

Hearing Date and Time: July 15, 2020 at 10:00 a.m. (ET)
Objection Deadline: July 8, 2020 at 4:00 p.m. (ET)

MORRISON & FOERSTER LLP

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Proposed Counsel to the Official Committee of Unsecured Creditors

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

In re:

AVIANCA HOLDINGS S.A., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11133 (MG)

(Jointly Administered)

**NOTICE OF APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO MAY 24, 2020**

PLEASE TAKE NOTICE that a hearing will be held at **10:00 a.m. (prevailing Eastern**

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 Union, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovias 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); Isle & de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviacion, Sociedad Anonima (Nica, S.A.) (N/A); Regional Express Americas 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 Mexico, 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 Bogota, Colombia.



Time) on July 15, 2020 (the “Hearing”) 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 (the “Court”) to consider the *Application for Entry of an Order Authorizing the Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 24, 2020* (the “Application”).

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 LLC (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 Application shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), 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 **July 8, 2020 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, New York 10004; (ii) the Debtors, c/o Avianca Holdings S.A., Avenida Calle 26 # 59n – 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, United States Department of

Justice, Office of the United States Trustee, 201 Varick Street, Room 1006, New York, New York 10014 (Attn: Brian Masumoto, Esq. and Greg Zipes, Esq.); (v) the Securities and Exchange Commission, 100 F Street, N.E., 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, New York 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 Application 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 <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 Application 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 the Application.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Application, or if you want the Court to consider your view on the Application, 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 Application and may enter orders granting the relief requested in the Application with no further notice or opportunity to be heard.

Dated: New York, New York
July 1, 2020

MORRISON & FOERSTER LLP

/s/ Brett H. Miller

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*Proposed Counsel to the
Official Committee of Unsecured Creditors*

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Proposed Counsel to the Official Committee of Unsecured Creditors

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

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

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF MORRISON & FOERSTER LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO MAY 24, 2020**

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.

The Official Committee of Unsecured Creditors (the “Committee”) of Avianca Holdings S.A., *et al.* (collectively, the “Debtors”) by Michelle Dreyer (“Ms. Dreyer”), Managing Director, Default Administration and Independent Director Services, CSC Global Financial Markets, Delaware Trust Company (“Delaware Trust”), in her capacity as a representative of a co-chairperson of the Committee, hereby submits this application (the “Application”) for entry of a proposed order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”) as counsel to the Committee, *nunc pro tunc* to May 24, 2020. In support of the Application, the Committee relies upon and incorporates by reference the declaration of Ms. Dreyer (the “Dreyer Declaration”), attached hereto as **Exhibit B**, and the declaration of Brett Miller (the “Miller Declaration”), attached hereto as **Exhibit C**. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION, VENUE, AND STATUTORY PREDICATE

1. The United States Bankruptcy Court for the Southern District of New York (the “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), and the Committee confirms its consent pursuant to Bankruptcy Rule 7008 to the entry of a final order or judgment by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 328(a) and 1103 of title 11 of the United States Code, as amended (the “Bankruptcy Code”), rules 2014 and 2016 of

the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

BACKGROUND

4. 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 Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Court’s *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 73].

6. The Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code and filed a notice of appointment on May 22, 2020 [Docket No. 154]. The Committee selected Caja de Auxilios y Prestaciones de la Asociacion Colombiana de Aviadores Civiles Acdac and Delaware Trust as its co-chairpersons (the “Co-Chairs”).

7. On May 24, 2020, following its appointment and the selection of the Co-Chairs, the Committee conducted its initial meeting and selected Morrison & Foerster as its proposed counsel.

RELIEF REQUESTED

8. Subject to this Court’s approval, the Committee seeks to employ Morrison & Foerster as its counsel in connection with the prosecution of these chapter 11 cases and all related matters, *nunc pro tunc* to May 24, 2020. Pursuant to sections 328(a) and 1103 of the

Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Committee respectfully requests that the Court enter the Order, authorizing the Committee to employ and retain Morrison & Foerster as its counsel during these chapter 11 cases.

APPLICATION

I. Morrison & Foerster's Qualifications.

9. Morrison & Foerster has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of creditors' rights and business reorganization under chapter 11 of the Bankruptcy Code. That expertise includes representing official creditors' committees in large and complex bankruptcy cases, including of insolvent airlines. The professionals that will be primarily responsible for this engagement have represented official creditors' committees in the bankruptcies of Northwest Airlines, Aloha Airlines, Eclipse Aviation, Gemini Airgroup, Global Aviation Holdings, Hawaiian Airlines, Independence Air, Kittyhawk, Mesa Airgroup, Pinnacle Airlines, Inc., Republic Airways Holdings Inc., The NORDAM Group, Skybus, and U.S. Airways, among others. Since the Committee's appointment, Morrison & Foerster has been working closely with the Debtors and other parties-in-interest to become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases.

II. Services to be Provided

10. The Committee anticipates that Morrison & Foerster will, in connection with these chapter 11 cases and subject to orders of this Court, provide a range of services to the Committee, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;

- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary action to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these cases.

11. Morrison & Foerster intends to work closely with the Debtors' representatives and the other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

12. Morrison & Foerster has indicated a willingness to act on behalf of the Committee.

III. Professional Compensation

13. Morrison & Foerster intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the

Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustees (the “U.S. Trustee Guidelines”), and any other applicable procedures and orders of the Court (collectively, the “Fee Guidelines”).

14. The hourly rates and corresponding rate structure that Morrison & Foerster will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Morrison & Foerster uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

15. Morrison & Foerster’s hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one’s field and are subject to periodic adjustments to reflect economic and other conditions.² In particular, Morrison & Foerster’s standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

² As set forth in the Order, Morrison & Foerster will provide ten business days’ notice to the Debtors and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

Billing Category	2020 Hourly Range
Partners	\$925 to \$1,800
“Of Counsel” and “Senior of Counsel”	\$640 to \$1,600
Attorneys and Associates	\$515 to \$930
Paraprofessionals	\$225 to \$490

16. The Committee believes that these rates, and the terms and conditions of Morrison & Foerster’s employment, are reasonable.

17. Morrison & Foerster will also seek to be reimbursed, subject to the Court’s approval, for all actual out-of-pocket expenses incurred by Morrison & Foerster on the Committee’s behalf, such as travel expenses, overtime and late night meals and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Miller Declaration. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

18. No promises were received by Morrison & Foerster, any partner, any attorney who is “of counsel” to Morrison & Foerster, or any associate of Morrison & Foerster, as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Morrison & Foerster, nor any partner of Morrison & Foerster, any attorney who is “of counsel” to Morrison & Foerster, or any associate of Morrison & Foerster, has any agreement with any other entity to share with such entity any compensation received by Morrison & Foerster in connection with these cases.

IV. Morrison & Foerster’s Disinterestedness

19. Morrison & Foerster does not hold or represent any interest adverse to the Debtors’ estates and, except as disclosed in the Miller Declaration, does not have any

“connections” to the Debtors’ creditors, affiliates, other parties-in-interest or potential parties-in-interest, the U.S. Trustee or the Assistant U.S. Trustees for the Southern District of New York and attorneys employed by such office, or any judge in the Court. Morrison & Foerster believes it is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. To the extent that Morrison & Foerster has a conflict with respect to a particular client or matter, the Committee will utilize separate conflicts counsel.

20. As set forth in the Miller Declaration, Morrison & Foerster has represented, currently represents, and will likely in the future represent certain parties-in-interest or potential parties-in-interest in these chapter 11 cases in matters unrelated to the Debtors, the chapter 11 cases, or such entities’ claims against the Debtors, as part of its customary practice. Morrison & Foerster is retained in cases, proceedings, and transactions involving many different parties throughout the United States and worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these chapter 11 cases. Pursuant to section 1103(b) of the Bankruptcy Code, Morrison & Foerster is not disqualified from acting as the Committee’s counsel merely because it previously represented or currently represents the Debtors’ creditors, or other parties-in-interest, in matters unrelated to the Debtors or these chapter 11 cases.

21. Morrison & Foerster has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Morrison & Foerster will use reasonable efforts to identify such further developments by filing a supplemental declaration.

V. Conclusion.

22. For the foregoing reasons, the Committee believes that the employment of Morrison & Foerster is necessary, in the best interests of the Debtors' estates, and will enable the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code. Accordingly, the Committee submits that the relief requested in the Application is appropriate and should be granted by this Court.

NOTICE

23. Notice of this Application has been provided in accordance with the procedures set forth in the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47]. In light of the nature of the relief requested, the Committee respectfully submits that no other or further notice of the Application is required.

NO PRIOR REQUEST

24. No previous application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court: (a) enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and (b) grant such other and further relief as the Court may deem just and proper.

[Continued on Next Page]

Dated: July 1, 2020
New York, New York

Respectfully submitted,

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
AVIANCA HOLDINGS S.A., *ET AL.*

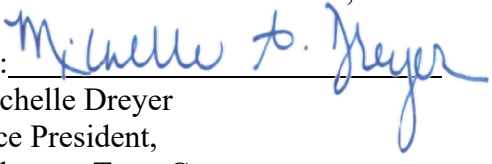
By: 
Michelle Dreyer
Vice President,
Delaware Trust Company,
Co-Chair of the Committee

Exhibit A

Proposed Order

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

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

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF MORRISON &
FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS NUNC PRO TUNC TO MAY 24, 2020**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Avianca Holdings S.A. and its debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”), pursuant to sections 105(a), 328(a), 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Committee to employ and retain Morrison & Foerster LLP (“Morrison & Foerster”) as counsel, effective as of May 24, 2020; and upon the Miller Declaration and the Dreyer Declaration (together, the “Declarations”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having found that no other or further notice is needed or necessary; and the Court having found, based on the representations made in the Miller Declaration, that Morrison & Foerster (i) does not hold or represent any interest adverse to the Debtors' estates, (ii) is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code, and (iii) does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and the Court having reviewed the Application and the Declarations; and the Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and the relief requested in the Application being in the best interests of the Debtors' estates, their creditors, and other parties in interest; and any objections to the relief requested in the Application having been withdrawn or overruled on the merits; 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 Application is granted and approved as modified herein *nunc pro tunc* to May 24, 2020.

2. In accordance with sections 105(a) and 1103 of the Bankruptcy Code and, with respect to Morrison & Foerster's hourly rates, section 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Committee is hereby authorized to employ and retain Morrison & Foerster as its counsel in these cases, as contemplated by the Application.

3. Morrison & Foerster is authorized to apply for compensation and reimbursement

and shall file interim and final applications for allowance of its compensation and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Rules, any fee and expense guidelines of this Court, and such procedures as fixed by order of this Court.

4. Prior to any increases in Morrison & Foerster's hourly rates, Morrison & Foerster shall file a supplemental affidavit with the Court and provide ten (10) business days' notice to the Debtors, the U.S. Trustee, and the Committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

5. Morrison & Foerster will not seek to use affiliates, independent contractors, subcontractors or subsidiaries to perform services on behalf of the Committee without separate Court approval.

6. Morrison & Foerster shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these cases.

7. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. The requirements set forth in Local Rule 9013-1(a) are satisfied.

