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**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. : (Jointly Administered)
: :
-----X

**DEBTORS' MOTION FOR ENTRY OF AN ORDER FURTHER EXTENDING
TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES
OF CURRENT INCOME AND EXPENDITURES, SCHEDULES OF
EXECUTORY CONTRACTS AND UNEXPIRED LEASES, STATEMENTS
OF FINANCIAL AFFAIRS, AND RULE 2015.3 FINANCIAL REPORTS**

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.



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”):

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”) (i) further extending the deadline by which the Debtors must file their (i) schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “Schedules and Statements”), without prejudice to the Debtors’ ability to request additional extensions, by thirty (30) days, through and including August 7, 2020; and (ii) further extending the deadline by which the Debtors must file their initial reports of financial information with respect to entities in which the Debtors hold a controlling or substantial interest as set forth in Federal Rule of Bankruptcy Procedure 2015.3 (the “2015.3 Reports”) or to file a motion with this Court seeking a modification of such reporting requirements for cause, without prejudice to the Debtors’ ability to request additional extensions, by twenty-nine (29) days, through and including August 7, 2020.

JURISDICTION

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

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

4. The bases for the relief requested herein are sections 105(a) and 521 of the Bankruptcy Code and Rules 1007, 6003 and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. On May 10, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. On May 12, 2020, this Court entered the *Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports; and (II) Waiving Requirement to File a List of Equity Security Holders and Provide Notice of Commencement to Equity Security Holders* [Docket No. 44]. The current deadline to file the Schedules and Statements is July 8, 2020 and to file the 2015.3 Reports is July 9, 2020.

7. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Amended Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 73].

8. On May 22, 2020, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors. See *Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 154]. No trustee or examiner has been appointed in these cases.

9. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the filing of these cases is set forth in the *Declaration of Adrian Neuhauser in Support of the Debtors’ Chapter 11 Petitions and First Day Orders* (the “First Day Declaration”).²

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

BASIS FOR RELIEF REQUESTED

10. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c), the Debtors are required to file the Schedules and Statements within fourteen (14) days of the Petition Date. However, pursuant to Bankruptcy Rules 1007(a)(5) and 1007(c), this Court has the authority to extend the time required for filing the Schedules and Statements “for cause.” Fed. R. Bankr. P. 1007(a)(5), 1007(c).

11. Section 105(a) of the Bankruptcy Code provides that the “court may 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).

12. Bankruptcy Rule 9006(b)(1) provides for the enlargement of time and states, in relevant part:

[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of the court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefore is made before the expiration of the period originally prescribed or as extended by previous order

Fed. R. Bankr. P. 9006(b)(1).

13. Furthermore, Local Rule 9006-2 provides, in pertinent part:

[W]hen a motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, or order of the Court, with a return date that is no later than fourteen (14) days after the date of such filing or, if the Court is unable to schedule a return date within such period, as soon thereafter as the return date may be scheduled by the Court, the time shall automatically be extended until the Court resolves the motion to extend the time. An automatic extension under this rule shall not require the issuance or entry of an order extending the time.

Local Rule 9006-2.

14. With respect to the 2015.3 Reports, a chapter 11 debtor must file, no later than seven (7) days before the date set for the meeting of creditors and no less than every six (6) months thereafter, periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in the Chapter 11 Cases, and in which the estate holds a substantial or controlling interest. See Fed. R. Bankr. P. 2015.3(a)–(c). Bankruptcy Rule 9006(b)(1) allows the Court to extend any such period of time or deadline for cause. See Fed. R. Bankr. P. 9006(b)(1). Similarly, Bankruptcy Rule 2015.3(d) provides the Court with the ability to modify these reporting requirements for cause, including the debtor’s inability, “after a good faith effort, to comply with those reporting requirements, or that the information . . . is publicly available.” See Fed. R. Bankr. P. 2015.3(d).

15. Good and sufficient cause exists to grant the relief requested herein. To prepare the Schedules and Statements and the 2015.3 Reports, the Debtors need to compile information relating to thousands of claims, contracts, and assets of the Debtors and certain of their non-Debtor subsidiaries, each of which is dispersed amongst various depositories and geographic locations. These materials are voluminous and located throughout the Debtors’ organization and vast and complex financial systems. Collecting the necessary information to complete the Schedules and Statements and the 2015.3 Reports requires a substantial expenditure of time and effort on the part of the Debtors, their employees, and their professional advisors. Additionally, certain invoices and payment data related to various prepetition transactions have not yet been received and reflected in the Debtors’ internal accounting systems. With the benefit of an extension, the Debtors and their advisors will be better suited to ensure that the Schedules and Statements and the 2015.3 Reports are comprehensive and accurate.

16. Since the Petition Date, the Debtors have been focusing on stabilizing their operations as they transition into chapter 11. Although the Debtors, with the assistance of their professional advisors, are simultaneously mobilizing their employees to work diligently and expeditiously on preparing the Schedules and Statements and the 2015.3 Reports, the Debtors' resources are strained. In light of the competing demands on the Debtors' employees and professionals to stabilize business operations during the initial postpetition period and the work entailed in completing the Schedules and Statements and the 2015.3 Reports, the Debtors likely will not be able to properly and fully complete the Schedules and Statements and the 2015.3 Reports by the current deadline. The Debtors therefore submit that "cause" exists to extend the current deadline by an additional twenty-nine (29) days for the Schedules and Statements and thirty (30) days for the 2015.3 Reports.

17. The Debtors' request for an extension is without prejudice to their rights to seek further extensions or waivers from this Court. The Debtors and their professionals are working diligently to file the Schedules and Statements and the 2015.3 Reports within the time frame outlined in this Motion, but may ask for additional extensions if it ultimately takes longer to produce accurate and current Schedules and Statements and 2015.3 Reports.

18. Additional extensions of time to file Schedules and Statements and 2015.3 Reports are commonly granted in this District. See, e.g., In re Windstream Holdings, Inc., Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Apr. 22, 2019) (ECF No. 387) (granting debtors a further extension of 30 days to file schedules and statements); In re Tops Holding II Corp., Case No. 18-22279 (RDD) (Bankr. S.D.N.Y. April 20, 2018) (ECF No. 269) (granting debtors a further extension of 14 days to file schedules and statements); In re Sears Holdings Corporation, Case No. 18-23538 (Bankr. S.D.N.Y. Dec. 26, 2018) (RDD) (ECF No. 1419) (granting debtors a further

extension of 35 days to file schedules and statements and 2015.3 reports); In re 21st Century Oncology Holdings, Inc., Case No. 17-22770 (RDD) (Bankr. S.D.N.Y. Sep. 6, 2017) (ECF No. 392) (granting debtors a further extension of 14 days to file 2015.3 reports); In re Republic Airways Holdings Inc., Case No. 16-10429 (SHL) (Bankr. S.D.N.Y. Apr. 11, 2016) (ECF No. 330) (granting debtors a further extension of 45 days to file schedules and statements); In re Primorsk International Shipping Limited, Case No. 16-10073 (MG) (Bankr. S.D.N.Y. Feb. 11, 2016) (ECF No. 51) (granting debtors a further extension of 15 days to file schedules and statements); In re Arcapita Bank B.S.C.(c), Case No. 12-11076 (SHL) (Bankr. S.D.N.Y. May 15, 2012) (ECF No. 141) (granting debtors a further extension of 31 days to file schedules and statements); In re Eastman Kodak Co., Case No. 12-10202 (ALG) (Bankr. S.D.N.Y. Feb. 28, 2012) (ECF No. 443) (granting debtors a further extension of 30 days); In re AMR Corp., Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. Jan. 27, 2012) (ECF No. 881) (granting debtors a further extension of 30 days).

19. In light of the foregoing, the Debtors submit that an extension of the deadline to file the Schedules and Statements and the 2015.3 Reports is appropriate under the circumstances.

Automatic Extension under Local Bankruptcy Rule 9006-2

20. The deadlines for the Debtors to file Schedules and Statements and 2015.3 Reports are set to expire on July 8, 2020 and July 9, 2020, respectively, but Local Bankruptcy Rule 9006-2 provides that if a motion to extend time to take an action is filed prior to the expiration of such period, with a return date that is no later than 14 days after the date of the filing of the motion or, “if the Court is unable to schedule a return date within such period, as soon thereafter as the return date may be scheduled by the Court,” the applicable deadline shall be automatically extended “until the Court resolved the motion to extend the time.” By filing this Motion prior to the expiration of the foregoing deadlines, Local Bankruptcy Rule 9006-2 automatically extends the

deadlines until the Court resolves the Motion. This Motion has been scheduled on the omnibus hearing date of July 15, 2020, in compliance with the *Order Implementing Certain Notice and Case Management Procedures* (the “Case Management Order”) [Docket No. 47] entered in this case. Accordingly, Local Bankruptcy Rule 9006-2 automatically extends the current deadlines to such date (pending further relief from the Court pursuant to this Motion).

NOTICE

21. Notice of this Application has been provided in accordance with the procedures set for in the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47]. The Debtors respectfully submit that no further notice is required.

NO PRIOR REQUEST

22. Except for the *Debtors’ Motion to Extend Time to File Schedules / Debtors’ Motion for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports; and (II) Waiving Requirement to File a List of Equity Security Holders and Provide Notice of Commencement to Equity Security Holders* (ECF No. 19), no prior motion for the relief requested herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that this Court enter the Order, substantially in the form annexed hereto, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: New York, New York
July 1, 2020

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/s/ Evan R. Fleck

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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 (MG)
: :
: Debtors. : (Jointly Administered)
: :
-----X

**ORDER GRANTING DEBTORS' MOTION TO
FURTHER EXTEND TIME TO FILE (I) SCHEDULES OF
ASSETS AND LIABILITIES, SCHEDULES OF CURRENT
INCOME AND EXPENDITURES, SCHEDULES OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, STATEMENTS OF
FINANCIAL AFFAIRS, AND (II) RULE 2015.3 FINANCIAL REPORTS**

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") pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), granting the Debtors thirty (30) additional days, through and including August 7, 2020 to (i) file their schedules of assets and liabilities, schedules of current income and expenditures,

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² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “Schedules and Statements”); and (ii) file their initial 2015.3 Reports, or to file a motion with this Court seeking a modification of such reporting requirements for cause, without prejudice to the Debtors’ ability to request additional extensions; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing, and the Court having found, that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; 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. The Debtors are hereby granted a further extension, through and including August 7, 2020, to file the Schedules and Statements and the 2015.3 Reports (or to file a motion with the Court seeking a modification of such reporting requirements for cause).

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

4. The relief granted by this Order is without prejudice to the Debtors' right to seek further extensions of time to file the Schedules and Statements

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: _____, 2020
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE