

Presentment Date and Time: December 11, 2020 at 12:00 PM (prevailing Eastern Time)
Objection Deadline: December 9, 2020 at 4:00 PM (prevailing Eastern Time)

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*Counsel for Debtors and
Debtors-In-Possession*

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

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

**NOTICE OF PRESENTMENT OF ORDER ON DEBTORS'
APPLICATION FOR ENTRY OF ORDER AUTHORIZING EMPLOYMENT
AND RETENTION OF OLIVER WYMAN, INC. AND OLIVER WYMAN
SERVICES LIMITED AS STRATEGIC ADVISOR**

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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



PLEASE TAKE NOTICE that on July 1, 2020, the Debtors filed their *Application for Entry of Order Authorizing Employment and Retention of Oliver Wyman, Inc. and Oliver Wyman Services Limited as Strategic Advisor* (the “Application”), which sought approval of the Debtors’ retention of Oliver Wyman, Inc. and Oliver Wyman Services Limited (collectively, “OW”) pursuant to the terms of the parties’ June 5, 2020 engagement letter (the “Engagement Letter”).²

PLEASE TAKE FURTHER NOTICE that on July 15, 2020, the Court held a hearing on the Application, and declined to approve the Application based upon the scope of the search conducted for connections with Potential Parties In Interest. The Court requested that OW: (i) expand the scope of the search to include OW’s parent company, Marsh & McLennan Companies, Inc. and its affiliated entities; and (ii) work with the Office of the United States Trustee (the “U.S. Trustee”) to confirm the expanded search was sufficient. OW conducted an expanded search in accordance with the Court’s direction and provided the U.S. Trustee with a draft of the supplemental declaration in support of the Application (the “Supplemental Declaration”), which detailed the results of OW’s expanded search.³

PLEASE TAKE FURTHER NOTICE that effective as of August 15, 2020, OW and the Debtors entered into an addendum (the “Addendum”)⁴ to the Engagement Letter, which seeks to expand the scope of OW’s retention to assist in implementing the Debtors’ restructuring strategy and achieve significant cost reductions (the “Phase 3 Services”). The Addendum provides that OW will be compensated for the Phase 3 Services pursuant to the following fee schedule (the “Phase 3 Fees”):

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

³ A copy of the executed Supplemental Declaration is attached hereto as Exhibit A.

⁴ A copy of the Addendum is attached hereto as Exhibit B.

<u>Payment Date</u>	<u>Fee</u>
September 15, 2020	\$1,000,000
October 15, 2020	\$1,000,000
November 15, 2020	\$1,000,000
December 15, 2020	\$1,639,750
January 15, 2021	\$1,639,750
February 15, 2021	\$1,639,750
March 15, 2021	\$1,639,750

The aggregate amount of the foregoing payments (\$9,559,000) includes the application of the \$900,000 reduction set forth in the Engagement Letter. Notwithstanding anything in the Addendum to the contrary, all Phase 3 Fees incurred while the Debtors remain debtors-in-possession shall be subject to all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Orders of the Court.

PLEASE TAKE FURTHER NOTICE that the proposed order (the “Proposed Order”), with a redline against the as-filed version attached hereto as Exhibit C, will approve the Application, including the expanded scope set forth in the Addendum. The Proposed Order will be presented to the Honorable Judge Martin Glenn, United States Bankruptcy Judge for the Southern District of New York, Room 501, One Bowling Green, New York, New York, 1004 on **December 11, 2020 at 12:00 p.m.** (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that any objections or responses to the relief requested in the Application, the Addendum or the Proposed Order shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47] (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>) by **December 9, 2020, at 4:00 p.m. prevailing Eastern Time**; and (d) be promptly served on the following parties: (i) the Chambers of the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (ii) the Debtors, c/o Richard Galindo (richard.galindo@avianca.com); (iii) Milbank LLP, 55 Hudson Yards, New York, New York 10001, Attn: Evan R. Fleck, Esq. and Gregory A. Bray, Esq. (efleck@milbank.com and gbray@milbank.com), counsel for the Debtors; (iv) Morrison & Foerster LLP, 250 West 55th Street New York, NY 10019, Attn. Brett H. Miller, Esq. and Todd M. Goren, Esq. (brettmiller@mofo.com and tgoren@mofo.com), counsel to the Official Committee of Unsecured Creditors; (v) William K. Harrington, U.S. Department of Justice, Office of the U.S. Trustee, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Brian Masumoto, Esq. and Greg Zipes, Esq.; (vi) the Securities and Exchange Commission, 100 F Street, NE, Washington, D.C. 20549; and (vii) the Federal Aviation Administration, 800 Independence Ave., S.W. Washington, DC 20591, Attn: Office of the Chief Counsel.

PLEASE TAKE FURTHER NOTICE that, if no objections are received by the Objection Deadline, the Court may enter the Proposed Order without further notice.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed by the Objection Deadline, the Court will notify the Debtors and the objecting parties of the date and time of the hearing with respect to the Application and the Debtors’ obligation to notify all parties entitled to receive notice. The Debtors and any objecting parties are required to attend the hearing

in accordance with General Order M-543 (which can be found at <http://www.nysb.uscourts.gov>), and failure to attend may result in relief being granted or denied upon default.

