

Hearing Date & Time: October 13, 2021 at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: October 6, 2021 at 4:00 p.m. (prevailing Eastern Time)

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*Counsel for Debtors and
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**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)
: :
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**NOTICE OF HEARING ON FINAL FEE
APPLICATION OF CREDIT SUISSE SECURITIES
(USA) LLC FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AS DEBT ADVISOR TO
THE DEBTORS FROM MAY 26, 2021 THROUGH AND INCLUDING AUGUST 27, 2021**

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 Loyalty Bermuda Ltd. (N/A); AV Taca International Holdco S.A. (N/A); Aviacorp Enterprises 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 (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.



PLEASE TAKE NOTICE that a hearing (the “Hearing”) will be held at **10:00 a.m. (prevailing Eastern Time) on October 13, 2021** before the Honorable Martin Glenn, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004 to consider the *Final Fee Application of Credit Suisse Securities (USA) LLC for Allowance of Compensation for Professional Services Rendered as Debt Advisor to the Debtors from May 26, 2021 Through and Including August 27, 2021* (the “Fee Application”).

PLEASE TAKE NOTICE that the hearing scheduled for **October 13, 2021**, will be conducted remotely using Zoom for Government (for audio and video purposes) before the Honorable Martin Glenn, United States Bankruptcy Judge.

PLEASE TAKE FURTHER NOTICE that parties wishing to appear at the Hearing, whether making a “live” or “listen only” appearance before the Court, must make an electronic appearance through the Court’s website at <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl> on or before 4:00 p.m. (prevailing Eastern Time) on the business day before the day of the Hearing. After the deadline for parties to make electronic appearances has passed, parties who have made their electronic appearance through the Court’s website will receive an invitation from the Court with a Zoom link that will allow them to attend the Hearing. Requests to receive a Zoom link should not be emailed to the Court, and **the Court will not respond to late requests that are submitted on the day of the Hearing.** Further information on the use of Zoom for Government can be found at the Court’s website at <https://www.nysb.uscourts.gov/zoom-video-hearing-guide>.

PLEASE TAKE FURTHER NOTICE that, any objections or responses to the relief requested in the Fee Application 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 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 **October 6, 2021 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, NY 10001 (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) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Brett H. Miller, Esq. and Todd M. Goren, Esq. (bmiller@willkie.com and tgoren@willkie.com)), counsel to the Official Committee of Unsecured Creditors (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 NE, Washington, DC 20549; and (vii) the Federal Aviation Administration, 800 Independence Ave. SW, Washington, DC 20591 (Attn: Office of the Chief Counsel); and (viii) Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020 (Attn.: Nacif Taousse, Esq. (nacif.taousse@lw.com)) and Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611 (Attn: Richard A.

Levy, Esq. and James Ktsanes, Esq. (richard.levy@lw.com and james.ktsanes@lw.com)), counsel to Credit Suisse Securities (USA) LLC.

PLEASE TAKE FURTHER NOTICE that copies of the Fee 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.

PLEASE TAKE FURTHER NOTICE that *your rights may be affected*. You should read the Fee Application carefully and discuss it with your attorney, if you have one. If you do not have an attorney, you may wish to consult with one.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing.

PLEASE TAKE FURTHER NOTICE that you need not appear at the Hearing if you do not object to the relief requested in the Fee Application.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Fee Application, or if you want the Court to consider your view on the Fee Application, then you or your attorney must attend the Hearing. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Fee Application and may enter orders granting the relief requested in the Fee Application with no further notice or opportunity to be heard.

Dated: September 22, 2021
New York, New York

/s/ Evan R. Fleck

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james.ktsanes@lw.com

Counsel for Credit Suisse Securities (USA) LLC

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

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In re:	:	Chapter 11
	:	
AVIANCA HOLDINGS S.A., <i>et al.</i> , ¹	:	Case No. 20-11133 (MG)
	:	
Debtors.	:	(Jointly Administered)
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**SUMMARY SHEET FOR FINAL FEE
APPLICATION OF CREDIT SUISSE SECURITIES
(USA) LLC FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AS DEBT ADVISOR TO
THE DEBTORS FROM MAY 26, 2021 THROUGH AND INCLUDING AUGUST 27, 2021**

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 Loyalty Bermuda Ltd. (N/A); AV Taca International Holdco S.A. (N/A); Aviacorp Enterprises 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.

