

Hearing Date & Time: February 16, 2022 at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: February 14, 2022 at 4:00 p.m. (prevailing Eastern Time)

Dennis F. Dunne
Evan R. Fleck
Benjamin Schak
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Gregory Bray
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

Counsel for Reorganized Debtors

**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)
: :
Reorganized Debtors. : (Jointly Administered)
: :
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**REORGANIZED DEBTORS' ELEVENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM**

¹ The Debtors and Reorganized Debtors in these chapter 11 cases, and each one'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, 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). Except for Avianca Holdings S.A. and its remaining subsidiaries, the Reorganized Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED
PROOFS OF CLAIM.**

**CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR
NAMES AND CLAIMS ON SCHEDULES 1 THROUGH 5 ATTACHED TO
THE PROPOSED ORDER.**

Avianca Holdings S.A. and its reorganized debtor affiliates in these proceedings (collectively, the “Reorganized Debtors”) hereby file this *Eleventh Omnibus Objection to Proofs of Claim* (the “Objection”) pursuant to *Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3007 (I) Establishing Claims Objection and Notice Procedures and (II) Granting Related Relief* [Docket No. 1179] (the “Claims Objection Procedures Order”). This Objection is supported by the *Declaration of Walt Brown in Support of the Debtors’ Eleventh Omnibus Objection to Proofs of Claim* (the “Brown Declaration”), which is attached to this Objection as **Exhibit B**. By this Objection, the Reorganized Debtors object to, in whole or in part, the claims listed on **Schedule 1 through 5** to the proposed order (the “Schedules”) attached to this Objection as **Exhibit A** (the “Disputed Claims”) and seek to disallow or modify the Disputed Claims to the extent set forth in the applicable schedule. In support of this Objection, the Reorganized Debtors respectfully state as follows:

Background

1. On May 10, 2020 (the “Initial Petition Date”), certain of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. 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. filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”).

2. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code until they effectuated their emergence from bankruptcy on December 1, 2021. See Notice of (I) Entry of Order Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims [Docket No. 2384]. The chapter 11 cases are 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].

3. On May 22, 2020, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the “Committee”). See Notice of Appointment of Official Committee of Unsecured Creditors [Docket No. 154]. The Committee was dissolved upon the effective date of the Debtors’ chapter 11 plan (the “Plan”). No trustee or examiner was appointed in the cases.

4. Additional information regarding the Debtors’ and Reorganized Debtors’ business, the circumstances leading to the filing of these cases, and the Plan is set forth in the *Declaration of Adrian Neuhauser in Support of the Debtors’ Chapter 11 Petitions and First Day Orders* [Docket No. 20] and the *Disclosure Statement for Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors* [Docket No. 2138].

5. On November 16, 2020, the Court entered the *Order (I) Establishing Bar Dates for Filing Proofs of Claim, (II) Approving Proof of Claim Forms, Bar Date Notices, and Mailing and Publication Procedures, (III) Implementing Uniform Procedures Regarding 503(b)(9) Claims,*

and (IV) Providing Certain Supplemental Relief [Docket No. 1180] that, among other things, established the following deadlines for filing proofs of claim in these cases: (a) January 20, 2021, at 11:59 p.m. (prevailing Pacific Time), for all entities (except for those specifically exempt) holding all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date; (b) February 5, 2021, at 11:59 p.m. (prevailing Pacific Time), for all governmental units holding claims that arose or are deemed to have arisen prior to the Petition Date; (c) the later of (i) the General Bar Date, or (ii) the later of the date that is (x) thirty days after the date of entry of an order authorizing the rejection of a contract or lease, or (y) the applicable rejection date for claims relating to the Debtors' rejection of an executory contract or unexpired lease; and (d) the later of (i) the General Bar Date and (ii) thirty days after the date that Notice of Amended Schedules is served on the affected claimant for claims whose amount or characterization has changed in the amended schedules. On November 16, 2020, the Court entered the Claims Objection Procedures Order [Docket No. 1179], that established procedures for Debtors to object to multiple claims in a single objection.

