

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

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: In re: : Chapter 11
: :
: AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 (MG)
: :
: Debtors. : (Jointly Administered)
: :
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**SECOND SUPPLEMENTAL DECLARATION OF PETER BARLOW IN SUPPORT OF
DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO SECTION 327(e) OF
THE BANKRUPTCY CODE AUTHORIZING AND APPROVING EMPLOYMENT AND
RETENTION OF SMITH, GAMBRELL & RUSSELL, LLP AS SPECIAL AVIATION
COUNSEL TO THE DEBTORS EFFECTIVE *NUNC PRO TUNC* TO PETITION DATE**

I, Peter Barlow, hereby declare:

1. I am a partner of Smith, Gambrell & Russell, LLP ("SGR"), a law firm with offices in multiple cities, including Atlanta, Georgia, New York, New York, and Austin, Texas. I am a member in good standing of the bars of Georgia, New York, and Texas, and there are no disciplinary proceedings pending against me.

2. I am duly authorized to make this second supplemental declaration (this "Second Supplemental Declaration") in the cases of the above-captioned debtors (collectively, the

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



“Debtors”) in further support of the *Debtors’ Application for an Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing and Approving Employment and Retention of Smith, Gambrell & Russell, LLP as Special Aviation Counsel to the Debtors Effective Nunc Pro Tunc to Petition Date* (the “Application”) [Docket No. 181] filed on May 28, 2020, and as a supplement to the disclosures set forth in my original declaration dated May 28, 2020 (the “Initial Declaration”), filed as an attachment to the Application, and the *Supplemental Declaration of Peter Barlow in Support of Debtors’ Application for an Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing and Approving Employment and Retention of Smith, Gambrell & Russell, LLP as Special Aviation Counsel to the Debtors Effective Nunc Pro Tunc to Petition Date* [Docket No. 233] (the “First Supplemental Declaration”) pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”). The statements set forth below are based upon my personal knowledge or discussions with other partners, counsel, and associates of SGR.

3. In connection with the Application, I submit this Second Supplemental Declaration to provide additional disclosures in accordance with Bankruptcy Rule 2014 and the *Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing and Approving Employment and Retention of Smith, Gambrell & Russell, LLP as Special Aviation Counsel to the Debtors Effective Nunc Pro Tunc to Petition Date* [Docket No. 263], entered on June 9, 2020. Unless otherwise stated in this Second Supplemental Declaration, I have personal knowledge of the matters set forth herein.

4. Set forth on **Schedule 1**, annexed hereto, is a supplemental listing of additional parties in interest (the “Searched Parties” and each, a “Searched Party”) in these Chapter 11 Cases that (i) have been identified by the Debtors that were not included in the Initial Declaration, or the First Supplemental Declaration and that have been searched by SGR since the filing of the Initial Declaration and the First Supplemental Declaration; and (ii) in one case, FPG (FPG Amentum), was included on the list in the Initial Declaration, but at a time when FPG Amentum, which has since become a client, was not a client of SGR.

5. Except as otherwise noted in this Second Supplemental Declaration, the Initial Declaration, and the First Supplemental Declaration, to the best of my knowledge, (i) SGR does not hold or represent any interest adverse to the Debtors or the estates with respect to the matters on which SGR has been retained and (ii) SGR and its partners and employees have no connection to the Debtors, their creditors, or other parties in interest except as set forth in the Initial Declaration, the First Supplemental Declaration and this Second Supplemental Declaration.

6. Following a review of the reports generated after running a conflicts check, no attorney at SGR presently represents any of the Searched Parties, except as detailed below: set forth on **Schedule 2** annexed hereto is a list of those Searched Parties from **Schedule 1** that SGR either (i) currently represents (or represents a related party thereto) (the “Current Clients”) in matters wholly unrelated to these Chapter 11 Cases, and/or (ii) has in the past two (2) years represented (or represented a related party thereto) in matters wholly unrelated to these Chapter 11 Cases.

7. The foregoing constitutes a supplemental statement of SGR pursuant to section 327 and Rule 2014. SGR will continue to periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or disqualifying circumstances exist or arise. If any

new relevant facts or relationships are discovered or arise, SGR will use reasonable efforts to identify such further developments and will promptly file a further supplemental declaration.