In accordance with the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), Credit Suisse Securities (USA) LLC (“Credit Suisse”), debt advisor for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this summary (this “Summary”) of fees sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the “Application”) for the period from May 26, 2021 through August 27, 2021 (the “Application Period”). Credit Suisse submits the Application as a final fee application in accordance with the Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered on June 9, 2020 [Docket No. 256] (the “Interim Compensation Order”).

Basic Information	
Name of Applicant:	Credit Suisse Securities (USA) LLC
Name of Client:	Avianca Holdings S.A. et al., as debtors and debtors in possession
Petition Date:	May 10, 2020
Date of Order Approving Employment and Retention:	August 18, 2021, <i>nunc pro tunc</i> to May 26, 2021
This Interim Application	
Time Period Covered:	May 26, 2021 through August 27, 2021
Total Fees Requested:	\$6,500,000.00 ²
Total Expenses Requested:	N/A ³
Total Fees and Expenses Requested:	\$6,500,000.00 ⁴
Historical	
Fees Approved to Date:	N/A
Expenses Approved to Date:	N/A
Total Fees and Expenses Approved to Date:	N/A
Approved and Allowed Amounts Paid to Date:	N/A

² Inclusive of 20% holdback.

³ By this Application, Credit Suisse does not seek the reimbursement of its expenses incurred during the Application Period. The Debtors are authorized to reimburse Credit Suisse for such expenses pursuant to this Court’s *Order Authorizing Debtors to Enter into Letter Agreement with Financing Arranger* [Docket No. 1811] (the “Expense Reimbursement and Indemnity Order”), which provides that the Debtors are “authorized to honor all of their obligations under the Letter Agreement, including without limitation . . . the reimbursement of the payment of reasonable and duly documented out-of-pocket expenses incurred by [Credit Suisse]” *See* Expenses Reimbursement and Indemnity Order, ¶ 2.

⁴ Inclusive of 20% holdback.

Fees Paid Pursuant to Monthly Statements, Not Yet Allowed:	N/A
Fees Outstanding Pending Expiry Of Objection Period, Not Yet Allowed:	N/A
Expenses Paid Pursuant to Monthly Statements, Not Yet Allowed:	N/A
Expenses Outstanding Pending Expiry Of Objection Period, Not Yet Allowed:	N/A
Total Fees and Expenses Paid, or pending expiry of objection period, Pursuant to Monthly Statements, Not Yet Allowed, Third Interim Application Period:	N/A
Expenses Not Yet Allowed, Prior Interim Application Period:	N/A
Related Information and Case Status	
This is a(n): <u> </u> interim <u>X</u> final application.	
The Debtors have filed the <i>Amended Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief</i> [Docket No. 73] and the <i>Order Directing Certain Orders in Chapter 11 Cases of Avianca Holdings S.A., et al Be Made Applicable to Subsequent Debtors</i> [Docket No. 1030].	
The Debtors are current on their payment of quarterly fees to the United States Trustee.	

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Counsel for Credit Suisse Securities (USA) LLC

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

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In re:	:	Chapter 11
	:	
AVIANCA HOLDINGS S.A., <i>et al.</i> , ¹	:	Case No. 20-11133 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**FINAL FEE APPLICATION OF
CREDIT SUISSE SECURITIES (USA) LLC
FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AS DEBT ADVISOR TO
THE DEBTORS FROM MAY 26, 2021 THROUGH AND INCLUDING AUGUST 27, 2021**

Credit Suisse Securities (USA) LLC ("Credit Suisse"), debt advisor to Avianca Holdings S.A. and its above-captioned affiliates, as debtors and debtors in possession (collectively,

