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Debtors-In-Possession*

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

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In re: :
: Chapter 11
AVIANCA HOLDINGS S.A., *et al.*,¹ :
: Case No. 20-11133 (MG)
Debtors. :
: (Jointly Administered)
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**SECOND NOTICE OF PROPOSED ADDITIONAL SERVICES
TO BE PERFORMED FOR DEBTORS BY OLIVER WYMAN, INC.
AND OLIVER WYMAN SERVICES LIMITED AS STRATEGIC ADVISOR**

PLEASE TAKE NOTICE that, pursuant to the *Order Authorizing Debtors to Employ and Retain Oliver Wyman, Inc. and Oliver Wyman Services Limited as Strategic Advisor* (the “Retention Order”) [Docket No. 1258], the above-captioned debtors and debtors in possession

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); 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.



(collectively, the “Debtors”) have requested that Oliver Wyman, Inc. and Oliver Wyman Services Limited (collectively, “OW”) perform certain additional services not otherwise specifically provided for in the Engagement Letter [Docket No. 370, Exhibit D], the addendum to the Engagement Letter, dated August 15, 2020 [Docket No. 1204], and the second addendum to the Engagement Letter, dated January 15, 2021 and January 25, 2021 [Docket No. 1416] (collectively, the “Engagement Letters”).

Specifically, the Debtors have requested that OW perform additional tasks important to the transformation of the Debtors’ business including, but not limited to (i) providing contract support; (ii) negotiating potential modifications of procurement-related executory contracts, including, (without limitation) with respect to pilot training contracts, catering contracts, and airport services contracts; and (iii) seeking to reduce costs and expense in the process (the “Proposed Additional Services”)—all to prepare the Debtors to exit their chapter 11 cases. In consideration for the Proposed Additional Services, the Debtors and OW entered into an addendum, effective as of March 17, 2021 (collectively, the “Addendum No. 3”), attached hereto as **Exhibit A**. Pursuant to the Addendum No. 3, the Debtors propose to pay OW \$1,250,000.00.

PLEASE TAKE FURTHER NOTICE that any objections or responses to the Proposed Additional Services shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedures, 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>) before April 12, 2021 (the "Objection Deadline"); 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 (Attn: Evan R. Fleck, Esq., Gregory A. Bray, Esq., and Benjamin Schak, Esq. (efleck@milbank.com, gbray@milbank.com, and bschak@milbank.com)), counsel for the Debtors; (iv) Morrison & Foerster LLP (Attn: Brett H. Miller, Esq. and Todd M. Goren, Esq. (brettmiller@mofo.com and tgoren@mofo.com)), counsel to the Committee; (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, N.E., Washington, DC 20549; (vii) the Federal Aviation Administration, 800 Independence Avenue, S.W., Washington, DC 20591 (Attn: Office of the Chief Counsel); and (viii) the attorneys for any other official committee(s) that may be appointed in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE that, if no objections are received by the Objection Deadline, the Proposed Additional Services will be deemed approved without further notice or order of the Court.

Dated: New York, New York
April 2, 2021

/s/ Evan R. Fleck

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Exhibit A

Addendum No. 3 to Engagement Letter

Executory contract required Avianca focus areas



Focus Area		Objective
All contracts	Executory Contracts management and resolution	<ul style="list-style-type: none"> Define strategy and negotiate, accept or reject contracts, working with Avianca procurement and business leaders Implement detailed resolution plan including negotiation letter campaign, create and maintain contract resolution database, tracking responses, and assisting team with contract management and negotiation
	Pilot training contracts	<ul style="list-style-type: none"> Define pilot training efficiency opportunities to be included in revised agreement Align with provider on requirements, taking account provider request for contract relief Renegotiate key pilot training terms, accounting for changes to fleet, pilot workforce, and network
Strategic contracts	Catering contracts	<ul style="list-style-type: none"> Define requirements and roadmap to successfully transition to revised onboard product, including warehouses, technology, crew training, etc... Renegotiate contracts with catering vendors to support model
	Airport services contracts	<ul style="list-style-type: none"> Define service levels and terms for airports outsourcing contracts Renegotiate contracts with suppliers, accounting for changes to fleet and network