6. On November 2, 2021, the Court entered the *Order (I) Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors and (II) Granting Related Relief* [Docket No. 2300]. The Plan became effective on December 1, 2021 (the "Effective Date") and the Debtors became the Reorganized Debtors as of the Effective Date. See Notice of (I) Entry of Order Confirming Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors, (II) Occurrence of Effective Date, and (III) Final Deadlines for Filing Certain Claims [Docket No. 2384]. Pursuant to Section VII.E of the Plan, the Reorganized Debtors may adjust or expunge from the claims register maintained by the

Debtors' claims and solicitation agent (the "Claims Register") any claims that have been paid or satisfied without further action, order, or approval of the Court.

7. The Plan provides that the Reorganized Debtors shall serve and file any objections to proofs of claim (each, a "Proof of Claim") that have been filed against the Debtors on or before the date that is the latter of (a) 180 days after the Effective Date (i.e., May 31, 2022, pursuant to Bankruptcy Rule 9006(a)(1)(C)) and (b) such later date as may be fixed by the Bankruptcy Court upon notice and a hearing.

8. The Reorganized Debtors and their advisors are comprehensively reviewing and reconciling all claims, including the Disputed Claims and the claims asserted in the Proofs of Claim filed in the Chapter 11 Cases. To date, the Claims Register indicates that approximately 4,038 proofs of claim (the "Proofs of Claim") have been filed against the Reorganized Debtors. To determine the validity of the asserted claims, the Reorganized Debtors and their advisors are reviewing the claims asserted in the Proofs of Claim against the Reorganized Debtors' books and records (the "Books and Records"). The Reorganized Debtors are objecting to 78 Proofs of Claim in this Objection and 69 Proofs of Claim in objections filed herewith.

Jurisdiction and Venue

9. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

10. The Reorganized Debtors respectfully request the Court to enter an order, substantially in the form attached hereto as **Exhibit A**, disallowing or modifying each Disputed Claim in the amount identified in the order.

Basis for Relief Requested

11. Section 502(a) of the Bankruptcy Code provides that any claim for which a proof of claim has been filed shall be deemed allowed unless a party in interest objects. 11 U.S.C. § 502(a). As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim for the purposes of section 502(a) of the Bankruptcy Code. See In re Allegheny Int'l, Inc., 954 F.2d 167, 173 (3d Cir. 1992). However, a proof of claim is entitled to the presumption of *prima facie* validity only until an objecting party produces evidence to negate such *prima facie* validity. See In re Avaya, Inc., 608 B.R. 366, 369-70 (Bankr. S.D.N.Y. 2019).

12. If an objection is filed, the court, upon notice and a hearing, must determine the validity and/or the amount of the asserted claim. See 11 U.S.C. § 502(b). Once the objecting party refutes an allegation critical to the claim, the burden reverts to the claimant to prove the validity of the claim by a preponderance of the evidence. Allegheny, 954 F.2d at 173. In other words, once the *prima facie* validity of a claim is rebutted, “it is for the claimant to prove his claim, not for the objector to disprove it.” In re Kahn, 114 B.R. 40, 44 (Bankr. S.D.N.Y. 1990) (citations omitted).

13. A debtor in possession has the duty to object to the allowance of any improperly asserted claim. 11 U.S.C. § 1106(a)(1). Section 502(b)(1) of the Bankruptcy Code provides that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor.” 11 U.S.C. § 502(b)(1). Bankruptcy Rule 3007(d) and the Claims Objection Procedures Order permit the Debtors to file an objection to more than one claim on various bases, such as because “the amount claimed is inconsistent with or contradicts the Debtors’ books and records and the Debtors, after review and consideration of any information provided by the claimant, deny liability in excess of the amount reflected in the Debtors’ books and records” (Claims Objection Procedures

Order at ¶ 2(a)(i), the claim “fails to specify the asserted claim amount” (Claims Objection Procedures Order at ¶ 2(a)(vi)), the claim was “filed against non-debtors” (Claims Objection Procedures Order at ¶ 2(a)(vii)), the claim “ha[s] been amended by subsequently filed proofs of claim” (Fed. R. Bankr. P. 3007(d)(3)), or the claim represents an “interest[], rather than [a] claim[]” (Fed. R. Bankr. P. 3007(d)(7)).

