order (each, a “Tier 1 OCP”), total compensation and reimbursements shall not exceed \$150,000 per month (on average over a rolling three-month basis), for each month starting from the first full month following the Petition Date, for services rendered to one or more of the Debtors (the “Tier 1 Monthly Cap”), and \$750,000 for the duration of these Chapter 11 Cases (the “Tier 1 Case Cap”).
- (x) For each Ordinary Course Professional set forth on Exhibit 2 to the Proposed Order (each, a “Tier 2 OCP”), total compensation and reimbursements shall not exceed \$25,000 per month (on average over a rolling three-month basis), for each month starting from the first full month following the Petition Date, for services rendered to one or more of the Debtors (the “Tier 2 Monthly Cap,” and together with the Tier 1 Monthly Cap, the “OCP Monthly Caps”), and \$200,000 for the duration of these Chapter 11 Cases (the “Tier 2 Case Cap,” and together with the Tier 1 Case Cap, the “OCP Case Caps”).
- (xi) To the extent an Ordinary Course Professional’s monthly compensation and reimbursements are less than the applicable OCP Monthly Cap, the amount by which such compensation and reimbursements are below the applicable OCP Monthly Cap may be carried over to successive periods, subject at all times to the applicable OCP Case Cap, subject to further order of the Court.
- (xii) To the extent an Ordinary Course Professional seeks compensation in excess of the applicable OCP Cap (“Excess Fees”), (a) the Debtors may pay the Ordinary Course Professional’s fees and expenses up to the applicable OCP Cap, and (b) such Ordinary Course Professional shall, with respect to the Excess Fees, file with the Court a notice of fees in excess of the applicable cap (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. The Notice Parties shall then have 14 days to file an objection to the Notice of Excess Fees with the Court. If after 14 days no objection is filed, the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses on account of the Excess Fees without the need to file a fee application and such Excess Fees will be deemed approved. If an objection is

timely filed and such objection cannot be resolved within 20 days, the Debtors will schedule the matter for a hearing before the Court.

- (xiii) Payment to any one Ordinary Course Professional shall not exceed the applicable OCP Case Cap, subject to further order of the Court. In the event that an Ordinary Course Professional's fees and expenses exceed the applicable OCP Case Cap, such Ordinary Course Professional shall be required to file a separate retention application to be retained as a professional pursuant to section 327 of the Bankruptcy Code.
- (xiv) If (a) the Debtors, (b) the United States Trustee, and (c) the Committee agree to increase one or more of the OCP Caps, the increased cap amount, as applicable, shall be deemed approved without further action of the Court, *provided* that the Debtors shall file a notice with the Court of any such agreed increase. In the absence of an agreement, the OCP Caps described above will be enforced, subject to the right of the Debtors to file a motion, on notice to the Notice Parties, seeking an order to increase one or more of the OCP Caps.
- (xv) At three-month intervals during the pendency of these chapter 11 cases (each, a "Quarter"), with the first such period commencing on the Petition Date and ending on August 31, 2020, the Debtors will file with the Court and serve on the Notice Parties, no later than 31 days after the last day of such Quarter, a statement that will include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; and (b) for each Quarter, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional.

3. The OCP Procedures are approved.

4. Entry of this Order and approval of the OCP Procedures does not affect the Debtors' ability to (a) dispute any invoice submitted by an Ordinary Course Professional or (b) retain additional Ordinary Course Professionals from time to time as needed, and the Debtors reserve all of its rights with respect thereto.

5. The form of OCP Declaration and Retention Questionnaire are approved.

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

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

**IT IS SO ORDERED.**

New York, New York

Date: \_\_\_\_\_, 2020

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Tier 1 Ordinary Course Professionals**