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

Dated: September 2, 2020

/s/ Peter B. Barlow
Peter B. Barlow

Schedule 1

Supplemental listing of additional parties that have been identified by the Debtors and were not included in the Initial Declaration or the First Supplemental Declaration:

TATA CONSULTANCY SERVICES LIMITED
ADVENT INTERNATIONAL COLUMBIA S.A.S.
AI LOYALTY (CAYMAN) LIMITED
CITADEL ADVISORS, LLC
STS AVIATION GROUP, INC.
APF 1 PROJEKT NR. 11 GMBH
APF 3 PROJEKT NR. 2 GMBH
JEFFERSON /HARRIS COUNTY
ORACLE AMERICA, INC.
DELAWARE TRUST COMPANY
LIBERTY SEGUROS SA
UNITED AIRLINES, INC.
AMADEUS IT GROUP, S.A.
UNISYS DE CENTRO AMERICA L.L.C
KELLY TRACTOR COMPANY
MENZIES AVIATION (UK) LIMITED
MUGBANK LTD.
DASI LLC
REPUBLIC OF COLOMBIA
AIRLINES REPORTING CORPORATION
SODEXO OPERATIONS, LLC
SODEXO, INC.
SECURITAS S.A.C.
SECURITAS ECUADOR CIA LTDA
SECURITAS COLOMBIA S.A.
GLOBAL SECURITY CONSULTING GROUP, INC.
SECURITAS AIRLINE SERVICES GMBH & CO KG
SECURITAS S.A.
KINGSLAND INTERNATIONAL GROUP, S.A.
UNITED STATES FIRE INSURANCE COMPANY
MICROSOFT ONLINE, INC.
MICROSOFT LICENSING, GP
BAC SALVADOR
CREDOMATIC OF FLORIDA, INC.
TAMWHEEL AVIATION FUNDING L.P.
MC ENGINE LEASING LTD
BANK UNITED N.A.

Professionals

ARNOLD & PORTER KAY SCHOLER LLP
AUDREY STRAUSS, Acting United States Attorney

BALLARD SPAHR LLP
BARNES & THORNBURG LLP
BOND, SCHOENECK & KING, PLLC
BROWN & CONNERY, LLP
BRYAN CAVE LEIGHTON PAISNER LLP
BUCHALTER, A PROFESSIONAL CORPORATION
CADWALADER, WICKERSHAM & TAFT LLP
CARLTON FIELDS, P.A.
CHIESA SHAHINIAN & GANTOMASI PC
CLIFFORD CHANCE LLP
CULLEN AND DYKMAN LLP
DAVID R. SOFTNESS P.A.
DAVIS POLK LLP
DEBEVOISE & PLIMPTON LLP
DECHERT LLP
DORSEY & WHITNEY LLP
EVERCORE INC.
EVERSHEDS SUTHERLAND (US) LLP
FOLEY & LARDNER LLP
FOX ROTHSCHILD LLP
HAHN & HESSEN LLP
HINCKLEY, ALLEN & SNYDER LLP
HOLLAND & KNIGHT LLP
JEFFERIES GROUP LLC
KASOWITZ BENSON TORRES LLP
KELLEY DRYE & WARREN LLP
LATHAM & WATKINS LLP
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP
MARKOWITZ, RINGEL, TRUSTY & HARTOG, P.A.
MAYER BROWN LLP
MCELROY, DEUTSCH, MULVANEY & CARPENTER, LLP
MORRISON & FOERSTER LLP
NORTON ROSE FULBRIGHT US LLP
PAUL HASTINGS LLP
PERELLA WEINBERG PARTNERS L.P.
PERKINS COIE LLP
PILLSBURY WINTHROP SHAW PITTMAN LLP
PORT AUTHORITY LAW DEPARTMENT
PRYOR CASHMAN LLP
REED SMITH LLP
SHAWN M. CHRISTIANSON, ESQ.
SIDLEY AUSTIN LLP
SIMPSON THACHER & BARTLETT LLP
SIRLIN LESSER & BENSON, P.C.
SQUIRE PATTON BOGGS (US) LLP
STEVENS & LEE, P.C.

TRAURIG LAW LLC
VEDDER PRICE P.C.
WARNER NORCROSS + JUDD LLP
WEIL, GOTSHAL & MANGES LLP
WHITE & CASE LLP
WHITE AND WILLIAMS LLP
STEPHEN CHA-KIM, Assistant United States Attorney

New client of Smith, Gambrell & Russell, LLP as of August 2020 that was not included in the Initial Declaration or the First Supplemental Declaration:

FPG AMENTUM LIMITED

Schedule 2

Schedule of Searched Parties and/or certain related parties that Smith, Gambrell & Russell, LLP currently represents, or has in the past represented, in matters unrelated to these Chapter 11 Cases

Searched Party	Relationship
United Airlines, Inc.	Client in matters wholly unrelated to these Chapter 11 Cases
Liberty Seguros SA	An affiliate of a client in matters wholly unrelated to these Chapter 11 cases
FPG Amentum Limited	Client in matters wholly unrelated to these Chapter 11 Cases