14. **Unliquidated and Contingent Claims.** Based on their review of the claims register, the Reorganized Debtors have determined that each claim listed on **Schedule 1** to the proposed Order (the “Unliquidated and Contingent Claims”) represents a claim that asserts, either in whole or in part, an unliquidated and/or contingent amount or has otherwise failed to assert a valid prima facie claim by indicating a certain amount. Where the basis for the claim or its amount cannot be discerned from its face, it is subject to objection that it does not comply with applicable rules in a way that causes the objector to be unable to determine the validity of the claim. See Fed. R. Bankr. P. 3001(f); Fed. R. Bankr. P. 3007(d)(6). Bankruptcy Rule 3001(a) provides that “[a] proof of claim shall conform substantially to the property Official Form,” which “requires a creditor to provide . . . the amount of the claim.” See In re Kemmer, 315 B.R. 706, 712 (Bankr. E.D. Tenn. 2004) (internal citations omitted). Because the claimants have failed to provide the required information regarding the amount of their claim, the Reorganized Debtors are unable to determine the validity of the Unliquidated and Contingent Claims. Further, the Reorganized Debtors and their advisors have reviewed their Books and Records and do not believe there are any amounts due and owing with respect to the Unliquidated and Contingent Claims. Thus, the Reorganized Debtors respectfully request that the Court disallow each Unliquidated and Contingent Claim listed on **Schedule 1** to the proposed Order and expunge it from the Reorganized Debtors’ claims register.

15. **No Liability Claims.** The Reorganized Debtors have also determined that each claim listed on **Schedule 2** to the proposed Order (the “**No Liability Claims**”) represents a claim for which the Reorganized Debtors believe they are not liable. In most cases, the claim is based on services that the claimant allegedly provided to a non-Debtor entity, such as Avianca Peru, S.A. (a non-Debtor subsidiary that is in Peruvian liquidation proceedings), Oceanair Linhas Aereas (a Brazilian airline that formerly used the Avianca brand name but is not part of the Debtors’ corporate structure), and Latam Ecuador and Latam Cargo Chile (competitors of the Debtors). The specific reason for the Reorganized Debtors’ objection is identified in **Schedule 2** to the proposed Order. Thus, the Reorganized Debtors respectfully request that the Court disallow each No Liability Claim listed on **Schedule 2** to the proposed Order and expunge it from the Reorganized Debtors’ claims register.

16. **Insufficient Documentation Claims.** Based on the Reorganized Debtors’ review of the Claims Register, they have determined that each claim listed on **Schedule 3** to the proposed Order (the “**Insufficient Documentation Claims**”) lacks supporting documentation and has no basis in the Reorganized Debtors’ schedules of assets and liabilities or their Books and Records. The claimants asserting the Insufficient Documentation Claims have failed to allege sufficient facts to support those claims and have not provided documentation sufficient to support their claims. Therefore, their claims are not *prima facie* valid. *See, e.g., Allegheny*, 954 F.2d at 173 (“[T]he claimant must allege facts sufficient to support the claim. If the averments in [the claimant’s] filed claim meet this standard of sufficiency, it is ‘prima facie’ valid.”) (internal citations omitted). Because the Insufficient Documentation Claims are not *prima facie* valid, and because there is no support for these claims in the Reorganized Debtors’ Books and Records, the Reorganized Debtors

respectfully request that the Court disallow each Insufficient Documentation Claim listed on **Schedule 3** to the proposed Order and expunge it from the Reorganized Debtors' claims register.

17. **Superseded Claims.** Based on the review of their claims register, the Reorganized Debtors have determined that some claimants filed proofs of claim that amended their previously filed proofs of claim (the "**Superseded Claims**"). To avoid the possibility of multiple recoveries by such claimants, the Debtors respectfully request that the Court disallow each Superseded Claim listed on **Schedule 4** to the proposed Order and expunge it from the Debtors' claims register. For each Superseded Claim, **Schedule 4** indicates the proof of claim that will remain outstanding upon the expungement of the corresponding Superseded Claim(s). This Court has previously granted similar relief in these chapter 11 cases. *See Order Granting the Debtors' First Omnibus Objection to Proofs of Claim (Superseded Claims)* [Docket No. 1813]; *Order Granting the Debtors' Fourth Omnibus Objection to Proofs of Claim (Superseded and Duplicate Claims)* [Docket No. 1888]; *Order Granting the Reorganized Debtors' Tenth Omnibus Objection to Proofs of Claim* [Docket No. 2443].

18. **Equity Interest Claims.** Holders of equity securities, such as shares of stock, do not have "claims" under the definition set forth in section 101(5) of the Bankruptcy Code. *See In re Motors Liquidation Co.*, Case No. 09-50026, 11 Civ. 8444 (RJS), 2012 WL 1886755, at *4 (S.D.N.Y. May 21, 2012) (internal quotations omitted) ("[S]imply put, an equity interest is not a claim against the debtor for which the equity holder may assert a right to payment by filing a proof of claim.").