**Tier 1 OCP List**

<b><u>LEGAL PROFESSIONAL</u></b>	<b><u>ADDRESS</u></b>	<b><u>CONTACT</u></b>	<b><u>LEGAL SERVICES PERFORMED BY PROFESSIONAL</u></b>
AEROSERVICIOS ACM S.C	AV. PASEO DE LAS PALMAS N° 215, INT. PISO 5, DESP 503, COL. LOMAS DE CHAPULTEPEC V SECC, C.P. 11000, MIGEL HIDALDO, CIUDAD DE MÉXICO, MEXICO	MARTHA SANCHEZ	MEXICAN CORPORATE & AEROUNIÓN COUNSEL
ALLEN & OVERY	ONE BISHOPS SQUARE, SPITALFIELDS, LONDON E1 6AD, UNITED KINGDOM	OSCAR VAVILE	ENGLISH CORPORATE COUNSEL
BADARÓ ALMEIDA E ADVOGADOS ASSOCIADOS	153 CAMINHO DAS ÁRVORES, SALVADOR - BA, 41820-774, BRAZIL	GILBERTO BADARÓ DE ALMEIDA	BRAZILIAN CORPORATE COUNSEL
BBGS ABOGADOS	DIR, ALONSO DE CÓRDOVA 5320, PISO 14, OF. 1401, LAS CONDES, REGIÓN METROPOLITANA, CHILE	PATRICIO REYES	CHILEAN CORPORATE COUNSEL
BRIGARD & URRUTIA	CL. 70 BIS ##4-41, BOGOTÁ, CUNDINAMARCA, COLOMBIA	LORENA ALVARADO QUINTERO	COLOMBIAN CORPORATE COUNSEL
BUITRAGO Y BUITRAGO ABOGADOS ASOCIADOS SAS	CRA. 10 #19-65 BOGOTÁ, COLOMBIA	AMPARO RUIZ	COLOMBIAN CORPORATE COUNSEL
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CAMILO BURBANO ABOGADOS S.A.S.	CALLE 71 # 6 21 OFICINA 602 BOGOTÁ, COLOMBIA	CAMILO BURBANO	COLOMBIAN CORPORATE COUNSEL
CARMEN MERLOS LICMERLOS	SEND A "U" 4 #2, RESIDENCIAL LAS NUBES, ANTIGUO CUSCATLAN, LA LIBERTAD. SALVADOR	CARMEN MERLOS	EL SALVADORIAN TAX COUNSEL
CLIFFORD CHANCE	10 UPPER BANK STREET LONDON E14 5JJ LONDON, U.K.	MUBARAK IBRAHIM	ENGLISH CORPORATE COUNSEL



CLIFFORD CHANCE - HONG KONG	27TH FLOOR JARDINE HOUSE, ONE CONAUGHT PLACE, HONG KONG	KEIMAN TSOI	HONG KONG CORPORATE COUNSEL
DAUGHERTY, FOWLER, PEREGRIN, HAUGHT & JENSON, P.C.	100 NORTH BROADWAY, SUITE 2000 OKLAHOMA CITY, OK 73102	MARK PEREGRIN	USA FAA COUNSEL
DELOITTE (LEGAL SERVICES ONLY)	CARRERA 7 # 74-09, BOGOTÁ, COLOMBIA	JULIAN MORENO	COLOMBIAN TAX COUNSEL
DI CIERO ABOGADOS	RUA DO MERCADO 11.10 ANDAR CENTRO RIO DE JANEIRO RJ BRASIL CEP 20010-120 T	LUISA MEDINA	BRAZILIAN CORPORATE COUNSEL
DLA PIPER	CRA 7 # 71-21 TORRE B OF. 602, BOGOTÁ, COLOMBIA	CESAR CERMEÑO	COLOMBIAN TAX COUNSEL
ERNST & YOUNG SAS. ("E&Y") (LEGAL SERVICES ONLY)	CARRERA 11 N° 98-07, EDIFICIO PIJAO, BOGOTÁ D.C, COLOMBIA	DIANA HERNANDEZ MARTINEZ; SONIA ANDRES	COLOMBIAN TAX COUNSEL
ESTUDIO MUÑIZ SOCIEDAD CIVIL DE RESPONSABILIDAD LIMITADA	CALLE LAS BEGONIAS 475, CERCADO DE LIMA 15046, PERU	MAURICIO OLAYA NOHRA; MIRIAM LEVANO CUBILLAS	PERUVIAN CORPORATE COUNSEL
FERRERE ABOGADOS	AVENIDA 12 DE OCTUBRE N26-48 Y LINCOLN, EDIFICIO MIRAGE, PISO 16 QUITO, ECUADOR	MISAEAL RUIZ	ECUADORIAN TAX COUNSEL
GÁLVEZ, RISSO, ZEGARRA & ASOCIADOS	AV. VÍCTOR ANDRÉS BELAÚNDE 332, OF.101. SAN ISIDRO, LIMA 27 - PERÚ	CARLOS ZEGARRA	PERUVIAN TAX COUNSEL
GODOY CORDOBA ABOGADOS S.A.S.	CARRERA 7 NO. 71-21 TORRE B OFICINA 303 BOGOTÁ, COLOMBIA	INGRID VANESSA GOMEZ; PAOLA ANDREA GUTIERREZ	COLOMBIAN CORPORATE & LABOR COUNSEL
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GRELLAUD Y LUQUE ABOGADOS	TORRE KPMG, AVENIDA JAVIER PRADO OESTE 203, PISO 5, SAN ISIDRO LIMA PERÚ	GUILLERMO GRELLAUD	PERUVIAN TAX COUNSEL
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LANGBEHN & CONSENTINO ABOGADOS	AV. CALLAO 875 PISO 4º "G" C1023AAB - CABA ARGENTINA BUENOS AIRES	GUALTERIO TRUPPEL	ARGENTINIAN CORPORATE COUNSEL
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MANCERA, S.C.	AV. EJERCITO NACIONAL, TORRE PASEO 843-B, PISO 4, COLONIA GRANADA, DELEGACION MI MEXICO	RICARDO BARBIERI	MEXICAN TAX COUNSEL (LEGAL SERVICES ONLY)