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 at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

New York, New York Dated:
November 26, 2020

/s/ Evan Fleck
Dennis F. Dunne
Evan R. Fleck
MILBANK LLP
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New York, New York 10001
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*Counsel for Debtors and
Debtors in Possession*

Exhibit A

Supplemental Declaration

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

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

**SUPPLEMENTAL DECLARATION OF TIM
HOYLAND IN SUPPORT OF THE APPLICATION
OF DEBTORS FOR ENTRY OF ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF OLIVER WYMAN, INC.
AND OLIVER WYMAN SERVICES LIMITED AS STRATEGIC ADVISOR**

I, Tim Hoyland, make this declaration pursuant to 28 U.S.C. § 1746 and state as follows:

1. I am a Senior Partner and Co-Head of the Global Aerospace Practice at Oliver Wyman, Inc., a strategic advisory services firm with numerous offices throughout the United States and abroad. I submit this supplemental declaration in the cases of the above-captioned debtors (collectively, the “Debtors”) to supplement the disclosures set forth in my original declaration dated July 1, 2020, which was filed in support of the *Debtors’ Application for Entry of*

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); Nicaragüense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aéreo 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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

Order Authorizing Employment and Retention of Oliver Wyman, Inc. and Oliver Wyman Services Limited as Strategic Advisor [ECF No. 370] (the “Retention Application”).

2. As set forth in the Retention Application and *Declaration of Tim Hoyland In Support of the Retention Application* (the “Initial Declaration”), Oliver Wyman, Inc. and Oliver Wyman Services Limited (collectively, “OW”) conducted a review of its contacts with the Debtors, their affiliates, and certain other parties in interest (“Potential Parties in Interest”) that were made reasonably known to OW. The Debtors organized the Potential Parties in Interest by category, and the categories are listed on Schedule A attached hereto. A search (the “Initial Search”) was performed for connections to the Potential Parties in Interest as to OW and its affiliates within Oliver Wyman Group dating back to January 1, 2017. OW’s review, completed under my supervision, consisted of a query of the Schedule A parties within internal computer databases containing names of current or recent former clients of OW and its affiliates within Oliver Wyman Group. While this review remained underway, a summary of the relationships that OW identified during this process was set forth on Schedule B to the Initial Declaration.

3. OW has subsequently expanded the scope of the search described in the Initial Declaration. Set forth below is a summary of the supplemental search (the “Supplemental Search”) performed by OW, as well as its ultimate parent company, Marsh & McLennan Companies, Inc. (“MMC”), and the three other MMC businesses, Marsh, Mercer and Guy Carpenter (collectively, the “Affiliates”).

4. In connection with the Supplemental Search, OW worked with its Affiliates to review contacts with the Potential Parties in Interest listed on Schedule A. A search was performed for connections to the Potential Parties in Interest as to all Affiliates dating back to January 1, 2017. The Supplemental Search, completed under my supervision, consisted of a query

of the **Schedule A** parties within internal computer databases containing names of the Affiliates' current or recent former clients. Subject to any additional relationships identified at a later date, a summary of the relationships that OW and its Affiliates have identified is set forth on **Schedule B** to this Declaration, which includes the relationships identified during the Initial Search and the Supplemental Search. **Schedule B** also includes OW relationships that were identified after the submission of the Initial Declaration.

5. OW provides the following additional disclosures based upon information gathered during the Supplemental Search and after the submission of the Initial Declaration:

- a. Guy Carpenter has acted as a reinsurance broker with respect to liabilities under certain Directors and Administrators Responsibility policies (*i.e.*, D&O policies) pursuant to which Previsora Seguros (Guy Carpenter's client) is the ceding insurer and one or more of the Debtors are the original insured.
- b. Marsh has advised one or more of the Debtors during the Debtors' Chapter 11 cases in assessing risks and impacts in connection with in-force financial and professional liability, property damage, and liability insurance programs. Marsh has also advised one or more of the Debtors in connection with structuring risk-financing strategies related to the Debtors' directors and officers liability insurance.
- c. Marsh is the broker of record for Aerostar Airport Holdings LLC ("**AAH**"), the operator of the Luis Munoz International Airport in San Juan, Puerto Rico. One or more of the Debtors are listed as an additional insured under AAH's general liability policy.

- d. Marsh assisted Jackson Square Aviation with insurance placement for certain aircraft and aircraft components that were leased to several parties, including one or more of the Debtors.
- e. Mercer has provided, and will continue to provide, actuarial services to one or more of the Debtors in connection with their long-term benefits and pension plans. As of the Petition Date, the Debtors owed Mercer approximately \$84,000 for pre-petition services.
- f. Oliver Wyman Actuarial Consulting, Inc. has provided actuarial services to LifeMiles Ltd. (Bermuda), a non-Debtor affiliate, in connection with actuarial comparisons of breakage projections and an actuarial breakage valuation relating to the Debtors' frequent flyer program.

6. OW and its Affiliates have provided and could reasonably be expected to continue to provide services unrelated to the Debtors' Chapter 11 cases to its current clients in matters involving the individuals and entities listed on **Schedule B**. To the best of my knowledge, and except as set forth herein, OW and its Affiliates have not provided, do not provide, and will not provide services to any of its clients, other than the Debtors, in matters directly related to the Debtors or these cases, nor does OW's involvement in these cases compromise the ability of OW or its Affiliates to continue providing services to their respective clients.

7. Based on the results of its review, OW represents that, to the best of its knowledge, OW knows of no fact or situation that would represent a conflict of interest for OW with regard to the Debtors.

8. OW does not believe that the supplemental disclosures above impact its disinterestedness. Furthermore, as described in the Hoyland Declaration, OW has already agreed

to waive the pre-petition claim in the amount of \$31,576.75 against the Debtors in connection with its retention in these Chapter 11 Cases. I continue to reserve the right to supplement OW's disclosures in the event that OW learns of any additional information that would require disclosure. If any new material relevant facts or relationships are discovered or arise, OW will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