19. The Bankruptcy Code defines an "equity security" as a:

(A) share in a corporation, whether or not transferable or denominated "stock", or similar security;

(B) interest of a limited partner in a limited partnership; or

(C) warrant or right, other than a right to convert, to purchase, sell or subscribe to a share, security or interest of a kind specified in subparagraph (A) or (B) of this paragraph.

11 U.S.C. § 101(16).

20. Based on their review of the liability, the Reorganized Debtors have determined that one “liability” listed on the Reorganized Debtors’ schedule of assets and liability, see Schedule of Assets and Liabilities for Avianca Holdings S.A. [Docket No. 869] and listed on **Schedule 5** (the “Equity Interest Claim”) in fact represents an interest of a shareholder, namely, in outstanding dividends. Courts have held that interests in payment that are dependent on the solvency of the corporation, such as dividends, are equity interests rather than claims. See Carrieri v. Jobs.com Inc., 393 F.3d 508, 522 (5th Cir. 2004) (holding that rights of shareholders that are dependent on the solvency of the corporation are equity interests); In re Joshua Slocum, Ltd., 103 B.R. 610,623 (Bankr. E.D. Pa. 1989) (stating that the rights of shareholders to recover dividends is dependent on the financial solvency of the corporation). Because interests in dividends are equity interests and equity interests do not in fact constitute claims, the Equity Interest Claim should be disallowed and expunged. Elimination of the Equity Interest Claim will enable the Reorganized Debtors to maintain a more accurate claims register. Accordingly, the Reorganized Debtors object to the Equity Interest Claim listed on **Schedule 5** to the proposed Order and seek entry of an order disallowing and expunging it in its entirety. This Court has previously granted similar relief in these chapter 11 cases. See Order Granting the Debtors’ Third Omnibus Objection to Proofs of Claim (Equity Interests) [Docket No. 1815]; Order Granting the Reorganized Debtors’ Tenth Omnibus Objection to Proofs of Claim [Docket No. 2443].

Separate Contested Matter

21. Each objection to the Disputed Claims constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Reorganized Debtors request that the order entered

with respect to this Objection be deemed a separate final order with respect to each Disputed Claim.

Responses to Objections

22. For any claimant who timely files and properly serves a response to this Objection (each, a “Response”) as set forth in *Notice of Hearing on Reorganized Debtors’ Eleventh Omnibus Objection to Proofs of Claim*, attached as **Exhibit C**, the Debtors will schedule such Response to be heard at the omnibus hearing at which this Objection will be heard, which is scheduled for February 16, 2022 at 10:00 a.m. (prevailing Eastern Time).

23. To the extent no Response is timely filed with respect to a Disputed Claim, the Reorganized Debtors request that the Court enter an order disallowing or reducing, as applicable, all such Disputed Claims.

Notice

24. Notice of this Objection has been provided to all claimants whose proofs of claim are the subject of the Objection, the Office of the U.S. Trustee, counsel to the Committee, and all other parties entitled to notice pursuant to Bankruptcy Rule 2002. The Reorganized Debtors submit that no other or further notice need be given.

Reservation of Rights

25. The Reorganized Debtors reserve the right to modify, supplement and/or amend this Objection as it pertains to any claim identified herein.

No Prior Request

26. No prior request for the relief sought in this Objection has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Reorganized Debtors respectfully request entry of the proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: New York, New York
January 14, 2022

/s/ Evan R. Fleck

Dennis F. Dunne
Evan R. Fleck
Benjamin Schak
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

- and -

Gregory A. Bray
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

Counsel for Reorganized Debtors

Exhibit A to Eleventh Omnibus Claims Objection

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)
: :
Reorganized Debtors. : (Jointly Administered)
: :
-----X

**ORDER GRANTING THE REORGANIZED DEBTORS’
ELEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM**

Upon the *Reorganized Debtors’ Eleventh Omnibus Objection to Proofs of Claim* (the “Eleventh Omnibus Claims Objection”),² whereby the Reorganized Debtors have requested, in accordance with sections 105 and 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and the *Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3007 (I) Establishing Claims Objection and Notice Procedures and (II) Granting Related Relief* [Docket No. 1179], entry of an order disallowing and expunging the claims identified on the Schedules hereto; and it appearing that the relief requested is in the best interests of the Reorganized Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Eleventh Omnibus

¹ The Debtors and Reorganized Debtors in these chapter 11 cases, and each one’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, 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). Except for Avianca Holdings S.A. and its remaining subsidiaries, the Reorganized Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

² Capitalized terms not otherwise defined herein are shall be given the meanings ascribed to them in the Eleventh Omnibus Claims Objection.

