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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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
)	
)	
AVIANCA HOLDINGS S.A., <i>et al.</i> ,)	
)	
Plaintiffs,)	
)	
v.)	Adv. Proc. No.: 20-01189 (MG)
)	
USAVFLOW LIMITED,)	
)	
Defendant.)	

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.



**USAV SECURED LENDER GROUP’S JOINDER TO MOTION
TO DISMISS THE COMPLAINT PURSUANT TO BANKRUPTCY
RULE 7012 OR IN THE ALTERNATIVE TO STAY PROCEEDING
PENDING APPEAL OF REJECTION ORDER**

The group of secured lenders (the “USAV Secured Lender Group”)² under the Loan Agreement, dated as of December 12, 2017 (as amended, amended and restated, supplemented, or otherwise modified from time to time, the “Loan Agreement”), by and among USAVflow Limited, as borrower, certain Debtors, as guarantors, the financial institutions comprising the USAV Secured Lender Group, as lenders, and Citibank, N.A., as administrative agent and collateral agent, by and through its undersigned counsel, hereby submits this joinder (the “Joinder”) to the *Motion to Dismiss the Complaint Pursuant to Bankruptcy Rule 7012 or in the Alternative to Stay Proceeding Pending Appeal of Rejection Order* (the “Motion to Dismiss”) [ECF 11]. The USAV Secured Lender Group, an Intervenor to these proceedings pursuant to the stipulation entered by this Court on September 23, 2020 (ECF 10), joins in the arguments raised in the Motion to Dismiss and, for the reasons set forth in the Motion to Dismiss, respectfully requests that the Court dismiss the Complaint, or, in the alternative, stay the recharacterization proceeding, and grant such other and further relief as is just and proper.

September 25, 2020
New York, New York

Respectfully submitted,

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By: /s/ Glenn M. Kurtz

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² The USAV Secured Lender Group is composed of the following members: Deutsche Bank AG, London Branch; Bank United N.A.; Banco de Credito del Peru, Miami Agency; First Citizens Bank Limited; Metrobank S.A.; Prival Bank S.A.; Moneda Latinoamerica Deuda Local Fondo de Inversion; and Moneda Deuda Latinoamericana Fondo de Inversion.

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