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

Executed on November 26, 2020

OLIVER WYMAN

By: /s/ Tim Hoyland
Name: Tim Hoyland
Title: Senior Partner

Schedule A

Potential Parties in Interest

Debtors

Aero Transporte de Carga Unión, S.A. de C.V.
Aeroinversiones de Honduras, S.A.
Aerovías del Continente Americano S.A. Avianca
Airlease Holdings One Ltd.
America Central (Canada) Corp.
America Central Corp.
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 Loyalty Bermuda Ltd. (Bermuda)
AV Taca International Holdco S.A.
Aviacorp Enterprises, S.A. (Panama)
Avianca Costa Rica S.A.
Avianca Holdings S.A.
Avianca Leasing, LLC
Avianca, Inc.
Avianca-Ecuador S.A.
Aviaservicios, S.A.
Aviateca, S.A.
Avifreight Holding Mexico, S.A.P.I. de C.V.
C.R. Int'l Enterprises, Inc.
Grupo Taca Holdings Limited
International Trade Marks Agency Inc.
Inversiones del Caribe, S.A.
Isleña de Inversiones, S.A. de C.V.
Latin Airways Corp.
Latin Logistics, LLC
Nicaragüense de Aviación, Sociedad Anónima (Nica, S.A.)
Regional Express Américas S.A.S.
Ronair N.V.
Servicio Terrestre, Aéreo y Rampa S.A.
Servicios Aeroportuarios Integrados SAI S.A.S.
Taca de Honduras, S.A. de C.V.
Taca de México, S.A.
Taca International Airlines S.A.
Taca S.A.
Tampa Cargo S.A.S.
Technical and Training Services, S.A. 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)
American Vacations S.A.S. (Colombia)
Atlantic Aircraft Holding Ltd. (Bahamas)
Atlantic Aircraft Holding Two Ltd (Bahamas)
AVA Leasing I, LLC (EEUU – DE)
Aviation Leasing Services (ALS) Investments S.A. (Panama)
AVLog do Brasil Representações Ltda. (Brazil)
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)
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)
Servicios Aeronáuticos Pilotcrew-CR S.A. (Costa Rica)
Southern Equipment Corporation Ltd (Bahamas)
Taca Costa Rica S.A. (Costa Rica)
Tampa Cargo Logistics, Inc. (EEUU-FL)
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 Menéndez
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 Kriete
Francisco S. Aquino
Gina Fonseca
Griselda Carolina Rodriguez Quintana
Gustavo Cadavid
Jose Antonio Gomez
Jairo Burgos de la Espriella
James Leshaw
Jose Ofilio Gurdian
Jose Luis Quiros Cuevas
Juan Mauricio Wurmser
Julian Laverde
Kurt Schosinsky 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 Swiatek
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
Ana Monica Anavitarte Ruiz de Somocurcio
Andres Orlando Osorio Barrera
Arnulfo Antonia Avelar Velado
Brenda Frohlich
Daniel Fernando Piza Malagon
Danilo Correa Sepulveda
Dario Montes Belot
Eduardo Asmar
Eduardo Klepacz
Elisa Esther Murgas de Moreno
Estuardo Jose Ortiz Porras
Federico Carreno Guio
Francisco Antonio Pertierra Perez
Gabriel Silva
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

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.
Rodriguez, 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 de 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
Consortio 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/Serviceirs (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 Davienda
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
Municipalidad de Liberia
Municipalidad de Roatan
Municipalidad de San Jose
Municipalidad de San Pedro Sula
Municipalidad de Tegucigalpa
Municipio de Arauca
Municipio de Juan de Acosta
Municipio de Panama
Oficina Nacional de Administracion Tributaria (ONAT)
Prefeitura Da Cidade Do Rio de Janeiro
Prefeitura Do Municipio de Sao Jose Dos Pinhais
Prefeitura Do Municipio de Sao Paulo
Prefeitura Municipal de Campinas
Prefeitura Municipal de Guarulhos
Secretaria Da Receita Federal Do Brasil
Secretaria de Hacienda de Armenia
Secretaria de Hacienda de Barrancabermeja
Secretaria de Hacienda de Barranquilla
Secretaria de Hacienda de Bello
Secretaria de Hacienda de Bucaramanga
Secretaria de Hacienda de Buenaventura
Secretaria de Hacienda de Buga
Secretaria de Hacienda de Cali
Secretaria de Hacienda de Cartagena
Secretaria de Hacienda de Cartago
Secretaria de Hacienda de Cerete
Secretaria de Hacienda de Chachagui
Secretaria de Hacienda de Chia
Secretaria de Hacienda de Cucuta
Secretaria de Hacienda de Envigado
Secretaria de Hacienda de Florencia
Secretaria de Hacienda de Floridablanca
Secretaria de Hacienda de Giron
Secretaria de Hacienda de Ibague
Secretaria de Hacienda de Ipiales
Secretaria de Hacienda de Itagui
Secretaria de Hacienda de Lebrija
Secretaria de Hacienda de Leticia
Secretaria de Hacienda de Maicao
Secretaria de Hacienda de Manizales
Secretaria de Hacienda de Medellin
Secretaria de Hacienda de Monteria
Secretaria de Hacienda de Neiva
Secretaria de Hacienda de Palmira
Secretaria de Hacienda de Pasto

Secretaria de Hacienda de Pereira
Secretaria de Hacienda de Popayan
Secretaria de Hacienda de Quibdo
Secretaria de Hacienda de Riohacha
Secretaria de Hacienda de Rionegro
Secretaria de Hacienda de Sabaneta
Secretaria de Hacienda de San Andres
Secretaria de Hacienda de Santa Marta
Secretaria de Hacienda de Sincelejo
Secretaria de Hacienda de Sogamoso
Secretaria de Hacienda de Soledad
Secretaria de Hacienda de Tulua
Secretaria de Hacienda de Tumaco
Secretaria de Hacienda de Tunja
Secretaria de Hacienda de Valledupar
Secretaria de Hacienda de Villavicencio
Secretaria de Hacienda de Yopal
Secretaria de Hacienda de Yumbo
Servicio Administrativo de Rentas
Servicio de Impuestos Internos (SII)
Servicio de Impuestos Nacionales (SIN)
Servicio de Rentas Internas (SRI)
Servicio Nacional Integrado de Administracion Aduanera y Tributaria SENIAT
State of California
State of Florida
State of Massachusetts
State of New Jersey
State of New York
State of Virginia
Subsecretaria de Estado de Tributacion (SET)
Superintendencia de Administracion Tributaria
Superintendencia Nacional de Aduanas y de Administracion Tributaria (SUNAT)
Tesoreria de la Federacion (SAT)
Tesoreria Del Distrito Federal (Impuesto Predial)
Tesoreria Del Distrito Federal (Impuesto Sobre Nomina)
Tesoreria Municipal de Antigua Guatemala
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 Kodsels
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.T.A.S.S. Sindicato Nacional de Trabajadores de Transportes, Transformación, Aviacion, 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 Mexico.
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 Software 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 Overy 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
JLT Specialty Limited
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
Consortio 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 Freigh 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
Prcdesoto 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 Colpatria Multibanca Colpatria S.A.