Claims Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Eleventh Omnibus Claims Objection 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 Eleventh Omnibus Claims Objection having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Eleventh Omnibus Claims Objection is granted as set forth herein.
2. Each Unliquidated and Contingent Claim identified in **Schedule 1** attached hereto is disallowed to the extent set forth in **Schedule 1**. Each No Liability Claim identified in **Schedule 2** attached hereto, each Insufficient Documentation Claim identified in **Schedule 3** attached hereto, each Superseded Claim identified in **Schedule 4** attached hereto, and the Equity Interest Claim identified in **Schedule 5** attached hereto is disallowed in its entirety.
3. The Reorganized Debtors and their claims agent are authorized to take all actions necessary to effectuate the relief granted in this Order, including by expunging disallowed claims from the claims register and otherwise updating the claims register to reflect to relief granted herein.
4. Any response to the Eleventh Omnibus Claims Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
5. Except as provided in this Order, nothing in this Order shall be deemed (a) an admission or finding as to the validity of any claim against a Debtor, (b) a waiver of the right of the Reorganized Debtors to dispute any claim against any Debtor on any grounds whatsoever, at a

later date, (c) a promise by or requirement on any Debtor to pay any claim, or (d) a waiver of the rights of the Reorganized Debtors under the Bankruptcy Code or any other applicable law.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2022
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1 to Order

Unliquidated and Contingent Claims

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
ACE American Insurance Company on its Own Behalf and on Behalf of all of the ACE Companies	Claim No. 1289 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
ANDRES FELIPE LOZANO ROJAS	Claim No. 3982 Servicios Aeroportuarios Integrados SAI S.A.S.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Blank	General Unsecured	Unliquidated claim
Chubb INA International Holdings Ltd. on its Own Behalf and on Behalf of all of the Foreign Chubb Companies	Claim No. 1259 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	Unliquidated Unliquidated \$0.00 Unliquidated	Administrative Priority / Secured / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY AMERICAS	Claim No. 1120 Tampa Cargo S.A.S.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim

¹ See Eleventh Omnibus Claims Objection at ¶ 14.

² Indicates claims contains unliquidated and/or undetermined amounts.

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
DEUTSCHE BANK TRUST COMPANY AMERICAS	Claim No. 1125 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY AMERICAS	Claim No. 1127 Avianca-Ecuador S.A	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY AMERICAS	Claim No. 1129 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY AMERICAS	Claim No. 1128 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1500 Aero Transporte de Carga Union, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1988 Servicios Aeroportuarios Integrados SAI S.A.S.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1989 Taca de Honduras, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1992 Taca de Mexico, S.A.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1995 Taca S.A.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1997 Technical and Training Services, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1964 Grupo Taca Holdings Limited	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
DEUTSCHE BANK TRUST COMPANY OF AMERICAS	Claim No. 1999 AV International Holdco S.A.	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
Elavon Financial Services DAC	Claim No. 1846 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Elavon Financial Services DAC	Claim No. 1847 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Federal Insurance Company on its own behalf and on behalf of all of the Chubb Companies	Claim No. 1250 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Franchise Tax Board	Claim No. 516 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
JOHANNA FRANCO	Claim No. 3875 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Blank	General Unsecured	Unliquidated claim