MAYORA & MAYORA	15 CALLE 1-04 ZONA 10, CÉNTRICA PLAZA, TORRE I, OFICINA 301, GUATEMALA, GUATEMALA, 01010	JUAN CARLOS CASELLAS	GUATEMALAN TAX COUNSEL
MORGAN & MORGAN	MMG TOWER 23RD FLOOR AVE. PASEO DEL MAR COSTA DEL ESTE PANAMA, REP. PANAMA P.O. BOX 0832-00232 – WTC	FRANCISCO ARIAS; JOSE CARRIZO; ARISTIDES ANGUIZOLA	PANAMA CORPORATE COUNSEL
MORRIS JAMES LLP	500 DELAWARE AVENUE SUITE 1500 WILMINGTON, DE 19801	JEANNE S. GAZZILLO	USA CORPORATE COUNSEL
MPA DERECHO PENAL CORPORATIVO	CARRERA 5 NO.66-29 BOGOTÁ, COLOMBIA	PAOLA AMAYA	COLOMBIAN CORPORATE COUNSEL
NORTON ROSE FULBRIGHT LLP	3 MORE LONDON RIVERSIDE LONDON UK	EDWARD J L OWEN	ENGLISH CORPORATE COUNSEL
PARRA RODRÍGUEZ ABOGADOS S.A.S.	CR 9 74 08 OF 504 CODIGO POSTAL 110221 BOGOTA, COLOMBIA	LILIANA LARGO DUQUE	COLOMBIAN CORPORATE COUNSEL
PILLSBURY WINTHROP SHAW PITTMAN, LLP	31 WEST 52ND STREET NEW YORK, NY 10019-6131	MARK LESSARD	USA CORPORATE COUNSEL
RODRIGO, ELIAS & MEDRANO ABOGADOS	AV. SAN FELIPE 758 LIMA 15072 – PERÚ	JEAN PAUL CHABANEIX	PERU INSOLVENCY COUNSEL
ROMERO ZAPIOLA CLUSELLAS & SLUGA ABOGADOS	AV. CORRIENTES 345 - PISO 3º - (C1043AAD) CAPITAL FEDERAL ARGENTINA	MONICA CAMINOS	ARGENTINIAN CORPORATE COUNSEL
SOLANGE NEVES ADVOGADOS ASSOCIADOS	CENTRO EXECUTIVO TORRE PRATA R. JÚLIO DE CASTILHOS, 679 SALA 132 CENTRO CEP:93510-130 BRASIL	NILTE DA ROSA	BRAZILIAN CORPORATE COUNSEL
THE WINTERBOTHAM TRUST COMPANY LIMITED	MARLBOROUGH & QUEEN STREETS, P.O. BOX N-3026, NASSAU, BAHAMAS	DIEGO CASTRO CARDOZO	BAHAMAS CORPORATE COUNSEL
URDANETA, VÉLEZ, PEARL & ABDALLAH ABOGADOS	CLL 67 NO 4A 71 BOGOTA D.C.; BOGOTA D.C; POSTAL CODE: 0206	LUIS GUILLERMO VÉLEZ CABRERA	COLOMBIAN INSOLVENCY COUNSEL