Banco Davivienda S.A.
Banco de Bogota NY
Banco de Bogota 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
Colpatria
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 Peru
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 Francaise d'Assurance pour le Commerce Exterieur
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)

New Parties

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
Delaware Trust Company
United Airlines, Inc.
Amadeus IT Group, S.A.
Unisys de Centro America L.L.C
Alliance Ground International, LLC
Kelly Tractor Company
Menzies Aviation (UK) Limited
MUFG Bank Ltd.
DASI LLC

Schedule B

Connections to Potential Parties in Interest

Connections to Potential Parties in Interest

1. Current or recent clients of OW and its Affiliates on matters related to these Chapter 11 Cases:

Debtors

Avianca Holdings S.A.

2. Debtors who were former clients of OW and its Affiliates on matters unrelated to these Chapter 11 Cases:

Debtors

Aerovías del Continente Americano S.A. - Avianca
Avianca Holdings S.A.
Avianca, Inc.
Avianca Ecuador S.A.
Avianca Costa Rica S.A.
Aviateca S.A.
Isleña de Inversiones, S.A. de C.V.
Regional Express Américas S.A.S.
Servicios Aeroportuarios Integrados SAI S.A.S.
Taca International Airlines S.A.
Taca S.A.
Tampa Cargo S.A.S.

Debtors' Other Names

Aerolíneas Galápagos S.A.
Líneas Aéreas Costarricenses, S.A.
Trans American Airlines S.A.

3. Current or recent clients of OW and its Affiliates on matters unrelated to the Debtors or these Chapter 11 Cases:

Non-Debtors

LifeMiles Ltd. (Bermuda)
Latin Logistics Colombia S.A.S. (Colombia)

Current/Former Directors and Officers

WNS Limited

Banks, Lenders, Agents and Trustees

Alianza Valores S.A.
Banamex

Banco Agricola
Banco de America Central
Banco de America Central S.A.
Banco de Bogota
Banco de Chile
Banco de Credito Del Peru
Banco de la Nacion Argentina
Banco de la Republica Oriental
Banco de Occidente S.A.
Banco Itau
Banco Mercantil
Banco Pichincha
Banco Popular
Banco Santander
Bancoldex
Bancolombia S.A.
Bank of America
Bankia
Barclays Bank Plc
Bayerische Landesbank
BBVA
BNP Paribas
Btg Pactual Colombia S.A.
Canadian Imperial Bank
Cartera Colectiva Abierta Helm Valor Itau Asset Management
Casa de Bolsa S.A.
Citibank
Citibank N.A. USA
Colpatria
Cooomeva
Comercia Global Payments EP, SL
Corpbanca
Credit Agricole Corporate
Davivenda
Dekabank Deutsche Girozentrale
Deutsche Bank
Deutsche Bank New York
Development Bank Of Japan Inc.
DVB Bank
Fiduciaria Bogota S.A.
Fiduciaria Corficolombiana S.A.
First Citizens Bank Limited U.S.
First United
Goldman Sachs
Grupo Aval
HSBC Bank
Inmarsat Global Limited
Interrbank

Itau
JP Morgan
The Korea Development Bank
Maduro & Curiel's Bank
Metrobank SA
Morgan Stanley
PBB
Prival Bank, SA
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
US Bank
Wilmington Trust Company
Woori Bank

Significant Equityholders

Banco BTG Pactual SA
Blackrock Inc.
Dimensional Fund Advisors LP
ING Groep NV
Renaissance Technologies LLC
SEI Investments Co.

Top 100 Unsecured Creditors

Accenture Ltda
Aegon
Aercap Aviation Solutions
Aeropuertos De Oriente SAS
Aerocali SA
Agencias Universales SA
Airbus Americas Customer Services, Inc
Airbus Group
Allen and Overy LLP
ATR
Avolon
Banco Davivienda SA
Banco De America Central
Banco De Bogota
Barclays
Bayern LB
BNP Paribas
Boeing Group
Cae Colombia Flight Training SAS

CDB Leasing
Citibank N.A. USA
City Of Los Angeles
Colombia Telecomunicaciones Sa Esp
Consortio GSS
Credit Agricole
Decision Consultancy Inc
DVB Bank SE, London Branch
Engine Lease Finance Corporation
Ga Telesis LLC
Gate Group
General Electric Company
Google Inc
Goshawk Aviation Limited
Honeywell International Inc
ING
Inmarsat Global Limited
Jackson Square Aviation
JP Morgan
Kayak Software Corporation
KPMG SAS
Lafise Panama
Lifemiles LTD
Lufthansa Group
Lufthansa Systems Gmbh & Co. Kg
Microsoft Corporation
Ministerio De Hacienda Y Credito Publico
Natixis
Navblue SAS
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 Bogota
Rolls Royce PLC
Ropes and Gray LLP
Safran Group
Secretaria De Hacienda Distrital De Bogota
Securitas Group
Smbc Aviation Capital
Sociedad Aeroportuaria De La Costa SA
Swissport Group
Swissport USA, Inc.
Synergy Aerospace Corp
Unidad Administrativa Especial De Aeronautica Civil
Unisys De Colombia SA
Ups Servicios Expresos SAS
Worldwide Flight Services Inc.