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
Juarius SHAMAR Harden	Claim No. 659 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Blank	General Unsecured	Unliquidated claim
KEB Hana Bank, Tokyo Branch	Claim No. 2493 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	Unliquidated \$0.00 \$0.00 Unliquidated	Administrative Priority / General Unsecured	Unliquidated claim
LESLEY NUNEZ	Claim No. 3874 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Blank	General Unsecured	Unliquidated claim
Manuel Jose Delgado Correa	Claim No. 3800 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 Unliquidated \$0.00 Unliquidated	Secured / General Unsecured	Unliquidated claim
Mileage Plus, Inc.	Claim No. 1445 Avianca-Ecuador S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Mileage Plus, Inc.	Claim No. 1459 Aviateca, S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
Mileage Plus, Inc.	Claim No. 1483 Islena de Inversiones, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Mileage Plus, Inc.	Claim No. 1502 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Mileage Plus, Inc.	Claim No. 1510 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Mileage Plus, Inc.	Claim No. 1514 Avianca Costa Rica S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
MileagePlus Holdings, LLC	Claim No. 1567 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
MileagePlus Holdings, LLC	Claim No. 1570 Avianca Costa Rica S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
MileagePlus Holdings, LLC	Claim No. 1575 Avianca-Ecuador S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
MileagePlus Holdings, LLC	Claim No. 1591 Aviateca, S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
MileagePlus Holdings, LLC	Claim No. 1595 Islena de Inversiones, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
MileagePlus Holdings, LLC	Claim No. 1604 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Unliquidated	General Unsecured	Unliquidated claim
Ola Sociedad Anonima	Claim No. 2441 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 \$855,778.57	General Unsecured	Claimant filed contingent claim for potential refunds of purchased tickets. Claimant has not subsequently asserted that refunds are due for such tickets, and Reorganized Debtors believe that no refunds are due.

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
U.S. CUSTOMS AND BORDER PROTECTION	Claim No. 487 Tampa Cargo S.A.S.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 Unliquidated \$29,219.53	Priority	Claimant filed contingent claim for potential clawback of customs refunds that Claimant paid to Debtors. Claimant has not subsequently asserted that any refunds were paid improperly or otherwise subject to clawback.
U.S. CUSTOMS AND BORDER PROTECTION	Claim No. 488 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$586,314.97 \$0.00 \$732,153.68	Secured, General Unsecured	Claimant filed contingent claim for potential clawback of customs refunds that Claimant paid to Debtors. Claimant has not subsequently asserted that any refunds were paid improperly or otherwise subject to clawback.
U.S. CUSTOMS AND BORDER PROTECTION	Claim No. 4059 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$30,525.40 \$0.00 \$0.00	Secured	Claimant filed contingent claim for potential clawback of customs refunds that Claimant paid to Debtors. Claimant has not subsequently asserted that any refunds were paid improperly or otherwise subject to clawback.
US Bank NA and Entities in Attachment	Claim No. 1512 Avianca-Ecuador S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 Unliquidated \$0.00 \$0.00	Secured	Unliquidated claim

UNLIQUIDATED AND CONTINGENT CLAIMS¹

Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount²	Portion of Claim Invalidated	Reason for Disallowance
US Bank NA and Entities in Attachment	Claim No. 1517 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 Unliquidated \$0.00 \$0.00	Secured	Unliquidated claim
US Bank NA and Entities in Attachment	Claim No. 1521 Avianca Costa Rica S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 Unliquidated \$0.00 \$0.00	Secured	Unliquidated claim
US Bank NA and Entities in Attachment	Claim No. 1527 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 Unliquidated \$0.00 \$0.00	Secured	Unliquidated claim
Visa International Service Association	Claim No. 713 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 Blank	General Unsecured	Unliquidated claim

Schedule 2 to Order

No Liability Claims

NO LIABILITY CLAIMS ¹				
Claimant's Name	Proof(s) of Claim to be Disallowed	Asserted Amount of Claim	Debtor Claim Is Asserted Against	Reason for Modification
Accenture Peru S.R.L.	1323	\$491,705.46	Aerovias del Continente Americano S.A. Avianca	Claim is related to services provided to Avianca Peru, a non-debtor entity
ADOBE SYSTEMS SOFTWARE IRELAND LTD	1461	\$17,876.02	Avianca Holdings S.A.	Claim is related to services provided to Avianca Peru, a non-debtor entity
ADVANCED GROUND SYSTEMS ENGINEERING LLC	1177	\$7,649.00	Avianca Holdings S.A.	Claim is related to goods provided to Oceanair Linhas Aereas, a non-debtor entity
Catalina Arbelaez	4041	\$15,000.00	Avianca Holdings S.A.	Avianca does not recognize the obligation given that the employee has not achieved the metric necessary to receive her bonus
Christian Javier Perez Calle	30	\$268,222.00	Avianca Holdings S.A.	Claim is related to a labor lawsuit filed against Avianca Peru, a non-debtor entity
Cia Palmares de Hoteis e Turismo	242	\$8,637.03 ²	Aerovias del Continente Americano S.A. Avianca	Claim is related to hotel accommodations provided to Avianca Peru, a non-debtor entity
Consumer Law	3818	\$212.27 ²	Avianca Holdings S.A.	Claim is related to services provided to Oceanair Linhas Aereas and AVB Holding S.A., non-debtor entities.