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WJP LEGAL	WJP LEGAL C/GUADALQUIVIR 22 28002 MADRID SPAIN	SWEN WASSMER	SPANISH CORPORATE & AVIATION COUNSEL

**Exhibit 2**

**Tier 2 Ordinary Course Professionals**

**Tier 2 OCP List**

<b><u>LEGAL PROFESSIONAL</u></b>	<b><u>ADDRESS</u></b>	<b><u>CONTACT</u></b>	<b><u>LEGAL SERVICES PERFORMED BY PROFESSIONAL</u></b>
ACT MANAGEMENT SERVICES B.V.	WESTERDOKSDIJK 423, 1013 BX AMSTERDAM, PAÍSES BAJOS, NETHERLANDS	LOES DE BOT	DUTCH CORPORATE COUNSEL
AGUILAR CASTILLO LOVE	CENTRO CORPORATIVO PLAZA ROBLE EDIFICO EL PORTICO III NIVEL MIAMI, FL 10201	MARY ANN DRAKE RODRIGUEZ	COSTA RICAN CORPORATE COUNSEL
ALEMÁN, CORDERO, GALINDO & LEE	APARTADO 0819-09132, 2DO PISO HUMBOLDT TOWER CALLE 53 ESTE, URB MARBELLA, PANAMÁ	CARLOS SAMANIEGO	PANAMANIAN CORPORATE COUNSEL
ALEMÁN, CORDERO, GALINDO & LEE - ALCOGAL	2DO PISO, HUMBOLDT TOWER, CALLE 53 ESTE, URB. MARBELLA, PANAMÁ, REP. DE PANAMÁ	CARLOS ALBERTO; SAMANIEGO PAREDES	PANAMANIAN CORPORATE COUNSEL
ALFARO, FERRER & RAMIREZ (AFRA)	EDIFICIO AFRA, AVE. SAMUEL LEWIS Y CALLE 54, CIUDAD DE PANAMÁ, APARTADO POSTAL 0816- 01085 REPÚBLICA DE PANAMÁ	LEYDY REYES	PANAMANIAN CORPORATE COUNSEL
ALVAREZ LIÉVANO LASERNA	CRA 14 # 94-44 TORRE B 201 COLOMBIA	JENNY PEREZ	COLOMBIAN LABOR COUNSEL
AMARAL BIAZZO PORTELA & ZUCCA SOCIEDADE DE ADVOGADOS	AVENIDA FARIA LIMA, 4.285 - 4º ANDAR - SÃO PAULO BRASIL	RENAN MELO DE SOUSA	BRAZILIAN CORPORATE COUNSEL
AMÉRICO TIMBÓ ADVOGADOS ASSOCIADOS	AV. ANTÔNIO SALES, 1510 - JOAQUIM TÁVORA - FORTALEZA – CE, BRASIL	AMÉRICO TIMBO	BRAZILIAN CORPORATE COUNSEL
AMICORP CURACAO BV	PARERAWEG 45, P.O. BOX 4914 . CURAÇAO	ODALIS SUARES	CURAÇAO CORPORAT E COUNSEL
APPLEBY (BERMUDA) LIMITED	CANONS COURT 22 VICTORIA ST HAMILTON, BERMUDA	NICKY HORAN	BERMUDIAN CORPORATE COUNSEL