Aircraft Lenders

Aegon
Apple Bank for Savings
Barclays Bank Plc, as security trustee
BNP Paribas, as lender and security trustee
Bank of America, N.A.
CDB
Citibank, N.A.
Cititrust Colombia S.A. Sociedad Fiduciaria
Credit Industriel et Commercial
Deutsche Bank
Development Bank of Japan Inc.
DZ Bank AG
FPG (FPG Amentum)
Fuyo
GOAL
HSBC France
ICBC
ING
J.P. Morgan Europe Limited, as security trustee
JPMorgan Chase Bank, N.A., London Branch
Keb Hana
KGAL
Massachusetts Mutual Life Insurance Company
New York Life Insurance Company
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.
US Bank
Wells Fargo Bank, National Association, as security trustee
Wilmington Trust Company, as security trustee
YF Life Insurance International Limited

Aircraft Lessor/Service (Operating Leases)

AerCap Aviation Solutions
AerCap Group Services, Inc.
AerCap Ireland Limited
AerCap B.V.
Aircastle Advisor LLC

Avolon Aerospace Leasing Limited
BOC Aviation Limited
GE Capital Aviation Services Limited
Goshawk Aviation Limited
Goshawk Management (Ireland) Limited
Hanshin Juken Co., Ltd.
JP Lease Products & Services Co., Ltd.
MCAP Europe Limited
ORIX Aviation Systems Limited
SMBC Aviation Capital Limited
UMB Bank, N.A.
Wings Capital Partners Management, LLC

Aircraft Lessors (Financial)

CONDOR LTD.
Wells Fargo Trust Company
Wilmington Trust Company

Letters of Credit

AerCap Aviation Solutions
Avolon
Bank Of America
Bank of Utah
Barclays Bank PLC
BNP Paribas
Citibank, N.A.
Deutsche Bank
Goshawk Aviation Limited
H.S.B.C.
JP Morgan Chase
JPMorgan Chase Bank, N.A., London Branch
Natixis
Norddeutsche Landesbank Girozentrale
US Bank
Wells Fargo Bank
Wilmington Trust
Wings Aviation Capital

Insurance Providers & Brokers

Aetna Life Insurance
AIG-Preferred Aviation Underwriters
Alianza Compania De Seguros Y Reaseguros Ema
Allianz Lebensversicherungs AG
Allianz Seguros De Vida SA
Allianz Seguros 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
Chubb Seguros Colombia
Chubb Seguros Colombia S.A.
Chubb Seguros Ecuador S.A.
Colmedica Medicina Prepagada
Compania De Medicina Prepagada Colsanitas S.A.
Compania De Seguros Vida Camara SA
Compania Mundial De Seguros S.A.
Compania Seguros America SA
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
Metlife Mexico SA
Metlife Seguros S.A.
Metropolitan Life Seguros E Previdencia Privada SA
Mutual of Omaha
Nacional De Seguros S.A.
Pacifico Compania De Seguros Y Reaseguros
Pan American Life Insurance Company
Rimac Seguros Y Reaseguros
Sbi Seguros Uruguay
Seguros Confianza
Seguros De Vida Suramericana SA
Seguros Del Estado S.A.
Seguros Generales Suramericana S.A
Smg Compania Argentina De Seguros SA.
Tecniseguros S.A. (Ecuador)
Tokio Marine Compania De Seguros S.A. De C.V.
Willis Towers Watson
Zurich
Zurich Vida Cia De Seguros Y Reaseguros SA

Taxation Authorities

Administracion Federal de Ingresos Publicos Portal Principal (AFIP)

Alcaldia Mayor de Bogota D.C.
Direccion de Impuestos y Aduanas Nacionales
District of Columbia
Prefeitura Do Municipio de Sao Paulo
State of California
State of Florida
State of New Jersey
State of New York
State of Virginia

Fuel Suppliers

Air BP Bolivia
Air Total
Allied
Allied Aviation
Chevron
Exxon
Omv
Organización Terpel S.A.
Petrobras Brasil
Petroperu
Petroservicios
Puma Energy
Q8
Repsol
Swissport
WFS
YPF

Derivatives Parties

Bank of America Merrill Lynch
Citibank
JP Morgan
Macquarie

Utilities

Colombia Telecomunicaciones S.A. Esp
Compania Dominicana de Telefonos
Electrificadora de Santander S.A. Esp
Empresa de Acueducto y Alcantarillado de Bogota
Gas Natural Fenosa
Gas Natural S.A. Esp
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
Telemar Norte Leste S/A
UNE EPM Telecomunicaciones S.A.
Vodafone Group Services Limited

Unions

ACMA

Significant Vendors and Contract Counterparties

A & P International Services Sa De Cv
Absa Aerolineas Brasilenas Sa
Accenture Ltda.
Accenture Peru Srl
Accion Sa
Adobe Systems Software Ireland Limited
Aeropuertos De Oriente SAS
Aetna Life Insurance Company
Agencia De Aduanas Aviatur S A Nivel 1
Airbus Americas Customer Services, Inc
Airbus Group
Airbus Helicopters Inc
Aj Walter Aviation
Ajw Technique Inc
Alaris Aerospace Systems Llc
Allen And Overy Llp
Alliance Ground International Llc
American Express Payment Services Limited
American Express Travel Related Services Company, Inc.
Arquitectura + Ingenieria Sas
Atton Las Condes Spa
Atton Vitacura Spa
BAC International Bank
Bacer S.A De C.V
Barfield Inc
Be Aerospace Inc
Boeing Group
Brm Sa
Carey International Inc
Chilexpress Sa
City Of Los Angeles
Compass Group Services Colombia Sa
Core Advanced Group Sas
Ddb Argentina Sa
Distribucion Y Transporte Sa
Egon Zehnder Sas
Emsaairport Services Cem

