

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

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In re: : Chapter 11  
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AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup> : Case No. 20-11133 (MG)  
:  
Debtors. : (Jointly Administered)  
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**THIRD SUPPLEMENTAL DECLARATION OF MICHAEL G. MCGOVERN IN  
FURTHER SUPPORT OF APPLICATION OF DEBTORS FOR AUTHORITY  
TO RETAIN AND EMPLOY ROPES & GRAY LLP AS SPECIAL  
GOVERNMENT INVESTIGATIONS COUNSEL TO THE  
DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Michael G. McGovern, under penalty of perjury, declare as follows:

1. I am a partner with the firm of Ropes & Gray LLP ("Ropes & Gray"). Ropes & Gray is a law firm of approximately 1,400 attorneys with offices in New York, Washington, D.C., Boston, Chicago, San Francisco, Silicon Valley, London, Hong Kong, Shanghai, Tokyo, and Seoul. My principal office is located at 1211 Avenue of the Americas, New York, NY 10036. I am an attorney at law admitted to practice in the District of Columbia and the State of New York. There are no disciplinary proceedings pending against me.

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



2. I am duly authorized to make this third supplemental declaration in further support of the *Application of Debtors for Authority to Retain and Employ Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date*, [Docket No. 180] (the “Application”)<sup>2</sup> filed on May 28, 2020 and as a supplement to (i) the *Declaration of Michael G. McGovern in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date* (the “Initial Declaration”), filed as an attachment to the Application, (ii) the *Supplemental Declaration of Michael G. McGovern in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date* [Docket No. 451] (the “First Supplemental Declaration”), and (iii) the *Second Supplemental Declaration of Michael G. McGovern in Further Support of Application of Debtors’ for Authority to Retain and Employ Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date* [Docket No. 698] (the “Second 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 Rules”), effective as of the Petition Date. The statements set forth below are based upon my personal knowledge or discussions with other partners, counsel, and associates of Ropes & Gray.

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<sup>2</sup> Capitalized terms shall have the meanings ascribed in the Application unless otherwise defined herein.

3. In connection with the Application, I submit this supplemental declaration (the “Third Supplemental Declaration”) to provide additional disclosures in accordance with Bankruptcy Rule 2014 and the *Order Authorizing the Retention and Employment of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors Effective as of the Petition Date* [Docket No. 476], entered on July 15, 2020. Unless otherwise stated in this Third 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 have been identified by the above captioned debtors and debtors-in-possession (collectively, the “Debtors”), which were not included in the Initial Declaration, the First Supplemental Declaration, or the Second Supplemental Declaration, and that have been searched by Ropes & Gray since the filing of the Initial Declaration, the First Supplemental Declaration, and the Second Supplemental Declaration.

5. Except as otherwise noted in this Third Supplemental Declaration, the Initial Declaration, the First Supplemental Declaration, and the Second Supplemental Declaration, to the best of my knowledge, (i) Ropes & Gray does not hold or represent any interest adverse to the Debtors or the estates with respect to the matters on which Ropes & Gray has been retained and (ii) Ropes & Gray 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, the Second Supplemental Declaration, and this Third Supplemental Declaration.

6. Following a review of the reports generated after running a conflicts check, no attorney at Ropes & Gray presently represents any of the Searched Parties, except as detailed below:

- a) Set forth on **Schedule 2** annexed hereto is a list of those Searched Parties from **Schedule 1** that Ropes & Gray 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 years represented (or represented a related party thereto) in matters wholly unrelated to these Chapter 11 Cases. No entity set forth on **Schedule 2** accounted for an amount greater than 1.0% of the net revenue of Ropes & Gray in 2019 or of the firm’s net revenue thus far in 2020.
- b) Ropes & Gray is a member of the Attorneys’ Liability Assurance Society, Inc. (“ALAS”), which provides malpractice and other insurance services to its member law firms. Additionally, certain firms that currently or have previously provided legal services to the Debtors or are adverse to the Debtors in litigation matters are also members of ALAS, including (i) Ballard Spahr LLP (ii) Barnes & Thornburg LLP, (iii) Carlton Fields, P.A., (iv) Foley & Lardner LLP, (v) Fox Rothschild LLP, (vi) Hinckley, Allen & Snyder LLP, (vii) Mayer Brown LLP, (viii) Perkins Coie LLP, (ix) Pillsbury Winthrop Shaw Pittman LLP, (x) Vedder Price P.C., (xi) Warner Norcross & Judd LLP.

7. The foregoing constitutes a supplemental statement of Ropes & Gray pursuant to section 327 and Rule 2014. Ropes & Gray 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, Ropes & Gray will use reasonable efforts to identify such further developments and will promptly file a further supplemental declaration.

*[Remainder of page intentionally left blank]*

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

Executed on September 3, 2020

/s/ Michael G. McGovern

Michael G. McGovern  
Partner

**SCHEDULE 1**

**Schedule of Searched Parties**

ARNOLD & PORTER KAYE 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 & GIANTOMASI 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  
JEFFRIES 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  
PERKINS COIE LLP  
PERELLA WEINBERG PARTNERS L.P.  
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

**SCHEDULE 2**

**Schedule of Searched Parties and/or certain related parties that Ropes & Gray currently represents, or has in the past represented, in matters unrelated to these Chapter 11 Cases**

<b>Searched Party</b>	<b>Relationship</b>
Jeffries Group LLC	Client in matters wholly unrelated to these Chapter 11 Cases
Evercore Inc.	Client in matters wholly unrelated to these Chapter 11 Cases
Perella Weinberg Partners LP	Client in matters wholly unrelated to these Chapter 11 Cases