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 Loyalty Bermuda Ltd. (N/A); AV Taca International Holdco S.A. (N/A); Aviacorp Enterprises 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.

the “Debtors”), hereby submits this application (the “Application”), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (as amended, the “Local Bankruptcy Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (the “Local Guidelines”), the United States Trustee Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “U.S. Trustee Guidelines” and, together with the Local Guidelines, the “Guidelines”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on June 9, 2020 [Docket No. 256] (the “Interim Compensation Order”), for final allowance of compensation for professional services rendered by Credit Suisse to the Debtors for the period from May 26, 2021 through and including August 27, 2021 (the “Application Period”).

Pursuant to the Guidelines, Credit Suisse submits the declaration of Karl J. Hantho, a Credit Suisse Director (the “Hantho Declaration”), regarding Credit Suisse’s compliance with the Guidelines, which is attached hereto as **Exhibit B** and is incorporated herein by reference. In further support of this Application, Credit Suisse respectfully represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

2. The bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1(a), and the Interim Compensation Order.

Background

3. On May 10, 2020 (the “Initial Petition Date”), certain of the Debtors (the “Initial Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Initial Chapter 11 Cases”). On September 21, 2020 (together with the Initial Petition Date, as applicable to each Debtor, the “Petition Date”), each of AV Loyalty Bermuda Ltd. and Aviacorp Enterprises S.A. (collectively, the “Subsequent Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Subsequent Chapter 11 Cases” and together with the Initial Chapter 11 Cases, the “Chapter 11 Cases”).

4. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Amended Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief [Docket No. 73] and the Order Directing Certain Orders in Chapter 11 Cases of Avianca Holdings S.A., et al Be Made Applicable to Subsequent Debtors [Docket No. 1030].

5. On May 22, 2020, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “Committee”). *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 154]. No trustee or examiner has been appointed in these cases.

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the filing of these cases is set forth in the *Declaration of Adrian Neuhauser in Support of the Debtors’ Chapter 11 Petitions and First Day Orders* [Docket No. 20].

Retention of Credit Suisse

7. On August 18, 2021 the Court issued the *Order Authorizing Debtors to Employ and Retain Credit Suisse Securities (USA) LLC as Debt Advisor* [Docket No. 2028] (the “Retention Order”), authorizing the Debtors to employ and retain Credit Suisse as their debt advisor effective as of May 26, 2021.

8. On June 9, 2020, the Court entered the Interim Compensation Order, which approved certain compensation procedures for these cases (the “Compensation Procedures”). The Compensation Procedures provide that, beginning with the period ending on September 30, 2020, and at four-month intervals thereafter, retained professionals are authorized to file interim applications with the Court for the allowance of compensation and reimbursement of expenses sought in the monthly fee statements submitted during the applicable Interim Fee Period (as defined in the Interim Compensation Order). Upon allowance by the Court of a professional’s interim fee application, the Debtors are authorized to promptly pay such professional all unpaid fees and expenses for the applicable Interim Fee Period.

Compensation Paid and Its Sources

9. All services during the Application Period for which compensation is requested by Credit Suisse were performed for or on behalf of the Debtors. Additionally, Credit Suisse has not received any payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with matters covered by this Application. A certification confirming Credit Suisse’s compliance with the Fee Guidelines is annexed hereto as **Exhibit B**.

Summary of Services

10. During the Application Period, Credit Suisse rendered substantial professional services in furtherance of the Debtors' reorganization efforts and chapter 11 cases. Specifically, Credit Suisse's services to the Debtors included:

- assistance in the preparation of the offering documents;
- assistance in structuring the exit financing transactions and their respective terms;
- assistance in the preparation of any rating agency presentations;
- assistance with the marketing effort; and
- such other responsibilities customarily understood to be associated with being a debt capital markets advisor for exit financing.

Relief Requested

11. In this Application, Credit Suisse respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A**, allowing on a final basis compensation for the actual, reasonable and necessary professional services that Credit Suisse has rendered to the Debtors in the amount of \$6,500,000.00 (subject to a 20% holdback to be paid upon consummation of the Debtors' chapter 11 plan of reorganization).