Engine Lease Finance Corporation
Enterprise Services Colombia Sas
Ernst & Young Sas
Facebook Ireland Limited
Federal Aviation Administration
Flying Food Group Llc
Gate Gourmet Gmbh Deutschland
Gate Group
General Electric Company
Goddard Catering Group Guatemala S.A
Goddard Group
Google Inc
Helios Technology & Innovation Sas
Hewlett Packard Colombia Ltda
Honeywell International Inc
Hoteles Sheraton De Argentina S A C
Imc Group
Ipsos Napoleon Franco & Cia S A S
Jamaica Civil Aviation Authority
Kayak Software Corporation
Lufthansa Group
Maximus Global Services Llc
Michelin North America Inc
Microsoft Corporation
Norton Rose Fullbright
Omd Colombia S A S
Operadora Hotel Centro Historico S De Rl De Cv
Oracle Colombia Ltda
Price Water House Coopers Asesores Gerenciales Ltda
Pros Revenue Management Lp
Qualtrics Llc
Rockwell Collins Inc & Subsidiaries
Rolls Royce PLC
Ropes and Gray LLP
Safran Group
Securitas Group
Sociedad Operadora De Aeropuertos Centro Norte Sas
Sodexo Pass Peru Sac
Sodexo S A S
Steigenberger Hotel Ag
Swissport Group
Swissport Usa, Inc.
The Port Authority of NY & NJ
Tom Bradley International Terminal Equipment Company-Tbitec
Total Airport Services Llc
Trivento Bodegas Y Vinedos Sa
Unisys De Colombia SA
Unisys Del Peru

Ups Servicios Expresos Sas
Vedder Price P.C.
Vedder Price Pte Ltd
White & Case Llp
Worldwide Flight Services
Worldwide Flight Services Inc

Professionals

FTI
Gomez Pinzon Abogados S.A.S.
Milbank LLP

Potential Lien Claimants

Air Cost Control Usa Llc
Airbus Americas Customer Services, Inc
Airbus Helicopters 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
Display Sistem
Etihad Aviation Group
Exxonmobil Oil Corp
Fedex Express
Fedex Freight
G4S
General Electric Company
Geven Spa
Goodrich Control Systems
Goodrich Corporation
Hmv
Jet International
Panasonic Avionics Corporation
Parker Hannifin Corporation
Pratt & Whitney Canada Corp
Pratt & Whitney Components Solution
Professional
Proyectos Integrales
Rockwell Collins Inc & Subsidiaries
Rolls Royce Plc

Rtm
Safran Aircraft Engine
Safran Cabin Catering Inc
Safran Landing Systems
Safran Landing Systems Services Americas
Safran Nacelles
Satair Usa Inc
Swissport Usa, Inc.
Telair International Gmbh
Thales Avionics Inc
The Boeing Company
Vortex Aviation Maintenance Inc
Wencor Llc
Wesco Aircraft Hardware Corporation

Credit Card Processors

Administradora de Tarjetas de Credito y Banco Pichincha C.A.
American Express Travel Related Services Company, Inc.
Banco de Bogota NY
Banco de Bogota S.A.
Banco de Occidente
Banco Santander S.A.
Caixabank S.A.
Cielo
Citibank, N.A
Compañía de Servicios Conexos Expressnet S.A.C
Credomatic
First Data
OCA
Santander
Transbank S.A.
Tyco

Export Credit Agencies

Bpifrance Assurance Export
Compagnie Francaise d'Assurance pour le Commerce Extérieur
Euler Hermes Aktiengesellschaft
Seguradora Brasileira de Crédito à Exportação S.A. (SBCE)
Servizi Assicurativi del Commercio Estero S.p.A. (SACE S.p.A.)

New Parties

Advent International Columbia S.A.S.
Amadeus IT Group, S.A.
Jefferson /Harris County
Menzies Aviation (UK) Limited
MUFG Bank Ltd.

Tata Consultancy Services Limited
United Airlines, Inc.

4. Affiliates of OW (i.e., other entities of Marsh & McLennan Companies):

Insurance Providers & Brokers

Marsh Brockman y Schuh Agente de Seguros y de Fianzas, S.A. de C.V.
Marsh Rehder S.A.
Marsh S.A. (Argentina)
Marsh S.A. (Colombia) - Delima Marsh S.A
Marsh S.A. (Uruguay)
Marsh USA Inc.

Significant Vendors and Contract Counterparties

JLT Specialty Limited²

Other³

Mercer

² MMC acquired Jardine Lloyd Thomson Group plc (“JLT”) on April 1, 2019. JLT Specialty Limited was historically a part of JLT and is now part of MMC’s Marsh business unit. All references to Marsh in the declaration shall be deemed to include JLT Specialty Limited.

³ These MMC business units were not included in the Debtors’ Schedule A, but were identified through the Supplemental Search as having a relationship with one or more of the Debtors.

Exhibit B

Addendum to Engagement Letter



Tim Hoyland
1717 Main St., Suite 4400
Dallas TX 75230 USA
+1-214-215-1466
Timothy.Hoyland@oliverwyman.com

August 15, 2020

Anko van der Werff
CEO
Avianca Holdings, S.A.
Bogotá, Colombia

Subject: Avianca Restructuring Implementation Support

Dear Anko,

Oliver Wyman is pleased to present this proposal to work with Avianca Holdings, S.A. and its affiliated entities (collectively, "Avianca") to support the implementation of its restructuring plan. When executed by all parties hereto, this letter agreement (this "Addendum") shall serve as an addendum to the agreement entitled "Avianca Business Strategy and Operational Model" dated June 5, 2020 and signed on June 24, 2020 (the "Engagement Letter"), among Avianca, on the one hand, and Oliver Wyman, Inc. and Oliver Wyman Services Limited, on the other hand (collectively, "Oliver Wyman"). Capitalized terms not defined herein shall have the meanings ascribed to them in the Engagement Letter.

Project Objectives

Following Phase 1 (Strategy Design) and Phase 2 (Operational Design), Avianca is now working on Phase 3 (Implementation) of its restructuring strategy and has requested Oliver Wyman's continued support to implement its strategy and achieve significant cost reductions. Pursuant to this Addendum, Avianca engages Oliver Wyman to perform the Services described herein, which shall be considered Phase 3 services under the Engagement Letter:

The specific project objectives include:

- Design and implement a proven cost reduction strategy, aligned with increasing sources of revenue, to be reflected in the company's 5-year plan
- Drive alignment across the organization between fleet and network plans, commercial plans, operational plan, IT, and organizational structure, to achieve leaner cost structure
- Reduce administrative headcount to increase efficiencies
- Reduce operational headcount in line with future operational requirements and increased efficiencies
- Reduce maintenance costs including insourced and outsourced activities
- Reduce commercial cost of sales and distribution, and design ancillaries strategy
- Simplify customer experience and reduce customer experience costs
- Align Loyalty strategy and costs between Avianca and LifeMiles

Subject: Avianca Restructuring Implementation Support

- Support negotiations with Pilots unions to achieve win-win outcome

Approach

Oliver Wyman will work closely with Avianca's management and other key stakeholders (e.g. Board members, other advisors). The approach will include:

- Oliver Wyman's internal airline strategy and operations expertise
- Oliver Wyman's SME advisors to provide deep practical and relevant experience
- Collaborative working sessions with Avianca to define strategic options and implications
- Implementation plans and timelines
- Project management, key activities, milestones and risks

Scope of Services

Oliver Wyman shall provide Avianca with assistance in implementation of the following:

- Zero-based organization design implementation: Assist with implementing a lower-cost organizational structure through alignment with the future operation, elimination of non-value added activities, and development of more efficient processes and systems that enable reduced headcount in all areas of the business
- Maintenance cost restructuring: Develop plans to reduce heavy and line maintenance costs including material and labor costs
- Engine and component repair contract cost reduction: Support negotiations with vendors to reduce costs while maintaining quality metrics
- Commercial strategy implementation: Support implementation of strategy to significantly reduce Avianca's commercial cost of sales, including agency partnership strategy and implementation, vendor communications, and internal IT systems development coordination; implement plan to increase ancillaries revenues
- Customer experience simplification: Support development of future customer experience strategy including providing quality customer care at reduced costs
- Loyalty strategy implementation: Develop a loyalty strategy integrated between Avianca and LifeMiles, including reduced loyalty costs for Avianca Airlines; a Fare Club membership program design for implementation in 2021; and a new revenue-based mileage accrual methodology to reduce the cost of mileage awards
- Pilot contract negotiation support: Support Avianca's negotiations with pilot negotiations, including financial model and communications
- Budget alignment with restructuring strategy: Ensure network, revenue and cost reduction initiatives are aligned with and included in 2021 and 2022 budget planning

Subject: Avianca Restructuring Implementation Support

Team Structure

The project team will be led by Tim Hoyland, supported by Tom Stalnaker, Scot Hornick, and Kostas Varsos, all of whom have 20+ years of experience and expertise in the airline industry. The project manager will be Steve Walsh, who has 20 years of airline project leadership experience, as both a consultant to airlines and working directly for airlines and aviation companies. The project execution team will consist of Implementation project leaders and analysts, with additional SMEs brought in as needed.

Timing

The Services described in this Addendum will begin on August 15th 2020 and continue through March 14th 2021.

Fees and Expenses

The fees for Phase 3 will be \$10,459,000 (the "Phase 3 Fees"). After applying the \$900,000 reduction set forth in the Engagement Letter, Avianca shall pay to Oliver Wyman a total of \$9,559,000 (the "Phase 3 Payment Amount") which, shall be paid pursuant to the following payment schedule:

<u>Payment Date</u>	<u>Payment Amount</u>
September 15, 2020	\$1,000,000
October 15, 2020	\$1,000,000
November 15, 2020	\$1,000,000
December 15, 2020	\$1,639,750
January 15, 2021	\$1,639,750
February 15, 2021	\$1,639,750
March 15, 2021	\$1,639,750

For the avoidance of doubt, and subject to the terms of the Engagement Letter and this Addendum, the Phase 3 Payment Amount of \$9,559,000: (i) represents the amount that shall be due and payable to Oliver Wyman after applying the \$900,000 reduction set forth in the Engagement Letter (which shall only be provided after the payment of the Initial Fee); and (ii) shall be payable pursuant to the foregoing payment schedule regardless of the date upon which the Services contemplated in this Addendum are completed or, if applicable, the date the Addendum is terminated.

Notwithstanding the foregoing, (i) the \$900,000 credit for Phase 3 Fees shall only be provided after the payment of the Initial Fee; and (ii) all Phase 3 Fees incurred while Avianca remains a debtor-in-possession in its pending bankruptcy cases shall be subject to all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and orders entered in the Bankruptcy Court (as defined below).

Subject: Avianca Restructuring Implementation Support

In addition to professional fees, Oliver Wyman will bill for expenses incurred during the course of project execution. As is our standard practice, expenses will include those expenses for non-professional services that can be easily traced to an individual client assignment such as travel to and from a client's locations, meals, and other sundry expenditures incurred during project execution. Oliver Wyman will bill expenses as incurred, and if and when travel is required, will travel on Avianca Airlines (subject to direct flight availability) whenever possible. These expenses also include (1) fees and expenses for third party independent contractors retained by Oliver Wyman to assist in the performance of the services, which shall be charged at cost, and (2) the outside attorneys' fees and expenses Oliver Wyman incurs in connection with seeking court approval of Oliver Wyman's retention and compensation in Avianca's chapter 11 bankruptcy cases, pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

Terms and Conditions

The Services described in this Addendum are governed by the Terms and Conditions of Business attached as Appendix A to the Engagement Letter (the "Terms and Conditions"). This Addendum and the Terms and Conditions contain the entire understanding of the parties with respect to the Services relating to Phase 3, superseding all prior agreements, understandings and negotiations with respect to such Services.

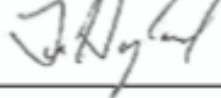
Accepted and Agreed:

AVIANCA HOLDINGS, S.A.

By: 

Name: Richard Galindo
Title: Secretary
Date: 11/25/2020

OLIVER WYMAN, INC.

By: 

Name: Tim Hoyland
Title: Partner
Date: 11/25/2020

OLIVER WYMAN SERVICES LIMITED

By: 

Name: Jeremy Badman
Title: Director
Date: 11/25/2020

Exhibit C

Redline of Proposed Order

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

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

**ORDER AUTHORIZING DEBTORS TO EMPLOY
AND RETAIN OLIVER WYMAN, INC. AND OLIVER
WYMAN SERVICES LIMITED AS STRATEGIC ADVISOR**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1, for authority to employ and retain Oliver Wyman, Inc. and Oliver Wyman Services Limited (collectively, “OW”) to serve as the Debtors’ strategic advisor, effective *nunc pro tunc* to June 5, 2020, in accordance with the terms and conditions set forth in the Engagement Letter and addendum to 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.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

Engagement Letter dated August 15, 2020 (the “Addendum”), all as more fully set forth in the Application; and upon consideration of the statements in the Hoyland Declaration and the First Day Declaration, as well as the Supplemental Declarations of Tim Hoyland; and this Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Application having been provided in accordance with the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47], and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief sought in the Application is in the best interests of the Debtors’ estates and their creditors; and the legal and factual bases set forth in the Application establishing just cause for the relief granted herein; 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 approved to the extent set forth herein.
2. The Debtors are authorized, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1, to retain and employ OW as their strategic advisor in accordance with the terms and conditions of the Engagement Letter and the Addendum, as modified herein or by the Bankruptcy Rules or Court orders, *nunc pro tunc* to June 5, 2020, and to pay fees and reimburse expenses to OW on the terms set forth in the Engagement Letter and the Addendum.

3. The terms of the Engagement Letter and Addendum, as modified by this Order, are approved in all respects except as limited or modified herein.

4. To the extent that the Debtors request OW to perform any additional services other than those detailed in the Engagement Letter and Addendum, the Debtors shall file with the Court and serve on the U.S. Trustee and the Official Committee of Unsecured Creditors a revised Engagement Letter and/or a description of the additional services, including a description of any additional fees or compensation arrangements associated therewith. If no objection to the additional services and compensation is filed within ten (10) days of such disclosure, or if the U.S. Trustee and the Official Committee of Unsecured Creditors agree to the scope and cost of the additional services in writing on an earlier date, the additional services and compensation shall be deemed approved without further order of the Court.

5. Notwithstanding anything to the contrary in the Engagement Letter, the Addendum, or the Application, to the extent that OW seeks any termination of services, OW shall seek further approval by the Court by an application that shall set forth the termination of services sought.

6. Notwithstanding anything to the contrary contained herein or in the Application, ~~or~~ Engagement Letter, or the Addendum, OW shall file interim and final fee applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Fee Guidelines, any other Orders of the Court; *provided, however*, that the requirements of the Bankruptcy Code, the Bankruptcy Rules, and Local Bankruptcy Rule 2016-1 are hereby modified such that OW's professionals shall only be required to maintain summary records in half-hour increments describing each professional's tasks on a daily basis in support of each fee application, including reasonably detailed descriptions of those services and the individuals who provided those services,

and will present such records to this Court; *provided, further*, that OW's professionals shall not be required to keep time records on a project category basis or provide or conform to any schedules of hourly rates.

7. Prior to any increase in OW's rates, OW shall file a supplemental affidavit with the Court and provide ten (10) business days' notice to the Debtors, the United States Trustee and the Official Committee of Unsecured Creditors, which supplemental affidavit shall explain the basis for the requested rate increase in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The United States 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 rate increases are subject to review by the Court.

8. Notwithstanding anything to the contrary in the Application ~~or Engagement Letter~~ or the Addendum, to the extent that OW uses the services of independent contractors (collectively, the "Contractors") in these cases, OW (i) shall pass-through the cost of such Contractors to the Debtors at the same rate that OW pays the Contractors; (ii) shall seek reimbursement for actual out-of-pocket expenses only; and (iii) shall ensure that the Contractors are subject to the same conflict checks and disclosures as required of professionals by Bankruptcy Rule 2014.

9. The Indemnification Provisions are approved; *provided*, however, that all requests by OW for the payment of indemnification shall be made by means of an application to this Court and shall be subject to review by this Court to ensure that payment of such indemnity conforms to the terms of the Engagement Letter and is reasonable under the circumstances of the litigation or settlement in respect of which indemnity is sought; *provided, further, however*, that in no event shall OW be indemnified in the case of its own the intentional misconduct or bad faith. In the

event that OW seeks reimbursement from the Debtors for attorneys' fees and expenses in connection with the payment of an indemnity claim pursuant to the Engagement Letter and the Addendum, the invoices and supporting time records for the attorneys' fees and expenses shall be included in OW's own applications but determined by this Court after notice and a hearing, and such invoices and time records shall be subject to the Fee Guidelines and the approval of the Court pursuant to sections 330 and 331 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

10. To the extent there may be any inconsistency between the terms of the Application, the Engagement Letter, the Addendum, and this Order, this Order shall govern.

11. Notice of the Application is adequate under Bankruptcy Rule 6004(a).

12. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

13. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2020
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE