

**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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**ORDER GRANTING THIRD INTERIM APPLICATION OF ROPES & GRAY LLP
AS SPECIAL GOVERNMENT INVESTIGATIONS COUNSEL TO THE DEBTORS
FOR ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD OF FEBRUARY 1, 2021 THROUGH AND INCLUDING MAY 31, 2021**

Upon consideration of the *Third Interim Application of Ropes & Gray LLP as Special Government Investigations Counsel to the Debtors for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period of February 1, 2021 Through and Including May 31, 2021* (the “Application”) (ECF. Doc. # 1895), pursuant to sections 327, 328, 330, and 331 of title 11 of the United States Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), seeking allowance of

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); 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.



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interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from February 1, 2021 through and including May 31, 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 (ECF Doc. # 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 the hearing held on September 13, 2021 to consider the Application (the “Hearing”) and all other proceedings had before the Court; and it appearing that the amount stated herein properly incorporates the Court’s rulings made on the record at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is **ORDERED** that:

1. The Application is granted to the extent set forth below and in Schedule A hereto.
2. Ropes & Gray (“Ropes & Gray”) is awarded on an interim basis (a) compensation in the amount of \$404,368.68 (80% of \$505,460.85)² for reasonable and necessary professional services rendered to the Debtors during the Fee Period and (b) reimbursement of \$147,907.48 for actual and necessary costs and expenses incurred by Ropes & Gray during the Fee Period.
3. Upon entry of this Order, the Debtors are authorized and directed to remit payment to Ropes & Gray in the amounts of (a) \$404,368.68 for reasonable and necessary professional services rendered to the Debtors during the Fee Period (which amount reflects a 20% holdback),

² Amount reflects a reduction in fees in the amount of \$75,000 as stated on the record at the Hearing.

and (b) \$147,907.48 for reimbursement of actual and necessary costs and expenses incurred by Ropes & Gray during the Fee Period, less all amounts previously paid to Ropes & Gray on account of such fees and expenses incurred during the Fee Period.

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

IT IS SO ORDERED.

Dated: September 24 ,2021
New York, New York

/s/ Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

SCHEDULE A

Interim Fee Amounts

THIRD INTERIM FEE APPLICATION
FEBRUARY 1, 2021 THROUGH MAY 31, 2021

Case No: 20-11133 (MG)

Schedule A

Case Name: In re Avianca Holdings S.A., *et al.*

Applicant	Fees Requested on Third Interim Fee Application	Fees Allowed for Fee Period (Prior to Deducting Holdback)	Fees Allowed for Fee Period (After Deducting Holdback)	Expenses Requested on Third Interim Fee Application	Expenses Allowed for Third Interim Fee Application
Ropes & Gray LLP (ECF Doc. # 1895) <i>Special Government Investigations Counsel to the Debtors</i>	\$580,460.87	\$505,460.85 ³	\$404,368.68	\$147,907.48	\$147,907.48

Date on which order was signed: September 24, 2021

Initials: MG USBJ

³ Amount reflects a reduction in fees in the amount of \$75,000 as stated on the record at the Hearing.