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

IT IS SO ORDERED.

Dated: _____, 2020
New York, New York

MARTIN GLENN
United States Bankruptcy Judge

Exhibit B

Declaration of Michelle Dreyer

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

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

**DECLARATION OF MICHELLE DREYER IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF MORRISON & FOERSTER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS *NUNC PRO TUNC* TO MAY 24, 2020**

Pursuant to 28 U.S.C § 1746, I, Michelle Dreyer, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am the Vice President of Delaware Trust Company (“Delaware Trust”). Delaware Trust is an unsecured creditor in the above-captioned cases of Avianca Holdings S.A. and its debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”). Delaware Trust was named as a co-chairperson (a “Co-Chair”)² of the Official

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 Caja de Auxilios y Prestaciones de la Asociacion Colombiana de Aviadores Civiles Acdac was also selected as a co-chairperson for the Committee.

Committee of Unsecured Creditors of the Debtors (the “Committee”), and I serve as Delaware Trust’s representative on the Committee. In such capacity, I was part of the process and involved in selecting and engaging counsel for the Committee.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Attorneys to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 24, 2020* (the “Application”).³ In support of the Application, the Committee relies upon the Miller Declaration, which is attached to the Application as Exhibit C.

3. A number of law firms sought to represent the Committee as counsel. The Committee considered the materials provided, as well as presentations made, by five of those firms prior to selecting Morrison & Foerster as its attorneys. The Committee selected Morrison & Foerster because of Morrison & Foerster’s extensive general legal experience and knowledge and, in particular, its substantial experience in representing official committees of creditors and recognized expertise in the field of creditors’ rights and business reorganization under chapter 11 of the Bankruptcy Code. I understand that Morrison & Foerster’s expertise includes representing official creditors’ committees in large and complex bankruptcy cases, as set forth in the Miller Declaration. I understand that, since the Committee’s appointment, Morrison & Foerster has been working closely with the Debtors and other parties-in-interest to become familiar with the Debtors’ businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. For these reasons, the Committee believes that Morrison & Foerster is well qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner.

³ Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Application.

4. I and the other members of the Committee reviewed Morrison & Foerster's standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Morrison & Foerster, I understand that those rates are generally consistent with Morrison & Foerster's rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members' experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable.

5. Additionally, I expect to develop a prospective budget and staffing plan with Morrison & Foerster to comply with the U.S. Trustee's requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Morrison & Foerster. I will review all staffing plans and budgets to supervise Morrison & Foerster's fees and expenses and to manage costs and, together with Morrison & Foerster, make adjustments as may be necessary or appropriate. In addition, I will review all applications for compensation submitted by Morrison & Foerster to ensure that Morrison & Foerster's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the Committee's other professionals.

6. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee, and, if called upon to testify, I would testify competently to the facts set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: July 1, 2020

Respectfully submitted,

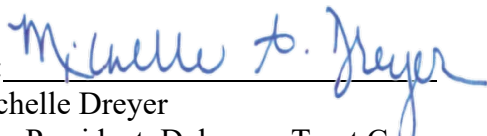
By: 
Michelle Dreyer
Vice President, Delaware Trust Company
Co-Chair of the Committee

Exhibit C

Declaration of Brett Miller

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

In re:

AVIANCA HOLDINGS S.A., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11133 (MG)
)
) (Jointly Administered)
)
)

**DECLARATION OF BRETT MILLER IN SUPPORT OF APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO MAY 24, 2020**

I, Brett Miller, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), with offices at 250 West 55th Street, New York, New York 10019, among other locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Morrison & Foerster. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Court for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

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);

2. I submit this Declaration in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Avianca Holdings S.A. and its debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”) pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, for entry of an order authorizing the retention and employment of Morrison & Foerster as counsel to the Committee, *nunc pro tunc* to May 24, 2020. Except as otherwise indicated, the facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

SERVICES TO BE PROVIDED

3. Morrison & Foerster and its professionals have extensive general legal experience and knowledge and, in particular, have substantial experience in representing official committees of creditors and recognized expertise in the field of creditors’ rights and business reorganization under chapter 11 of the Bankruptcy Code. That expertise includes representing official creditors’ committees in large and complex bankruptcy cases. For example, the professionals that will be primarily responsible for this engagement have represented official creditors’ committees in the bankruptcies of Northwest Airlines, Aloha Airlines, Eclipse Aviation, Gemini Airgroup, Global Aviation Holdings, Hawaiian Airlines, Independence Air, Kittyhawk, Mesa Airgroup, Pinnacle Airlines, Inc., Republic Airways Holdings Inc., The NORDAM Group, Skybus, U.S. Airways, Tops Holding II Corporation, and Energy Future Holdings Corp., among others. Since the Committee’s appointment, Morrison & Foerster has been working closely with the Debtors and other parties-in-interest to become familiar with the Debtors’ businesses and many of the

(cont.)

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.

potential legal issues that may arise in the context of these chapter 11 cases. I believe that Morrison & Foerster is both well qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner.

4. In connection with these chapter 11 cases, the Committee has requested court authorization to retain Morrison & Foerster as counsel for the Committee to provide the Committee with certain services, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary action to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;

(cont.)

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these cases.

PROFESSIONAL COMPENSATION

5. Morrison & Foerster's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.³ In particular, Morrison & Foerster's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

Billing Category	2020 Hourly Range
Partners	\$925 to \$1,800
"Of Counsel" and "Senior of Counsel"	\$640 to \$1,600
Attorneys and Associates	\$515 to \$930
Paraprofessionals	\$225 to \$490

6. The hourly rates and corresponding rate structure that Morrison & Foerster will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Morrison & Foerster uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and other complex matters are typically national in scope and involve great

³ As set forth in the Order, Morrison & Foerster will provide ten business days' notice to the Debtors and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

complexity, high stakes, and severe time pressures. I believe that these rates, and the terms and conditions of Morrison & Foerster's employment, are reasonable.

7. In addition to the hourly rates set forth above, Morrison & Foerster customarily charges its clients for all actual out-of-pocket expenses incurred on the clients' behalf, including travel expenses, lodging, overtime and late night meals and transportation, meal charges for business meetings, computer-assisted legal research, photocopying, facsimile transmissions, postage, printing, transcripts, filing fees, overnight courier expenses, messengers, and similar items. Morrison & Foerster will seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Morrison & Foerster on the Committee's behalf. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

8. No promises have been received by Morrison & Foerster, any partner, any attorney who is "of counsel" to Morrison & Foerster, or any associate of Morrison & Foerster, as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Morrison & Foerster has also advised the Committee that neither Morrison & Foerster, nor any partner of Morrison & Foerster, any attorney who is "of counsel" to Morrison & Foerster, or any associate of Morrison & Foerster, has any agreement with any other entity to share with such entity any compensation received by Morrison & Foerster in connection with these cases.

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

9. In order to ascertain Morrison & Foerster's "connections," as that term is used in Bankruptcy Rule 2014, Morrison & Forester asked the Debtors to provide a list of creditors and other potential parties-in-interest in these chapter 11 cases. The Debtors provided Morrison &

Foerster with a list of such parties on May 26, 2020 (the “Interested Parties List” and such parties, the “Interested Parties”). The Interested Parties List is **Schedule 1** to this Declaration.

10. Morrison & Foerster’s New Business Department, under the supervision of attorneys in Morrison & Foerster’s Business Restructuring & Insolvency Group, conducted an internal search in Morrison & Foerster’s computerized conflict database to determine if Morrison & Foerster currently represents or formerly represented any of the Interested Parties within the past three calendar years (e.g., 2017 through 2020). Morrison & Foerster’s New Business Department also made inquiries to the partners working on matters involving Interested Parties or their affiliates to determine the nature of the work and any relationship to the Interested Parties. Morrison & Foerster’s New Business Department performed this inquiry consistent with its normal and customary practices.

11. The following is a list of the categories of Interested Parties that Morrison & Foerster searched:

Schedule	Category
Schedule 1(a)	Debtors Affiliates
Schedule 1(b)	Non-Debtor Affiliates
Schedule 1(c)	Current and Former Officers and Directors
Schedule 1(d)	Significant Equityholders
Schedule 1(e)	Bankruptcy Judges, Bankruptcy Staff, and U.S. Trustee Personnel – Southern District of New York
Schedule 1(f)	Bankruptcy Professionals
Schedule 1(g)	Banks, Lenders, Administrative Agents
Schedule 1(h)	Taxing Authorities
Schedule 1(i)	Top 40 Unsecured Creditors

Schedule	Category
Schedule 1(j)	Unions
Schedule 1(k)	Utilities

12. This search revealed that certain Interested Parties are or may be currently represented by Morrison & Foerster. All current and past Morrison & Foerster representations of Interested Parties are identified on the list attached to this Declaration as **Schedule 2**.⁴ To the best of my knowledge, Morrison & Foerster has no connections with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee – Southern District of New York except as set forth on **Schedule 2**. Based on the results of this search, and through direct inquiries with Morrison & Foerster attorneys, Morrison & Foerster determined that the representation of the Interested Parties disclosed on **Schedule 2** hereto concerned matters in which such clients were not adverse to the Debtors, the Debtors’ estates, or the members of the Committee.

13. The status of entities identified as Interested Parties by the Debtors may have changed or could change during the pendency of the chapter 11 cases without Morrison & Foerster’s knowledge. Morrison & Foerster will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Morrison & Foerster will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

⁴ As referenced in Schedule 2, (a) the term “current representation” means an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2020, and (b) the term “past representation” means either (1) an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2018 or 2019 but not 2020, or (2) a client matter in Firm’s conflicts search system to which time was billed in 2020 but has now been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Firm’s representation rather than its potential listing in Firm’s conflicts search system. The list generated from Firm’s conflicts search system is over-inclusive.

SPECIFIC DISCLOSURES

14. As specifically set forth below and in the attached Schedules, Morrison & Foerster represents or has represented certain Interested Parties in matters unrelated to the Debtors and these chapter 11 cases; however, Morrison & Foerster does not hold or represent any interest adverse to the Debtors' estates. Moreover, pursuant to section 1103(b) of the Bankruptcy Code, Morrison & Foerster is not disqualified from acting as the Committee's counsel merely because it represents certain of the Interested Parties in matters unrelated to these chapter 11 cases. Morrison & Foerster submits that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code.

15. Specifically, Morrison & Foerster represents, and has in the past represented, certain entities to which Morrison & Foerster is providing additional disclosure beyond that in **Schedule 2**.