ARANA BRANDO SAS	CL. 8 #3-14, CALI, VALLE DEL CAUCA, COLOMBIA	ARANA BRANDO	COLOMBIAN LABOR COUNSEL
ARIAS, FABREGA & FABREGA-ARIFA	PH ARIFA, 9TH AND 10TH FLOORS, WEST BOULEVARD, SANTA MARIA BUSINESS DISTRICT, PANAMA, REPUBLIC OF PANAMA	JAVIER YAP ENDARA	PANAMANIAN CORPORATE COUNSEL
ARIAS GUATEMALA	DIAGONAL 6 10-01 ZONA 10 CENTRO COMERCIAL LAS MARGARITAS TORRE II OF 402 B GUATEMALA 01010	ESTUARDO GARCIA	GUATEMALAN CORPORATE COUNSEL
ARIAS HONDURAS SERVICIOS JURÍDICOS - ANTES F.A. ARIAS (HONDURAS)	CENTRO COMERCIAL EL DORADO 6TO PISO BOULEVARD MORAZAN TEGUCIGALPA HONDURAS	ARACELY ALVARADO; EVANGELINA LARDIZABAL	HONDURAN CORPORATE COUNSEL
ARIAS - COSTA RICA	CITY PLACE OFICINAS 40 Y 41 SAN JOSE SAN JOSE COSTA RICA	JONATHAN OBANDO	COSTA RICAN CORPORATE COUNSEL
ARIAS, FABREGA & FABREGA	EDIFICIO PLAZA 2000 PISO 16 CL 5 C PANAMA, REPUBLIC OF PANAMA	JAVIER YAP ENDARA	PANAMAN CORPORATE COUNSEL
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ASOCIACION DE LINEAS AEREAS INTERNACIONALES EN COLOMBIA ALAICO	AV CARRERA 15 NO 124 - 91 OFC. 106 CÓMO LLEGAR COLOMBIA	ELIZABETH PINZON	COLOMBIAN CORPORATE COUNSEL
AVITAS INC.	14520 AVION PARKWAY SUITE 300 CHANTILLY, VA	STACY SMITH	USA CORPORATE COUNSEL

BADELL & GRAU	AV. SOLANO CRUCE C/AV. LAS ACACIAS, EDIF. SEGUROS MERCANTIL, PISO 5, CARACAS-1050 VENEZUELA	NICOLÁS BADELL BENÍTEZ	VENEZUELAN CORPORATE COUNSEL
BASCH & RAMEH	4TH FLOOR KING SUITE 15 COLLEGE ROAD LONDON UNITED KINGDOM	RITA EGYDIO	ENGLISH CORPORATE COUNSEL
BLP ABOGADOS	URB MADRE SELVA ED AVANTE OF 9 10 SANTA ELENA ANTIGUO CUSCATLAN LA LIBERTAD EL SALVADOR	KATYA GARCIA	EL SALVADORIAN CORPORATE COUNSEL
BLP ABOGADOS - COSTA RICA	BLP BUILDING VIE LINDORA BUSSINES CENTER RADIAL SANTA ANA SAN JOSE, COSTA RICA	JOSE PÉREZ	COSTA RICAN CORPORATE COUNSEL
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**Exhibit 3**

**OCP Declaration**

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

-----X  
:  
In re: : Chapter 11  
:  
AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup> : Case No. 20-11133 (MG)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

**DECLARATION AND DISCLOSURE STATEMENT OF \_\_\_\_\_,  
ON BEHALF OF \_\_\_\_\_**

STATE OF \_\_\_\_\_)  
\_\_\_\_\_) s.s.:  
COUNTY OF \_\_\_\_\_)

\_\_\_\_\_, declares, pursuant to 28. U.S.C. § 1746, as follows:

1. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the "Firm").
2. Avianca Holdings S.A. and certain of its above-captioned affiliates, as debtors and debtors in possession (collectively, the "Debtors") have requested that the Firm provide

<sup>1</sup> 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.

\_\_\_\_\_ services to the Debtors, and the Firm has consented to provide such services (the “Services”).

3. The Services include, but are not limited to, the following:

\_\_\_\_\_

\_\_\_\_\_

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these cases, for persons that are parties in interest in the Debtors’ cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Firm does not perform services for any such person in connection with these cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of these cases, the Debtors owed the Firm \$ \_\_\_\_\_ in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its

employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration and Disclosure Statement was executed on \_\_\_\_\_, 2020, at \_\_\_\_\_.

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Declarant Name

**Exhibit 4**

**Retention Questionnaire**



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

-----X  
:  
In re: : Chapter 11  
:  
AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup> : Case No. 20-11133 (MG)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Avianca Holdings S.A. and certain of its above-captioned affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in these cases.

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of firm:

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2. Date of retention: \_\_\_\_\_

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<sup>1</sup> 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.

3. Type of services to be provided:

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4. Brief description of services to be provided:

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5. Arrangements for compensation (hourly, contingent, etc.):

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(a) Average hourly rate (if applicable): \_\_\_\_\_

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

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6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Nature of claim: \_\_\_\_\_

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Nature of claim: \_\_\_\_\_

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8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

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9. Name and title of individual completing this form:

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**Dated:** \_\_\_\_\_, 2020