Dated: New York, New York
September 22, 2021

/s/ Nacif Taousse

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Counsel for Credit Suisse Securities (USA) LLC

EXHIBIT A

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

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In re:	:	Chapter 11
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AVIANCA HOLDINGS S.A., <i>et al.</i> , ¹	:	Case No. 20-11133 (MG)
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Debtors.	:	(Jointly Administered)
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**ORDER APPROVING FINAL FEE
APPLICATION OF CREDIT SUISSE SECURITIES
(USA) LLC FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AS DEBT ADVISOR TO
THE DEBTORS FROM MAY 26, 2021 THROUGH AND INCLUDING AUGUST 27, 2021**

Upon consideration of the *Final Fee Application of Credit Suisse Securities (USA) LLC for Allowance of Compensation for Professional Services Rendered as Debt Advisor to the Debtors from May 26, 2021 Through and Including August 27, 2021* (the “Application”) [Docket No. [•]], pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), seeking allowance of interim compensation for professional services rendered from May 26, 2021 through

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 Loyalty Bermuda Ltd. (N/A); AV Taca International Holdco S.A. (N/A); Aviacorp Enterprises 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.

and including August 27, 2021 (the “Fee Period”); and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated June 9, 2020 [Docket No. 256], and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); 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 upon the record of all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is **ORDERED** that:

1. The Application is granted. Credit Suisse’s fees are allowed on a final basis in the amount of \$6,500,000.00.
2. Upon entry of this Order, the Debtors are directed and authorized to remit payment to Credit Suisse in the amount of \$5,200,000.00, which is equal to 80% of Credit Suisse’s allowed fees.
3. Upon the occurrence of the effective date of the Debtors’ plan of reorganization, the Debtors are directed and authorized to remit payment to Credit Suisse in the amount of \$1,300,000 which is equal to 20% of Credit Suisse’s allowed fees.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2021
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

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

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	:	
In re:	:	Chapter 11
	:	
AVIANCA HOLDINGS S.A., <i>et al.</i> , ²	:	Case No. 20-11133 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

VERIFICATION

I, Karl J. Hantho, make this declaration pursuant to 28 U.S.C. § 1746 and state as follows:

1. I am a Director at Credit Suisse Securities (USA) LLC ("Credit Suisse").
Credit Suisse has acted as debt advisor on behalf of the Debtors.
2. This verification is submitted pursuant to Bankruptcy Rule 2016 in connection with
Credit Suisse's Application, dated September 22, 2021, for compensation for the period
commencing May 26, 2021 through and including August 27, 2021 in accordance with the Fee
Guidelines (the "Application").

² 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 Loyalty Bermuda Ltd. (N/A); AV Taca International Holdco S.A. (N/A); Aviacorp Enterprises 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.

3. To the best of my knowledge, information and belief, the statements contained in the Application are true and correct. In addition, I believe that the Application complies with Local Bankruptcy Rule 2016-1(a) and the Local Fee Guidelines.

4. In connection therewith, I hereby certify that:

- a. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b. Except to the extent disclosed in the Application, the fees and disbursements sought in the Application are billed at rates in accordance with practices customarily employed by Credit Suisse and generally accepted by Credit Suisse's clients;
- c. In providing a reimbursable service, Credit Suisse does not make a profit on that service, whether the service is performed by Credit Suisse in-house or through a third party;
- d. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between Credit Suisse and any other person for the sharing of compensation to be received in connection with the above-captioned cases; and
- e. All services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

5. In accordance with the Local Guidelines, I certify that the Debtors, the U.S. Trustee and the Committee are each being provided with a copy of the Application.

Dated: New York, New York
September 22, 2021

By: /s/ Karl J. Hantho
Karl J. Hantho

CREDIT SUISSE SECURITIES (USA) LLC
11 Madison Avenue
New York, NY 10010
Telephone: (212) 325-2000

Debt Advisor to the Debtors and Debtors in Possession