16. Morrison & Foerster currently represents Getcom Group and certain of its subsidiaries and affiliates (collectively, "Getcom") in general corporate matters, including certain matters related to the Debtors and their chapter 11 cases. Getcom is listed in the "Significant Vendors and Contract Counterparties" and "Top 100 Unsecured Creditors" categories in the Interested Parties List. To the extent the Committee is actively litigating against Getcom in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

17. Morrison & Foerster currently represents, and has in the past represented, United Parcel Service, Inc. and/or certain of its subsidiaries and affiliates (collectively, "UPS") in matters unrelated to the Debtors or these chapter 11 cases. UPS represented more than one percent of Morrison & Foerster's fee receipts for the 2019 calendar year. UPS is listed in the "Significant Vendors and Contract Counterparties" and "Top 100 Unsecured Creditors"

categories in the Interested Parties List. Morrison & Foerster is not representing and will not represent UPS in any matters related to the Debtors' chapter 11 cases. To the extent the Committee is actively litigating against UPS in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

18. Morrison & Foerster currently represents, and has in the past represented, Wilmington Savings Fund Society, FSB and/or certain of its affiliates and subsidiaries (collectively, "WSFS") in matters unrelated to the Debtors or these chapter 11 cases. WSFS is the successor trustee for the Debtors' 9.00% Senior Secured Notes due 2023 and is listed in the "Aircraft Lenders" category in the Interested Parties List. Morrison & Foerster is not representing and will not represent WSFS in any matters related to the Debtors' chapter 11 cases. The engagement letter between Morrison & Foerster and WSFS contains a waiver of future conflicts and authorizes Morrison & Foerster to be adverse to WSFS in future matters.

19. Morrison & Foerster currently represents, and has in the past represented, United Airlines, Inc. ("United") in matters unrelated to the Debtors or these chapter 11 cases. United is a code-share partner of the Debtors and is one of the Debtors' prepetition lenders. The engagement letter between Morrison & Foerster and United contains a waiver of future conflicts and authorizes Morrison & Foerster to be adverse to United in future matters unrelated to its current or past representation of United.

20. Morrison & Foerster currently represents, and has in the past represented, Citibank, N.A. and/or certain of its affiliates and subsidiaries (collectively, "Citibank") in matters unrelated to the Debtors or these chapter 11 cases. Citibank is one of the Debtors' prepetition lenders and is listed in the "Credit Card Processors," "Banks, Lenders, Agents and Trustees," "Top 100 Unsecured Creditors," "Aircraft Lenders," and "Derivatives Parties" categories in the

Interested Parties List. Morrison & Foerster is not representing and will not represent Citibank in any matters related to the Debtors' chapter 11 cases. To the extent the Committee is actively litigating against Citibank in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

21. Morrison & Foerster currently represents, and has in the past represented, ING Capital LLC US and/or certain of its affiliates and subsidiaries (collectively, "ING") in matters unrelated to the Debtors or these chapter 11 cases. ING is listed in the "Significant Equityholders," "Top 100 Unsecured Creditors," "Aircraft Lenders," and "Credit Card Processors" categories in the Interested Parties List. Morrison & Foerster is not representing and will not represent ING in any matters related to the Debtors' chapter 11 cases. To the extent the Committee is actively litigating against ING in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

22. Morrison & Foerster currently represents, and has in the past represented, Deutsche Bank AG and/or certain of its affiliates and subsidiaries ("Deutsche Bank") in matters unrelated to the Debtors or these chapter 11 cases. Deutsche Bank is one of the Debtors' prepetition lenders and is listed in the "Aircraft Lenders", "Banks, Lenders, Agents and Trustees", and "Letters of Credit" categories in the Interested Parties List. Morrison & Foerster is not representing and will not represent Deutsche Bank in any matters related to the Debtors' chapter 11 cases. To the extent the Committee is actively litigating against Deutsche Bank in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

23. Morrison & Foerster currently represents, and has in the past represented, Wells Fargo Bank N.A. and/or certain of its affiliates and subsidiaries (collectively, "Wells Fargo") in

matters unrelated to the Debtors or these chapter 11 cases. Wells Fargo is listed in the “Aircraft Lenders”, “Letters of Credit”, and “Aircraft Lessors (Financial)” categories in the Interested Parties List. Morrison & Foerster is not representing and will not represent Wells Fargo in any matters related to the Debtors’ chapter 11 cases. To the extent the Committee is actively litigating against Wells Fargo in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

24. Morrison & Foerster represented the official committee of unsecured creditors in the chapter 11 cases of *In re Northwest Airlines Corp.*, et al., Case No. 05-17930 (ALG) (Bankr. S.D.N.Y), *In re Aloha Airlines*, et al., Case No. 08-00337 (LK) (Bankr. D. Haw.), *In re Hawaiian Airlines, Inc.*, et al., Case No. 03-00817 (RF) (Bankr. D. Haw.), *In re Kitty Hawk, Inc.*, et al., Case No. 07-44536 (RN) (Bankr. N.D. Tex.), *In re Skybus Airlines, Inc.*, et al., Case No. 08-10637 (CSS) (Bankr. D. Del.), *In re Pinnacle Airlines Corp.*, et al., Case No. 12-11343 (REG) (Bankr. S.D.N.Y), *In re Gemini Cargo Logistics, Inc.*, et al., Case No. 08-18173 (AJC) (Bankr. S.D. Fla.), *In re Eclipse Aviation Corporation*, et al., Case No. 08-13031 (MFW) (Bankr. D. Del.), *In re Global Aviation Holdings*, et al., Case No. 13-12945 (MFW) (Bankr. D. Del.), *In re Independence Air, Inc.* et al., Case No. 05-20012 (MFW) (Bankr. D. Del.), *In re Mesa Air Group, Inc.*, et al., Case No. 10-10018 (MG) (Bankr. S.D.N.Y), *In re Republic Airways Holdings, Inc.*, et al., Case No. 16-10429 (SHL) (Bankr. S.D.N.Y), *In re NORDAM Group*, et al., Case No. 18-11699 (MFW) (Bankr. D. Del.), *In re US Airways Group, Inc.*, et al., Case No. 04-13820 (SSM) (Bankr. E.D. Va.), *In re US Airways Group, Inc.*, et al., Case No. 02-83984 (SSM) (Bankr. E.D. Va.). Morrison & Foerster does not believe that these representations constitute conflicts.

25. Morrison & Foerster will not represent the Committee in an adversary proceeding or other litigation against any current client of Morrison & Foerster unless it has obtained a conflicts waiver from that client. To the extent that Morrison & Foerster has a conflict with respect to a particular client or matter, the Committee will utilize separate conflicts counsel to represent the interests of unsecured creditors. In addition, and except as disclosed above, Morrison & Foerster will not represent any client in any matter involving the Debtors or these chapter 11 cases while retained as the Committee's counsel in these chapter 11 cases. Morrison & Foerster will file a supplemental disclosure with the Court if it receives any conflicts waivers during the pendency of the Debtors' bankruptcy cases.

26. To the extent the Committee seeks to retain additional professionals to represent the Committee in any matters relating to these chapter 11 cases, Morrison & Foerster will make all reasonable efforts not to duplicate the services rendered by these professionals.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

27. Morrison & Foerster intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Fee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months pre-petition, disclose your billing rates and material financial terms for the pre-petition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: Morrison & Foerster did not represent the Committee prior to the Debtors' chapter 11 cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: The Committee and Morrison & Foerster expect to develop a prospective budget and staffing plan to comply with the U.S. Trustees requests for information and additional disclosures, and any other orders of the Court, recognizing that in the course of these chapter 11 cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Morrison & Foerster.

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

28. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that Morrison & Foerster is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by sections 328 and 1102 of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof, and (b) Morrison & Foerster has no connection to the Debtors, their estates, their creditors, the Committee and the members thereof, or other parties-in-interest except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 1, 2020

/s/ Brett Miller
Brett Miller

Schedule 1

Interested Parties List

Debtors

Grupo Taca Holdings Limited
International Trade Marks Agency Inc.
Inversiones del Caribe, S.A.
Islena de Inversiones S.A. de C.V.
Latin Airways Corp.
Latin Logistics, LLC
Regional Express Americas S.A.S.
Ronair N.V.
Servicios Aeroportuarios Integrales SAI
S.A.S.
Taca de Honduras S.A. de C.V.
Taca International Airlines, S.A.
Taca S.A.
Tampa Cargo S.A.S.
Aero Transporte de Carga Union, S.A. de
C.V.
Aeroinversiones de Honduras, S.A.
Aerovias del Continente Americano S.A.
Avianca
Airlease Holdings One Ltd.
Avianca Costa Rica S.A.
Avianca Holdings S.A.
Avianca, Inc.
Avianca Leasing, LLC
Avianca Peru S.A.
Avianca-Ecuador S.A.
Aviateca, S.A.
AV International Holdco S.A.
AV International Holdings S.A.
AV International Investments S.A.
AV International Ventures S.A.
AV Investments One Colombia S.A.S.
AV Investments Two Colombia S.A.S.
AV Taca International Holdco S.A.
Avifreight Holding Mexico, S.A.P.I. de C.V.

Non-Debtors

A.C.S. Air Cargo, Inc. (EEUU – FL)
Aerospace Investments Limited (Bahamas)

Air Galapagos, LLC (EEUU – FL)
Airlease Eighteen Limited (Bahamas)
Airlease Eleven Limited (Bahamas)
Airlease Fifteen Limited (Bahamas)
Airlease Fourteen Limited (Bahamas)
Airlease Nineteen Limited (Bahamas)
Airlease One Limited (Bahamas)
Airlease Seventeen Limited (Bahamas)
Airlease Sixteen Limited (Bahamas)
Airlease Thirteen Limited (Bahamas)
Airlease Thirty Limited (Bahamas)
Airlease Thirty One Limited (Bahamas)
Airlease Twelve Limited (Bahamas)
Airlease Twenty Eight Limited (Bahamas)
Airlease Twenty Five Limited (Bahamas)
Airlease Twenty Four Limited (Bahamas)
Airlease Twenty Limited (Bahamas)
Airlease Twenty Nine Limited (Bahamas)
Airlease Twenty One Limited (Bahamas)
Airlease Twenty Seven Limited (Bahamas)
Airlease Twenty Six Limited (Bahamas)
Airlease Twenty Three Limited (Bahamas)
Airlease Twenty Two Limited (Bahamas)
Airlease Two Limited (Bahamas)
America Central (Canada) Corp. (Canada)
America Central Corp. (EEUU – FL)
American Vacations S.A.S. (Colombia)
Atlantic Aircraft Holding Ltd. (Bahamas)
Atlantic Aircraft Holding Two Ltd
(Bahamas)
AV Loyalty Bermuda Ltd. (Bermuda)
AVA Leasing I, LLC (EEUU – DE)
Aviacorp Enterprises, S.A. (Panama)
Aviaservicios, S.A. (Guatemala)
Aviation Leasing Services (ALS)
Investments S.A. (Panama)
AVLog do Brasil Representações Ltda.
(Brazil)
C.R. Int'l Enterprises, Inc. (EEUU-FL)
Éxito Viajes y Turismo S.A.S. (Colombia)
FM Aviation Inc. (Bahamas)
Ground Handling Air Services Nicaragua,

S.A. (Nicaragua)
Grupo Taca de Chile S.A. (Chile)
Grupo Taca de Panama, S.A. (Panama)
Grupo Taca del Peru S.A.C. (Peru)
Grupo Taca S.A. (Costa Rica)
Inmobiliaria Gama Tres, S.A. (Costa Rica)
Intercontinental Equipment Corporation
Limited (Bahamas)
Inversiones Aereas Inca S.A.C. (Perú)
Inversiones Kigali S.A.C. (Perú)
Latin Logistics Colombia S.A.S. (Colombia)
LifeMiles Fidelidade Ltda. (Brazil)
LifeMiles Ltd. (Bermuda)
LifeMiles Trading Co. Costa Rica, S.R.L.
(Costa Rica)
LifeMiles Trading Co International Ltd.
(Bermuda)
LifeMiles US Finance LLC (Delaware)
Little Plane Limited (Bahamas)
Loyalty Co, S.A. de C.V. (El Salvador)
Nica, S.A. (Nicaragua)
Octo-Aircraft Leasing LLC (Delaware)
Overseas Aviation Technical Investments
Ltd. (Panama)
Pilotos de Taca, S.A. de C.V. (El Salvador)
Pitasa, S.A. (Guatemala)
Servicio Terrestre, Aereo y Rampa S.A.
(Costa Rica)
Servicios Aeronáuticos Pilotcrew-CR S.A.
(Costa Rica)
Southern Equipment Corporation Ltd
(Bahamas)
Taca Costa Rica S.A. (Costa Rica)
Taca de México, S.A. (Mexico)
Tampa Cargo Logistics, Inc. (EEUU-FL)
Technical and Training Services, S.A. de
C.V. (El Salvador)
Tri-Aircraft Leasing LLC (Delaware)
Tri-Aircraft Leasing II LLC (Delaware)
Turbo Aviation Three S.A. (Panama)
Uni-Aircraft Leasing LLC (Delaware)
Vu-Marsat S.A. (Costa Rica)
Debtors' Other Names
SK Holding Ltd
Líneas Aéreas Costarriceses S.A.
AviacaTaca Ltd

Trans American Airlines S.A.
AviancaTaca Holding S.A.
Aerolíneas Galápagos S.A. (AEROGAL)
Current/Former Directors and Officers
Adrian Neuhauser
Andrea Carolina Jara Amezaga
Alonso Arturo Haro Escobosa
Alvaro Jaramillo
Anco David Van Der Werff
Kenneth Hoffman
Orlando Menendez
Carlos Eduardo Torres Salamanca
Carolina Escobar
Christian Vesga Toloza
Jose Ciro Montoya
Claudia Maria Rodriguez
Daniel Fajardo
David Francisco Aleman Andrade
Diana Amaya
Diana Calixto Hernandez
Diana Marcela Rivas
Eduardo Mendoza
Edwin Novoa Duarte
Erika Alejandra Hundskopf Mercado
Fabio Villegas
Fernando Krieste
Francisco S. Aquino
Gina Fonseca
Griselda Carolina Rodriguez Quintana
Gustavo Cadavid
Jose Antonio Gomez
Jairo Burgo de la Espriella
James Leshaw
Jose Ofilio Gurdian
Jose Luis Quiro Cuevas
Juan Mauricio Wurmser
Julian Laverde
Kurt Schonsinsky Echeverria
Luis Lauro del Bosque Gomez
Luis Montes de Oca Chaverri
Luisa Fernanda Lafaurie
Maria Paula Barrios Azcona
Mario Cruz
Mario Garcia Rodriguez
Marlon Amador
Michael Swiastek

Mauricio Armando Olaya Nohra
WND Limited
WNS Limited
Nissim Jabiles Parnes
Octavio Bravo
Oscar Dario Morales
Patricia Alexandra Chiriboga
Patricia Carolina Gomez
Maria Paula Duque
Rafael Alonso
Renato Covelo
Reyna Lucia Mejia Matute
Richard Galindo
Richard Schifter
Roberto Kriete
Curacao Corporation Company
Roberto Zamora
Rodrigo Salcedo
Rolando Damas
Ruben Atehortua Sandoval
Santiago Diago
Sergio Michelsen
Silvia Mosquera
Susana Jeannette Argueta de Leiva
Veronica Patricia Feria Montes de Oca
Viviana Martin Salazar
Aissa Carolina Paredes Leon
Alexander Biasler
Alvaro Jaramillo
Ana Monica Avavitarte Ruiz de Somocurcio
Andres Orlando Osorio Barrera
Arnulfo Antonia Avelar Velado
Brenda Frohlich
Daniel Fernando Piza Malagon
Daniel Piza Malagon
Danilo Correa Sepulveda
Dario Montes Belot
Diana Claxlito
Eduardo Asmar
Eduardo Klepacz
Elisa Esther Murgas de Moreno
Estuardo Jose Ortiz Porras
Estuardo Ortiz
Fabio Villegas Ramirez
Federico Carreno Guio
Francisco Antonio Pertierra Perez

Gabriel Silva
Gerardo Grajales
Gerardo Urley Grajales Lopez
German Efromovich
Gloria Irene Loza Murrugarra
Graciela de los Milagros Garrues Aramburu
Hernan Rincon
Isaac Yanovich
Ivan Andres Galindo Hernandez
Jorge Adrian Solares
Jose Efromovich
Juan Emilio Posada
Juan Guillermo Serna
Juliana Cardona Campuzano
Julio Alejandro Gamero Alfaro
Luis Fernando Rizzo Alvarado
Maria Claudia Correa
Maria Clemencia Sierra
Maria Dolores Espinoza
Martha Elena Garcia Gonzales
Milton Solano Barahona
Monica Aparicio Smith
Ramiro Valencia
Raul Andres Olivero
Raul Campos
Roberto Held
Rosa Stella Patino Galindo
Santiago Diago
Victor Enrique Mejia Rivas

**S.D.N.Y Bankruptcy Judges (including
visiting Judges)**

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert D.
Garrity, James L.
Glenn, Martin
Grossman, Robert E.
Lane, Sean H.
Morris, Cecelia G., Chief Judge
Wiles, Michael E.

**S.D.N.Y District Judges (including
visiting Judges)**

Abrams, Ronnie

Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Broderick, Vernon S.
Buchwald, Naomi Reice
Caproni, Valerie E.
Carter, Andrew L.
Castel, P. Kevin
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Engelmayer, Paul A.
Failla, Katherine Polk
Furman, Jesse M.
Gardephe, Paul G.
Haight, Charles S.
Hellerstein, Alvin K.
Kaplan, Lewis A.
Karas, Kenneth M.
Keenan, John F.
Koetl, John G.
Liman, Lewis J
Marrero, Victor
McMahon, Colleen
McMahon, Colleen, Chief U.S. District
Judge
Nathan, Alison J.
Oetken, J. Paul
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Roman, Nelson S.
Schofield, Lorna G.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Torres, Analisa
Vyskocil, Mary Kay

**S.D.N.Y. District Magistrate Judges
(including visiting Judges)**

Aaron, Stewart D.
Cave, Sarah L

Cott, James L.
Davison, Paul E.
Fox, Kevin N.
Freeman, Debra
Goldberg, Martin R.
Gorenstein, Gabriel W.
Lehrburger, Robert W.
McCarthy, Judith C
Moses Barbara
Netburn, Sarah
Parker, Katherine H.
Smith, Lisa Margareth
Wang, Ona T.

Clerks of the Court

Ruby J. Krajick (Clerk of the District Court)
Vito Genna (Clerk of the Bankruptcy Court)

Office of U.S. Trustee, Region 2

Abriano, Victor
Arbeit, Susan
Catapano, Maria
Choy, Danny A.
Harrington, William K
Higgins, Benjamin J.
Joseph, Nadkarni
Masumoto, Brian S.
Mendoza, Ercilia A.
Moroney, Mary V.
Morrissey, Richard C.
Nakano, Serene
Ng, Cheuk M.
Ogunleye, Alaba
Riffkin, Linda A.
Rodriquez, Ilusion
Schwartz, Andrea B.
Schwartzberg, Paul K.
Scott, Shannon
Sharp, Sylvester
Velez-Rivera, Andy
Vescovacci, Madeline
Zipes, Greg M.

Banks, Lenders, Agents and Trustees

1st United Bank/ IBM
AB Svenks Exportkredit
Abierta Helm Valor
Alianza Valores S.A.
Apple Bank
Aruba Bank N.V.
Asesores en Valores S.A.
BAC Honduras
Banamex
Banco Agricola
Banco BHD Leon
Banco Central de Uruguay
Banco Colpatria Red Multibanca Colpatria
S.A.
Banco Credito Agricola de Cartago
Banco Cuscatlán
Banco Davivienda, S.A.
Banco de America Central
Banco de America Central S.A.
Banco de Bogota
Banco de Bogota New York Agency
Banco de Chile
Banco de Costa Rica
Banco de Credito de Bolivia
Banco de Credito Del Peru
Banco de Credito del Peru, Miami Agency
Banco de Guayaquil
Banco de la Nacion Argentina
Banco de la Nacion del Peru
Banco de la Republica Oriental
Banco de Occidenta
Banco de Occidente S.A.
Banco de Venezuela
Banco del Pacifico
Banco Edwards
Banco Financiero Internacional
Banco Itau
Banco Lafise Bancentro
Banco Maduros
Banco Mercantil
Banco Mercantil Santa Cruz
Banco Nacional de Costa Rica
Banco Pichincha
Banco Popular
Banco Rio re la Plata

Banco Santander
Bancoldex
Bancolombia S.A.
Bancolombia, S.A.
Bank of America
Bankia
BankUnited NA
Banrural
Barclays Bank Plc
Bayerische Landesbank
BBVA
Belice Bank
BNP Paribas
Btg Pactual Colombia S.A.
Canadian Imperial Bank
Cartera Colectiva Abierta Helm Valor Itau
Asset Management
Casa de Bolsa S.A.
Citco Banking Corporation
Citibank
Citibank N.A. USA
Colpatria
Coomeva
Corpbanca
Credi Corp Capital Correval
Credit Agricole Corporate
Davivenda
Dekabank Deutsche Girozentrale
Deutsche Bank
Deutsche Bank New York
Development Bank Of Japan Inc.
DVB Bank
Fidubogota S.A.
Fiduciaria Bogota S.A.
Fiduciaria Corficolombiana S.A.
Fiduciaria Davivienda S.A. Corredores
Fiduciaria de Occidente S.A. Occirenta
First Citizens Bank Limited U.S.
First United
Fonda de Inversion Colectiva Abierto
Goldman Sachs
Gramercy Blue Skies LLC
Grupo Aval
Helm Comisionista de Bolsa S.A.
HSBC Bank
IBM Capital de Colombia S.A.S.

IBM Capital Peru S.A.C.
Inmarsat Global Limited
Interrbank
Itau
JP Morgan
La Caixa
Lafise
Leasing Bancoldex S.A.
Maduro & Curiel's Bank
Mercantil Santa Cruz
Metrobank SA
Moneda Deuda Latinoamericana Fondo De
Inversión
Moneda Latinoamerica Deuda Local Fondo
De Inversión
Morgan Stanley
NordLB
NY Life Insurance Company
Occidental Bank
PBB
Prival Bank, SA
Produbanco
Servitebca Peru
Siemens Financial Services, Inc.
Skandia Sociedad Fiduciaria S.A.
Sumitomo Mitsui Banking Corporation
TD Bank N.A.
The Korea Development Bank,
Toronto Dominion Bank
Ultrabursatiles S.A.
Ultravalores
UMB Bank
US Bank
Valores Bancolombia S.A.
Wilmington Trust Company
Woori Bank

Significant Equityholders

Blackrock Inc.
Donald Smith & Co. Inc.
Fondo Bursatil IShares
Fondo de Pensiones Prot Moderad
Renaissance Technologies LLC
Dimensional Fund Advisors LP
Erfost SAS

SEI Investments Co.
RWC Asset Advisors US LLC
Banco BTG Pactual SA
ING Groep NV
Kingsland Holdings Limited
BRW Aviation LLC

Top 100 Unsecured Creditors

Accenture Ltda
Aercap Aviation Solutions
Aero Transporte De Carga Union Sa De Cv
Aerocali SA
Aeropuertos De Oriente SAS
Agencias Universales SA
Airbus Americas Customer Services, Inc
Airbus Group
Allen And Overy LLP
ATR
Avolon
Banco Agricola
Banco Cuscatlan
Banco Davivienda SA
Banco De America Central
Banco De Bogota
Bancolombia S.A.
Barclays
BNP Paribas
Boeing Group
BRW Aviation LLC
Buentipo Anchor Worldwide SAS
Cae Colombia Flight Training SAS
CDB Leasing
Citibank N.A. USA
City Of Los Angeles
Cocina De Vuelos, S.A De C.V
Colombia Telecomunicaciones Sa Esp
Colombiana De Software Y Hardware
Colsof SA
Consorcio GSS
Credit Agricole
Decision Consultancy Inc
Direccion De Impuestos Y Aduanas
Nacionales De Colombia
DVB Bank SE, London Branch
Engine Lease Finance Corporation
Fgl Aircraft Ireland Limited

Ga Telesis LLC
Gate Group
General Electric Company
Getcom Group
Global Eagle Entertainment Spain Sl
Goddard Group
Goodrich Group
Google Inc
Goshawk Aviation Limited
Hazens Investments LLC
Honeywell International Inc
Ibm Capital De Colombia S.A.S.
Icbc Leasing Co.
Industrias Y Confecciones Inducon SAS
ING
Ingenieria En Manualidades SAS
Inmarsat Global Limited
Jackson Square Aviation
Jolco
JP Morgan
Kayak Software Corporation
KPMG SAS
Lafise Panama
Lasa Sociedad De Apoyo Aeronautico SA
Lifemiles LTD
Lifemiles Trading Co International Ltd
Logistica Group SAS
Lufthansa Group
Lufthansa Systems Gmbh & Co. Kg
Miami Dade County Florida
Microsoft Corporation
Ministerio De Hacienda - Direccion General
De Tributacion
Ministerio De Hacienda Y Credito Publico
Natixis
Navblue SAS
Nordlb
Opera Transporte Y Logistica Integral Sas -
En Reorganizacion
Orix
Patrimonios Autonomos Fiduciaria -
Corficolombiana SA
Patrimonios Autonomos Fiduciaria
Bancolombia S.A. Sociedad Fiduciaria
Patrimonios Autonomos Fiduciaria
Bancolombia Sa Sociedad Fiduciaria

Patrimonios Autonomos Fiduciaria Bogota
Pratt & Whitney Group
Rafael Espinosa G Y Cia SAS
Rolls Royce PLC
Ropes And Gray LLP
Safran Group
Sap Colombia Sas
Secretaria De Hacienda Distrital De Bogota
Securitas Group
Servicios Aeroportuarios Integrados Sai Sas
Smbc Aviation Capital
Sociedad Aeroportuaria De La Costa SA
Swissport Group
Swissport USA, Inc.
Synergy Aerospace Corp.
Tcs Solution Center Sucursal Colombia
Total Airport Services Inc
Unidad Administrativa Especial De
Aeronautica Civil
Unisys De Colombia SA
Ups Servicios Expresos SAS
Willis Mitsui & Co Engine Support Limited
Wings Capital Partners Management
Worldwide Flight Services Inc.

**Aircraft Lessor/Servicers (Operating
Leases)**

AerCap Aviation Solutions
AerCap Group Services, Inc.
AerCap Ireland Limited
AerCap B.V.
Aircastle Limited
Aircastle Investment Holdings 2 Limited
Aircastle Advisor LLC
Avolon Aerospace Leasing Limited
BOC Aviation Limited
CIT Aerospace International
CDB Aviation Lease Finance DAC
CDB Leasing Co., Ltd.
Compass Aviation Leasing Co., Limited
DVB Bank SE, London Branch
FPAC Aircraft Leasing I Limited
GE Capital Aviation Services Limited
Celestial Aviation Trading 73 Limited
Celestial Aviation Trading 16 Limited
Goshawk Aviation Limited

Goshawk Management (Ireland) Limited
ICBC Leasing Co.
ICBCIL Aviation Company Limited
Sky High XLVI Leasing Company Limited
Sky High XXXV Leasing Company Limited
Jackson Square Aviation
JSA International U.S. Holdings, LLC
MC Aviation Partners Americas Inc.
MCAP Europe Limited
MC Aircraft Management International Inc.
MC Aviation Partners Inc.
MERX Aviation Finance, LLC
Merx Aviation Servicing Limited
ORIX Aviation Systems Limited
Kornerstone Airlease No.1 Limited
BODY WORK CO., Ltd
Tottori World Cup Co., Ltd
Seraph Aviation Management Limited
Gannet Aircraft 2 Limited
SMBC Aviation Capital Limited
Hanshin Juken Co., Ltd.
Stratos Aircraft Management Limited
JP Lease Products & Services Co., Ltd.
Porco Rosso Leasing
K&L Gates Gaikokuho Joint Enterprise
MSN 4944 Aircraft Owner Parent Trust
UMB Bank, N.A.
Wilmington Trust SP Services (Dublin)
Limited
Wings Capital Partners Management, LLC
WINGS Capital Partners Management
Zephyrus Capital Aviation Partners 1C
Limited

Aircraft Lessors (Financial)

AIRCOL 5
AIRCOL 10
AIRCOL 11
AIRCOL 12
AIRCOL 13
AIRCOL 15
AIRCOL 17
AIRCOL 19
AIRCOL 20
AIRCOL 21

AIRCOL 22
AIRCOL 23
AIRCOL 24
AIRCOL 25
APF 3 PROJECT NR. GMBH
APF 4 PROJECT NR. 7A GMBH
APF 4 PROJECT BR. 7B GMBH
AVSA Leasing 2
AVSA Leasing 3
AVSA Leasing 4
CONDOR LTD.
FC Care Leasing LTD.
FLIP NO.168 CO., LTD. & FLIP NO.169
CO., LTD.
FT Lift Leasing LTD.
Hanovre Financement 3 S.A.S.
JPA NO. 151 CO., LTD.
JPA NO. 152 CO., LTD.
JPA NO. 159 CO., LTD.
JPA NO. 160 CO., LTD.
LOS KATIOS LEASING CO., LTD.
MALPELO LEASING CO., LTD.
SAN AGUSTIN LEASING CO., LTD.
Turbo Aviation One Designated Activity
Company
Turbo Aviation Two Designated Activity
Company
Wells Fargo Trust Company
Wilmington Trust Company

Aircraft Lenders

Aegon
Apple Bank for Savings
Bank of America, N.A.
Bank of America, N.A., London Branch
Barclays Bank Plc, as security trustee
Bayerische Landersbank
Bayerische Landersbank Munich Branch
Bayern LB
BNP Paribas, as lender and security trustee
Burnham Sterling & Co. LLC
CDB
Citibank, N.A.
Citibank, N.A., London Branch, as lender
and security trustee

Cititrust Colombia S.A. Sociedad Fiduciaria
CMFG Life Insurance Company
Credit Industriel et Commercial
Credit Industriel Et Commercial, New York
Branch
Development Bank of Japan Inc.
DekaBank Deutsche Girozentrale
Deutsche Bank
DVB Bank SE, London Branch, as lender
and security trustee
DZ Bank AG
Export-Import Bank of the United States
FPAC
FPG (FPG Amentum)
Fuyo
GE Capital Aviation Services
GOAL
HSBC France
ICBC
ING
JPMorgan Chase Bank, N.A., London
Branch
J.P. Morgan Europe Limited, as security
trustee
The Korea Development Bank
KEB Hana
KGAL
Massachusetts Mutual Life Insurance
Company
NATIXIS, as security trustee
New York Life Insurance Company
New York Life Insurance and Annuity
Corporation
New York Life Insurance and Annuity
Corporation Institutionally Owned Life
Insurance Separate Account (BOLI 30C)
Nord LB
Norddeutsche Landesbank Girozentrale,
New York Branch
Novus
NTT Finance
PBB (Deutsche Pfandbriefbank AG)
Siemens Financial Services Inc.
SMBC Aviation Capital Limited
Sumitomo Mitsui Bank Limited
Sumitomo Mitsui Banking Corporation

Sumitomo Mitsui Trust, Bank Limited
Tamwheel Aviation Funding L.P.
TD Bank, N.A.
Turbo Aero International Designated
Activity Company
US Bank
Wells Fargo Bank, National Association, as
security trustee
Wells Fargo Trust Corporation Limited, as
security trustee
Wilmington Savings Fund Society, FSB
Wilmington Trust Company, as security
trustee
Woori Bank, Tokyo Branch
YF Life Insurance International Limited

Letters of Credit

AerCap Aviation Solutions
Aircastle Limited
AMCK
Apple Bank
Avolon
BAC Honduras
Banco Agricola
Banco Daviendia
Banco De Chile
Banco De Costa Rica
Banco De Credito Del Peru
Banco Edwas
Banco Lafise Bancentro
Banco Mercantil Santa Cruz
Banco Santder
Bank Of America
Bank of Utah
Barclays Bank PLC
BNP Paribas
Brazilian Central Bank
CDB Aviation Lease Finance DAC
Citibank, N.A.
Davivienda Internacional
Deutsche Bank
DVB Bank SE, London Branch
FC Care Leasing LTD.
FT Lift Leasing LTD.
GE Capital Aviation Services

Goshawk Aviation Limited
H.S.B.C.
ICBC Leasing Co.
Itau – Interbanco
Jackson Square Aviation
JP Morgan Chase
MC Aviation Partners Americas Inc.
MERX Aviation Finance, LLC
Natixis
Norddeutsche Landesbank Girozentrale
NY Life
Orix Aviation Systems Limited
Seraph Aviation Management Limited
SMBC Aviation Capital
Stratos Aircraft Management Limited
Sumitomo Mitsui Banking Corporation
US Bank
Wells Fargo Bank
Wilmington Trust
WINGS Capital Partners Management
Wings Aviation Capital
Woori Bank, Tokyo Branch
Zephyrus Capital Aviation Limited

Professionals

Milbank LLP
Kurtzman Carson Consultants LLC
FTI
Seabury
Smith, Gambrell & Russell, LLP
Gomez Pinzon Abogados S.A.S.
Urdaneta, Velez, Pearl & Abdallah
Abogados

Insurance Providers & Brokers

Aetna Life Insurance
Afianzadora G&T Sociedad Anonima
Afianzadora Solidaria S.A.
AIG-Preferred Aviation Underwriters
Alianza Compania De Seguros Y
Reaseguros Ema
Allianz Lebensversicherungs AG
Allianz Seguros De Vida SA
Allianz Seguros S.A.
Aon Risk Services

Aseguradora Paraguaya S.A.E.C.A.
Aseguradora Suiza Salvadorena, S.A.
Asprose S.A. Corredora de Seguros.
Assa Compania De Seguros S.A.
Berkley Internacional Seguros Colombia
S.A.
Bmi Del Ecuador Compania De Seguros De
Vida S.A.
Bradesco Saude SA
Canada Life Limited
Castro Cuadra y Cia. Ltda Corredor de
Seguros.
Chubb Seguros Colombia
Chubb Seguros Colombia S.A.
Chubb Seguros Ecuador S.A.
Colmedica Medicina Prepagada
Compania Aseguradora De Fianzas
Confianza SA
Compania De Medicina Prepagada
Colsanitas S.A.
Compania De Seguros Vida Camara SA
Compania Mundial De Seguros S.A.
Compania Seguros America SA
Corresponsal Aon - Agencia de Seguros y
Fianzas Soto
Corresponsal Aon - ASSA Corredora de
Seguros S.R.L.
Corresponsal Aon - Estrategica Corredores y
Asesores de Seguros y Riesgos
Corresponsal Aon - Interbroker S.A.
Corresponsal Aon - NGS - N.Goddard
Seguros - Corresponsal de Aon
Corresponsal Aon - Unity Promoters
Corresponsal Aon - Unity Setessa
Corresponsal Aon - Unity Setessa Corredor
de Seguros
Crediseguro S.A. Seguros Personales
Crum & Forster
Galeno Seguros S.A.
Global Benefits Group
Hdi Seguros
Instituto Nacional De Seguros
Jamlucelli
La Previsora S.A. Compania De Seguros
Liberty Seguros De Vida S.A.
Mapfre Atlas Compania De Seguros S.A.

Mapfre Seguros Ecuador
Mapfre Seguros Generales De Colombia S
A
Mapfre Seguros Guatemala Sociedad
Anonima
Mapfre Seguros Honduras SA
Marsh Brockman y Schuh Agente de
Seguros y de Fianzas, S.A. de C.V.
Marsh Redher S.A.
Marsh S.A. (Argentina)
Marsh S.A. (Colombia) - Delima Marsh S.A
Marsh S.A. (Uruguay)
Marsh USA Inc.
Medair
Medicina Para El Ecuador Mediecuador
Humana S.A.
Metlife Mexico SA
Metlife Seguros S.A.
Metropolitan Life Seguros E Previdencia
Privada SA
Mutual of Omaha
Nacional De Seguros S.A.
Osde - Filial Metropolitana
Pacifico Compania De Seguros Y
Reaseguros
Pan American Life Insurance Company
Pan American Life Insurance Company
Sucursal El Salvador
Pan American Life Insurance De Costa Rica
Sociedad Anonima
Pan American Life Insurance De Guatemala
Compania De Seguros SA
Pan American Life Insurance De Panama
SA
Rimac Seguros Y Reaseguros
Sbi Seguros Uruguay
Seguros Confianza
Seguros De Vida Suramericana SA
Seguros Del Estado S.A.
Seguros Generales Suramericana S.A
Seguros Mundial
Smg Compania Argentina De Seguros SA.
Tecniseguros S.A. (Ecuador)
Tecniseguros S.A. (Guatemala)
Tecniseguros S.A. (Honduras)
Tokio Marine Compania De Seguros S.A.

De C.V.
Unity Promoters
Willis Towers Watson
Zurich
Zurich Vida Cia De Seguros Y Reaseguros
SA
Zurich Vida Compania De Seguros SA

Taxation Authorities

Administracion Federal de Ingresos Publicos
Portal Principal (AFIP)
Administracion Gubernamental de Ingresos
Publicos (AGIP)
Agencia de Recaudacion de la Provincia de
Buenos Aires
Agencia Tributaria
Alcaldia de Managua
Alcaldia Mayor de Bogota D.C.
Alcaldia Municipal de San Marcos
Alcaldia Municipal de San Miguel
Alcaldia Municipal de San Salvador
Barbados Revenue Authority
Departamento de Cundinamarca
Departamento Di Impuesto
Direccion de Impuestos y Aduanas
Nacionales
Direccion General de Impuestos Internos
Direccion General de Ingresos
Direccion General de Tesoreria
Direccion General Impositiva (DGI)
District of Columbia
Federal Government
Gobierno de Puerto Rico -Departamento de
Hacienda
Gobierno Municipal Autonomo de Carolina
Government of Puerto Rico - Department of
the Treasury
HMRC (Her Majestys Revenue and
Customs)
Inspectorate of Taxes Curacao
Ministerio de Hacienda, Direccion General
de Tributacion (DGT)
Municipalidad Curridabat
Municipalidad de Alajuela
Municipalidad de Belen

Municipalidad de la Ceiba	Secretaria de Hacienda de Palmira
Municipalidad de Liberia	Secretaria de Hacienda de Pasto
Municipalidad de Roatan	Secretaria de Hacienda de Pereira
Municipalidad de San Jose	Secretaria de Hacienda de Popayan
Municipalidad de San Pedro Sula	Secretaria de Hacienda de Quibdo
Municipalidad de Tegucigalpa	Secretaria de Hacienda de Riohacha
Municipio de Arauca	Secretaria de Hacienda de Rionegro
Municipio de Juan de Acosta	Secretaria de Hacienda de Sabaneta
Municipio de Panama	Secretaria de Hacienda de San Andres
Oficina Nacional de Administracion	Secretaria de Hacienda de Santa Marta
Tributaria (ONAT)	Secretaria de Hacienda de Sincelejo
Prefeitura Da Cidade Do Rio de Janeiro	Secretaria de Hacienda de Sogamoso
Prefeitura Do Municipio de Sao Jose Dos	Secretaria de Hacienda de Soledad
Pinhais	Secretaria de Hacienda de Tulua
Prefeitura Do Municipio de Sao Paulo	Secretaria de Hacienda de Tumaco
Prefeitura Municipal de Campinas	Secretaria de Hacienda de Tunja
Prefeitura Municipal de Guarulhos	Secretaria de Hacienda de Valledupar
Secretaria Da Receita Federal Do Brasil	Secretaria de Hacienda de Villavicencio
Secretaria de Hacienda de Armenia	Secretaria de Hacienda de Yopal
Secretaria de Hacienda de Barrancabermeja	Secretaria de Hacienda de Yumbo
Secretaria de Hacienda de Barranquilla	Servicio Administrativo de Rentas
Secretaria de Hacienda de Bello	Servicio de Impuestos Internos (SII)
Secretaria de Hacienda de Bucaramanga	Servicio de Impuestos Nacionales (SIN)
Secretaria de Hacienda de Buenaventura	Servicio de Rentas Internas (SRI)
Secretaria de Hacienda de Buga	Servicio Nacional Integrado de
Secretaria de Hacienda de Cali	Administracion Aduanera y Tributaria
Secretaria de Hacienda de Cartagena	SENIAT
Secretaria de Hacienda de Cartago	State of California
Secretaria de Hacienda de Cerete	State of Florida
Secretaria de Hacienda de Chachagui	State of Massachusetts
Secretaria de Hacienda de Chia	State of New Jersey
Secretaria de Hacienda de Cucuta	State of New York
Secretaria de Hacienda de Envigado	State of Virginia
Secretaria de Hacienda de Florencia	Subsecretaria de Estado de Tributacion
Secretaria de Hacienda de Floridablanca	(SET)
Secretaria de Hacienda de Giron	Superintendencia de Administracion
Secretaria de Hacienda de Ibague	Tributaria
Secretaria de Hacienda de Ipiales	Superintendencia Nacional de Aduanas y de
Secretaria de Hacienda de Itagui	Administracion Tributaria (SUNAT)
Secretaria de Hacienda de Lebrija	Tesoreria de la Federacion (SAT)
Secretaria de Hacienda de Leticia	Tesoreria Del Distrito Federal (Impuesto
Secretaria de Hacienda de Maicao	Predial)
Secretaria de Hacienda de Manizales	Tesoreria Del Distrito Federal (Impuesto
Secretaria de Hacienda de Medellin	Sobre Nominas)
Secretaria de Hacienda de Monteria	Tesoreria Municipal de Antiguo Cuscatlan
Secretaria de Hacienda de Neiva	Tesoreria Municipal de San Luis Talpa

Fuel Suppliers

Air BP Bolivia
Air Total
Allied
Allied Aviation
Asig
Axion Energy
Chevron
Dallas-Fort
Energizar
Exxon
Iah Fuel Company
Icaro 17
Lawtfc
Lax Fuels
Omv
Organización Terpel S.A.
Petrobras Brasil
Petroecuador
Petroperu
Petroservicios
Pt Servicios De Guatemala
Puma Energy
Q8
Repsol
Sfo Fuel
Skyfuel
Swissport
Uno Aviation
WFS
YPF

Derivatives Parties

Bank of America Merrill Lynch
Citibank
JP Morgan
Macquarie

Utilities

Avantel SAS
Colombia Telecomunicaciones S.A. Esp
Compania de Telecomunicaciones de el
Salvador S.A. de C.V.

Compania Dominicana de Telefonos
Corporacion Nacional de
Telecomunicaciones
Edemet S.A.
Electrificadora de Santander S.A. Esp
Empresa de Acueducto y Alicantarillado de
Bogota
Empresa Electrica Quito
Gas Natural Fenosa
Gas Natural S.A. Esp
Grandes Complejos SRL
Intelfon Guatemala S.A.
Intelfon S.A. de C.V.
N.V. Kpdae Kodela Kodsell
Servicios de Comunicaciones de Honduras
S.A.
T Mobile USA Inc.
Telecom Argentina S.A.
Telefonica de Argentina S.A.
Telefonica de Costa Rica S.A.
Telefonica de Espana S.A.
Telefonica del Peru S.A.A.
Telefonica Moviles de Panama S.A.
Telefonica Moviles del Uruguay S.A.
Telefonica USA Inc.
Telemar Norte Leste S/A
UNE EPM Telecomunicaciones S.A.
Vodafone Group Services Limited
Xtratelecom S.L

Unions

ACAV
SINTRAVA
SINDITRA
SINTRATAC
ACDAC
ADPA
ODEAA
ACMA
ANTSA
SINTRAEREOS
ASOTRATAMPA
Sindicato Industrial de Trabajadores
Estibadores y Operadores de Transportes de
Carga y Similares de la Republica Mexicana

S.N.T.T.A.S.S. Sindicato Nacional de
Trabajadores de Transportes,
Transformación, Aviación, Servicios y
Similares
Asociación Sindical 1º de Mayo de
Trabajadores y Empleados del Comercio en
General, Agencias Automotrices,
Comisionistas, Agencias y Oficinas
Particulares, Similares y Actividades
Conexas de la Ciudad de México.
APA - Asociación del Personal Aeronáutico
Unión Personal Aeronavegación de Entes
Privados (UPADEP) (A hoy no tenemos
afiliados)
Sindicato Nacional dos Aeroviários - SNA
Sindicato dos Aeroviários no Estado de São
Paulo
Sindicato dos Aeroviários de Porto Alegre
Sindicato dos Aeroviários de Grarulhos
Sindicato Nacional das Empresas
Aeroviárias - SNEA (Sindicato Patronal no
de Trabajadores)
Sindicato de Pilotos de Trans American
Airlines
Sindicato de Tripulantes de Cabina, Agentes
de Servicio al Pasaje e Instructores de Trans
American Airlines
Sindicato de Despachadores de Vuelo de
Trans American Airlines
Sindicato de Trabajadores de Servicios
Aeroportuarios Integrados SAI S.A.S.,
SINTRASAI

Union Representatives

Maria Cristina Cadavid
Luis Gustavo Jaimes Ortega
Lorenzo De Jesus Duque Mayo
Daniel Gallo
Jaime Hernandez
Juan Manuel Giraldo
Pablo Ortega
Jose Ariamiro Zambrano
Danny Miguel Moreno
Jose Alejandro Torres
Jose Arney Chavez Gutierrez

Lic. Sergio Mendoza León
Marco Antonio Calva Pimentel
Antonio Jose Gasca
Sebastian Jorin (Delegado AV)
Unión Personal Aeronavegación de Entes
Privados (UPADEP)
Luiz da Rocha Cardoso Rodrigues
Reginaldo Alves de Souza
Leonel Leandro Soares Montezana
Rodrigo Maciel Silva
Ronaldo Bento Trad
Erich Mory
Luis Reyes
Dennis Sánchez
José Alexander Constain Saa

Significant Vendors and Contract Counterparties

7801 Leesburg Pike Tysons Corner Owner
Llc
A & P International Services Sa De Cv
Accenture Ltda
Accenture Peru Srl
Accion Sa
Acts Aviation Security Inc -Formerly Gate
Safe Inc
Adobe Systems Ssoftware Ireland Limited
Aerocali Sa
Aeropuertos De Oriente Sas
Aerorental Ltda
Aerosmart Sas
Aetna Life Insurance Company
Agencia De Aduanas Aviatur S A Nivel 1
Agn Aviation Services Sa De Cv
Ago Security De Costa Rica Sociedad
Anonima
Ags Aviation Ground Services N V
Air Support Sa De Cv
Airbus Americas Customer Services, Inc
Airbus Group
Airline Container Leasing Llc
Airport Terminal Management Inc
Airway Cleaners Llc
All Plast S A S
Allen And Overly Llp

Alliance Ground International Llc
Arinc Sistemas Aeroportuarios De Colombia
Sas
Aruba Airport Authority Nv
ATR
Atton Las Condes Spa
Atton Vitacura Spa
Bacer S.A De C.V
Boeing Group
Bridgestone Aircraft Tire Usa Inc
Brm Sa
Buentipo Anchor Worldwide Sas
Cae Colombia Flight Training Sas
Carey International Inc
Casa Grande Apart Hotel Srl
Casa Proveedora Phillips S.A. (Costa Rica)
Chilexpress Sa
Ci Distrihogar Sas
Ci Quintero Leather Sas
City Of Los Angeles
Cocina De Vuelos, S.A De C.V
Colombian Mountain Coffee Ci Sas
Colombiana De Software Y Hardware
Colsof Sa
Colombiana De Software Y Hardware
Colsof Sa Sucursal El Salvador
Compass Group Services Colombia Sa
Consortio Gss
Coordinadora De Transportes P Y P Sas
Core Advanced Group Sas
Ddb Argentina Sa
Ddb Worldwide Colombia Sas
Decision Consultancy Inc
Distribucion Y Transporte Sa
Doblevia Transporte Sa
Dotakondor Sas
Dumbo Hotel Llc
Ecs Latam Sas
Edgar Devia Garcia
Egon Zehnder Sas
Emsaairport Services Cem
Engine Lease Finance Corporation
Enterprise Services Colombia Sas
Ernst & Young Sas
Facebook Ireland Limited
Fastlinecar S.A.

Federal Aviation Administration
Flying Food Group Llc
Flying Food Group, Llc - Lax
G4S Facility Management Cia Ltda
Ga Telesis Llc
Gate Gourmet Gmbh Deutschland
Gate Group
General Electric Company
Getcom Group
Girag Panama Sa
Global Eagle Entertainment Spain Sl
Global Lounge Av Mia Llc
Goddard Catering Group Guatemala S.A
Goddard Group
Godoy Cordoba Abogados Sas
Goodrich Group
Google Inc
Ground Services International Inc
Grupo Global Legions Sa De Cv
Hansair Logistics Inc
Hazens Investments Llc
Helios Technology & Innovation Sas
Hewlett Packard Colombia Ltda
Honeywell International Inc
Hospitality Doral Llc
Hotel Historico Ig Sa De Cv
Hoteles Sheraton De Argentina S A C
Ibm De Colombia & Cia Sca
Idlewild Realty Llc
Imc Group
Industria Ambiental Sas
Industria Nacional De Gaseosas S A
Industrias Y Confecciones Inducon Sas
Ingenieria En Manualidades Sas
Inversiones Aereas Inversa Sas
Ipsos Napoleon Franco & Cia S A S
Jamaica Civil Aviation Authority
Jeppesen Systems Ab
Kayak Software Corporation
Kpmg Sas
Lasa Sociedad De Apoyo Aeronautico Sa
Leaseworks, Inc
Logisciels Dti Inc
Logistica Group Sas
Longport Chile Sa
Los Angeles World Airports

Lufthansa Group
Mantenimiento Y Servicios Scl Limitada
Mas4 Consultoria Sas
Maximus Global Services Llc
Metropolitan Washington Airports
Mia Bl Hotel Partners Llc
Miami Airport Lessee Llc
Michelin North America Inc
Microsoft Corporation
Morgan Y Morgan
Mudamos Express Ltda
Navblue Sas
Nexsys De Centroamerica Sa De Cv
Nexsys De Colombia Sa
Norton Rose Fullbright
Ofixpres S A S
Omd Colombia S A S
One Handling System Servicios Auxiliares
Ltda
Operadora Hotel Centro Historico S De Rl
De Cv
Oracle Colombia Ltda
Oracle De Centroamerica S.A.
Pacustoms Cia. Ltda.
Panasonic Group
Patrimonios Autonomos Fiduciaria
Bancolombia S.A. Sociedad Fiduciaria
Patrimonios Autonomos Fiduciaria
Bancolombia Sa Sociedad Fiduciaria
Payu Colombia Sas
Pemica Inc
Pourshins, Inc. - Suppliar
Pratt & Whitney Group
Price Water House Coopers Asesores
Gerenciales Ltda
Prointec Colombia
Pros Revenue Management Inc
Pros Revenue Management Lp
Qualtrics Llc
Rafael Espinosa G Y Cia Sas
Ral Splitter Lp - DbA Aero Miami Ii Llc
Ramirez Arana Y Compania Ltda
Representaciones Del Mundo Sas
Repremundo
Ricoh Colombia Sa
Rockwell Collins Inc & Subsidiaries

Rohr Inc
Rolls Royce Plc
Ropes And Gray Llp
Safran Group
Sap Colombia Sas
Sb Hotels Spain Sl
Securitas Group
Servicios Aeroportuarios Integrados Sai Sas
Servipallet Sa
Siato
Sinagri, S.A De C.V.
Sistemas Eficientes Sa
Sistemas Eficientes, S.A.
Sociedad Aeroportuaria De La Costa Sa
Sociedad Operadora De Aeropuertos Centro
Norte Sas
Sodexo Costa Rica Sociedad Anonima
Sodexo Pass Peru Sac
Sodexo S A S
Steigenberger Hotel Ag
Swissport Group
Swissport Usa, Inc.
Talma Group
Tcs Solution Center Sucursal Colombia
Tecnologias Unidas S.A De C.V
The Port Authority Of Ny & Nj
The Winterbotham Trust Company Limited
Ti724 Sas
Tom Bradley International Terminal
Equipment Company-Tbitec
Total Airport Services Inc
Total Airport Services Llc
Transportes Especiales A&S Sas
Transportes Especiales Edquios Sas
Trivento Bodegas Y Vinedos Sa
Unidad Administrativa Especial De
Aeronautica Civil
Union Temporal Coopava -Xps Cargo Sas -
Transporte
Unisys De Colombia Sa
Unisys Del Peru
Ups Servicios Expresos Sas
Upsky San Francisco Airport Hotel Llc
Us Security Associates Inc
Vedder Price P.C.
Vedder Price Pte Ltd

Viña Undurraga S A
White & Case Llp
Wm Wireless & Mobile Sas
Worldwide Flight Services
Worldwide Flight Services Inc

Potential Lien Claimants

A Y P International Services Sapi De Cv
Aar Aircraft Component Services
Aar Landing Gear Llc
Aba Air Group Llc
Absa Aerolineas Brasilenas Sa
Agencia De Aduana Jkm
Agencia De Aduana Zeta
Agencia De Aduanas Aviatur Sa Nivel 1
Agencia De Aduanas Siaco Sas Nivel 1
Agencia Warren, S. De R.L. De C.V.
Air Cost Control Usa Llc
Airbus Americas Customer Services, Inc
Airbus Helicopters Inc
Aj Levin Company Inc
Aj Walter Aviation
Ajw Technique Inc
Alaris Aerospace Systems Llc
All Security Sis Ltda
Alonso Miranda
Alpha And Omega Calibration Services Llc
Alpha Brokers Corp
Ametek D.B.A. Drake Air
Amsafe Inc
Ancra International Llc
Araujo Ibarra Consultores Internacionales
Sas
Ariesa
Arquitectura + Ingenieria Sas
Arquitectura Y Senalizacion
Atr Americas Inc
Aviation Chemical Solutions Inc
Aviation Instruments Repair
Aviation Instruments Repair Specialists
Aviation Metals Inc
Aviotrade Inc
Barfield Inc
Be Aerospace Inc
Be Aerospace Inc Netherlands
Boeing Distribution Inc

Boeing Distribution Services Inc
Bollore Logistics Colombia Sas
Bollore Logistics Usa Inc
Bombardier Services Corporation
Bridgestone Aircraft Tire Usa Inc
Buen Tipo
Cariports Sa
Certified Aviation Services Llc
Coningenio
Coningenio- Mobiliario
Coningenio- Obra Civil
Consorcio Gss
Dibreli
Diehl Aerospace Inc
Display Sistem
Eastern Aeromarine
Espacion Urbanos
Etihad Aviation Group
Exxonmobil Oil Corp
F&E Aircraft Maintenance Dallas Llc
Fedex Express
Fedex Freight
G4S
Ga Telesis Llc
General Electric Company
Geven Spa
Girag Panama S A
Global Technik DbA Flugel
Goodrich Actuation Systems Sas
Goodrich Aerospace Wheels And Brakes
Goodrich Control Systems
Goodrich Corporation
Goodrich Corporation Repair Station
Goodrich Interiors Cargo Systems
Goodrich Interiors Evacuation System
Goodrich Interiors Specialty Seating
Goodrich Light Systems Gmbh
Goodrich Messier Inc
Goodyear International Corporation
Grupo Arquitectos
Gya
Hamilton Sundstrands Corporation
Hansair Logistics Inc
Heico Component Repair Group
Hmv
Honeywell International Inc

Iae International Aero Engines Ag Iae
Illuminair Support, Corp.
Ils Cargo
Ingemec
Insercor
Integrated Supplier Alliance, Llc (Isa)
Intertrade A Rockwell Collins Company
Jet Aircraft Maintenance Inc
Jet International
Jet International Company L.L.C.
Kellstrom Commercial Aerospace Inc
Kirkhill Aircraft Parts Co (Proponent)
Lasa Sociedad De Apoyo Aeronautico Sa
Liebherr Aerospace Saline Inc
Lufthansa Technik Ag
Mankiewicz Coatings Llc
Mantenimiento Y Servicios Scl Spa
Mantilco S.A.
Mantomain Cia Ltda
Marlen Teresa Adad Strainz
Meggitt Safety Systems
Miami Aerospace
Michelin North America Inc
Mingo Aerospace Llc
Montajes Savart
Msac, S.A
Mvp International Freight System Inc
Mvp Transportation Logistics Inc
Omnigas Systems Inc.
Pacustoms
Panasonic Avionics Corporation
Parker Hannifin Corporation
Peerless Aerospace Fastener Corp
Pi Proyectos Integrales
Pratt & Whitney Canada Corp
Pratt & Whitney Components Solution
Prdesoto International Inc
Premier Customs
Preveo
Professional
Prointec Colombia
Proyectos Integrales
Recaro Aircraft Seating Americas Inc
Roberto Adrian Milani
Rockwell Collins Inc & Subsidiaries
Rohr Aero Services, Llc

Rohr Inc
Rolls Royce Plc
Rtm
Safran Aerosystems Services Americas Llc
Safran Aircraft Engine
Safran Cabin Catering Inc
Safran Cabin Inc
Safran Electronics And Defense Avionics
Usa Llc
Safran Landing Systems
Safran Landing Systems Mro
Safran Landing Systems Services Americas
Safran Landing Systems- W&B
Safran Landing Systems-Landing Gear
Safran Nacelles
Safran Seat France
Safran Seat Us
Satair Usa Inc
Seal Dynamics Llc
Sky Mart Sales Corporation
Spantech
Sterling Courier
Sts Component Solutions Llc
Summit Aerospace Inc
Swissport Usa Inc.
Tek Peru
Telair International Gmbh
Thales Avionics Inc
The Boeing Company
Topcast Aviation Usa, Inc.
Tyco
Unical Aviation Inc.
United Aerospace Corporation
Vortex Aviation Maintenance Inc
Wencor Llc
Wesco Aircraft Hardware Corporation
Western Overseas Corp
Wright International Ams Inc.

Credit Card Processors

Administradora de Tarjetas de Credito y
Banco Pichincha C.A.
American Express Payment Services
Limited
American Express Travel Related Services

Company, Inc.
Aruba's Bank
ATCAN
Austro
BAC International Bank
Bancard
Banco Colpatría Multibanca Colpatría S.A.
Banco Davivienda S.A.
Banco de Bogotá NY
Banco de Bogotá S.A.
Banco de Occidente
Banco del Austro S.A.
Banco Maduro
Banco Santander S.A.
Bancolombia
Caixabank S.A.
Cardnet
Cielo
Citibank, N.A
Clave Panama
Colpatría
Comercia Global Payments EP, SL
Compañía de Procesamiento de Pago de
Guatemala
Compañía de Servicios Conexos Expressnet
S.A.C
Consorcio de Tarjetas Dominicanas S.A.
Credomatic
Davivenda
Diners Club del Ecuador S.A.
El Banco Internacional del Perú
Elavon/Ingenico
Fiduciaria Bogotá S.A.
FINCIMEX Financiera Cimex S.A.
First Data
Guayaquil
Interdin/DC

La Caixa
Linkser
OCA
Optar
Pacifcard
Pichincha
Prismamp
Produbanco
Procesos MC
Redecard
Santander
Sociedad Financiera, Interdim S.A.
Tarjetas Banamex S.A. de CV
Trans American Airlines
Transbank S.A.
USA VFlow Limited
USAVFLOW (Cayman Islands)
Visanet

Export Credit Agencies

AuslandsGeschäftsAbsicherung der
Bundesrepublik Deutschland
Euler Hermes Aktiengesellschaft
Brazilian Development Bank (BNDES)
Seguradora Brasileira de Crédito à
Exportação S.A. (SBCE)
Bpifrance Assurance Export
The State of the French Republic
Compagnie Française d'Assurance pour le
Commerce Extérieur
Servizi Assicurativi del Commercio Estero
S.p.A. (SACE S.p.A.)
The Secretary of State of Her Britannic
Majesty's Government acting by the Export
Credits Guarantee Department (operating as
UK Export Finance)

Schedule 2

**Disclosure of Morrison & Foerster LLP (“Morrison & Foerster”)
of Current and Prior Representations of Interested Parties**

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
ACCENTURE LTDA	TOP 100 UNSECURED CREDITORS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS’ CHAPTER 11 CASES
ACCIONA SA	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS’ CHAPTER 11 CASES
ACTS AVIATION SECURITY INC	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS’ CHAPTER 11 CASES
AEGON	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS’ CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
ALLIED	FUEL SUPPLIERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ALONSO, RAFAEL	CURRENT/FORMER DIRECTORS AND OFFICERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
APPLE BANK	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BANCO CENTRAL DEL URUGUAY	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BANCO DE CHILE	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
BANCO POPULAR	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BANCO SANTANDER	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BANK OF AMERICA MERRILL LYNCH	DERIVATIVE PARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BANK OF AMERICA NA	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
BANK OF AMERICA NA LONDON BRANCH	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BANKUNITED NA	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BARCLAYS	TOP 100 UNSECURED CREDITORS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BARCLAYS BANK PLC	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BBVA	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
BE AEROSPACE INC	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BLACKROCK INC	SIGNIFICANT EQUITYHOLDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BNP PARIBAS	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
BOMBARDIER SERVICES CORP	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
BURNHAM STERLING & COMPANY LLC	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
CALIFORNIA, STATE OF	TAXATION AUTHORITIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
CHEVRON	FUEL SUPPLIERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
CITIBANK	DERIVATIVE PARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
CITIBANK NA	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
COLPATRIA	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
CORE ADVANCED GROUP SAS	Significant Vendors and Contract Counterparties	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
CREDIT AGRICOLE	TOP 100 UNSECURED CREDITORS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
CREDIT AGRICOLE CORPORATE	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
CREDIT INDUSTRIEL ET COMMERCIAL	AIRCRAFT LENDERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
DEUTSCHE BANK	BANKS, LENDERS, AGENTS AND TRUSTEES AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
DEVELOPMENT BANK OF JAPAN	BANKS, LENDERS, AGENTS AND TRUSTEES AIRCRAFT LENDERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
DIMENSIONAL FUND ADVISORS LP	SIGNIFICANT EQUITYHOLDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ENGINE LEASE FINANCE CORPORATION	TOP 100 UNSECURED CREDITORS SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
ERNST & YOUNG SAS	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
EXXON	FUEL SUPPLIERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
EXXONMOBIL OIL CORP	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
FACEBOOK IRELAND LTD	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
FEDERAL EXPRESS	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
G4S	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
GENERAL ELECTRIC CO	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
GOLDMAN SACHS & CO	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
HEWLETT PACKARD COLOMBIA LTDA	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
HONEYWELL INTERNATIONAL INC	TOP 100 UNSECURED CREDITORS SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
HSBC BANK	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ICBC	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ING	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ITAU	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
J P MORGAN	BANKS, LENDERS, AGENTS AND TRUSTEES TOP 100 UNSECURED CREDITORS DERIVATIVE PARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
J P MORGAN EUROPE LTD	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
LOS ANGELES WORLD AIRPORTS	SIGNIFICANT VENDORS AND COUNTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
MACQUARIE	DERIVATIVE PARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
MASSACHUSETTS MUTUAL LIFE INSURANCE CO	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
MORGAN STANLEY	BANKS, LENDERS, AGENTS AND TRUSTEES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
MUTUAL OF OMAHA	INSURANCE PROVIDERS & BROKERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
NATIXIS	TOP 100 UNSECURED CREDITORS AIRCRAFT LENDERS LETTERS OF CREDIT	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
NEW YORK LIFE INSURANCE CO	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
NORTON ROSE FULBRIGHT LLP	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
NOVUS	AIRCRAFT LENDERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
PANASONIC AVIONICS CORP	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
PANASONIC GROUP	SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
PRATT & WHITNEY CANADA CORP	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
PRATT & WHITNEY GROUP	TOP 100 UNSECURED CREDITORS SIGNIFICANT VENDORS AND CONTRACT COUNTERPARTIES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
PRICE WATER HOUSE COOPERS ASESORES GERENCIALES LTDA	UNION REPRESENTATIVES	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
RENAISSANCE TECHNOLOGIES LLC	SIGNIFICANT EQUITYHOLDERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ROCKWELL COLLINS INC	Significant Vendors and Contract Counterparties	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
SAFRAN AEROSYSTEMS SERVICES AMERICAS LLC	POTENTIAL LIEN CLAIMANTS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
SUMITOMO MITSUI BANK LTD	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
SUMITOMO MITSUI BANKING CORP	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
SUMITOMO MITSUI TRUST BANK LIMITED	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
TD BANK NA	BANKS, LENDERS, AGENTS AND TRUSTEES AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
TORONTO DOMINION BANK	BANKS, LENDERS, AGENT	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
UNICAL AVIATION INC	Potential Lien Claimants	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
US BANK	BANKS, LENDERS, AGENTS AND TRUSTEES AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES

ENTITY NAME SEARCHED	CATEGORY OF PARTY IN INTEREST	RELATIONSHIP TO FIRM
WELLS FARGO BANK NA	AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
WILLIS TOWERS WATSON	INSURANCE PROVIDERS & BROKERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
WILMINGTON SAVINGS FUND SOCIETY FSB	AIRCRAFT LENDERS	MORRISON & FOERSTER HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
WILMINGTON TRUST CO	BANKS, LENDERS, AGENTS AND TRUSTEES AIRCRAFT LESSORS (FINANCIAL) AIRCRAFT LENDERS	MORRISON & FOERSTER CURRENTLY REPRESENTS THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES
ZURICH	INSURANCE PROVIDERS & BROKERS	MORRISON & FOERSTER CURRENTLY REPRESENTS AND HAS IN THE PAST REPRESENTED THIS ENTITY AND/OR CERTAIN AFFILIATES AND/OR SUBSIDIARIES OF THIS ENTITY IN MATTERS WHOLLY UNRELATED TO THE DEBTORS' CHAPTER 11 CASES