¹ See Eleventh Omnibus Claims Objection at ¶ 15.

² Indicates the claim was converted to USD using the exchange rate as of market open on May 11, 2020. Claim may contain unliquidated and/or undetermined amounts.

NO LIABILITY CLAIMS ¹				
Claimant's Name	Proof(s) of Claim to be Disallowed	Asserted Amount of Claim	Debtor Claim Is Asserted Against	Reason for Modification
INSERCOR SAC	1873	\$90,082.00	Avianca Holdings S.A.	Claim is related to services provided to Avianca Peru, a non-debtor entity
Jamaica Civil Aviation Authority	46	\$45,600.00	Avianca Holdings S.A.	Claim is related to goods provided to Taca Peru (now known as Avianca Peru), a non-debtor entity
MASS. DEPT. OF REVENUE ATTN BANKRUPTCY UNIT	207	\$2,078.83	Avianca, Inc.	Company no longer had active collaborators during the period they are charging. The last payroll in MA was in July 2019. Receipts are available.
MERCH DESIGN SAC	539	\$2,590.10	Avianca Holdings S.A.	Claim is related to goods provided to Avianca Peru, a non-debtor entity
ONIX HEALTH SERVICES SAC	1742	\$9,165.92	Avianca Holdings S.A.	Claim is related to goods provided to Avianca Peru, a non-debtor entity
Stephanie Guimoye Puente	3765	\$38,000.00	Avianca Holdings S.A.	Claim is related to services (employee labor) provided to Avianca Peru, a non-debtor entity
Swissport Canada Inc.	221	\$10,515.38 ²	Avianca Holdings S.A.	Claim is related to services provided to Latam Ecuador and Latam Cargo Chile, a non-debtor entity
WEST AIR CARGO LTDA	672	\$172,832.65 ²	Avianca Holdings S.A.	Claim is related to services provided to Oceanair Linhas Aereas, a non-debtor entity

² Indicates the claim was converted to USD using the exchange rate as of market open on May 11, 2020. Claim may contain unliquidated and/or undetermined amounts.

Schedule 3 to Order

Insufficient Documentation Claims

INSUFFICIENT DOCUMENTATION CLAIMS¹

Claimant's Name	Proof(s) of Claim to be Disallowed	Asserted Amount of Claim	Debtor Claim Is Asserted Against	Reason for Modification
Busoni Corp	1012	\$200,000.00	Avianca Holdings S.A.	Missing detail for basis of claim. Debtors are unaware of any debt to Claimant.
DC LOGISTICS BRASIL LTDA 74182593000190	3826	\$1,100.00	Tampa Cargo S.A.S.	No invoices or purchase orders attached to claim. Debtors are unaware of any debt to Claimant.
Jorge Valencia Cuesta CIA SAS	3746	\$825.00	Aerovias del Continente Americano S.A. Avianca	No supporting information attached to claim. Debtors are unaware of any debt to Claimant.
Leaharay V Jihad	551	\$606.95	Avianca Holdings S.A.	No supporting information attached to claim. Debtors are unaware of any debt to Claimant.
Taft Stettinius and Hollister LLP	119	\$78,467.94	Avianca Holdings S.A.	No invoices attached to or referenced in claim. Debtors are unaware of any debt to Claimant.
William Alvarez Araque	3801	\$1,500.00	Avianca Holdings S.A.	Lacks information regarding basis of claim. Debtors are unaware of any debt to Claimant.

¹ See Eleventh Omnibus Claims Objection at ¶ 16.

Schedule 4 to Order

Superseded Claims

SUPERSEDED CLAIMS ¹				
Claimant's Name	Proof(s) of Claim to be Disallowed	Asserted Amount of Claim	Surviving Proof of Claim	Name of Debtor Against Which Surviving Proof of Claim is Asserted
Aero Miami II, LLC	3766	\$2,574,860.64	3784	Tampa Cargo S.A.S.
Lufthansa Technik AG	2017	\$2,760,759.06	3903	Aerovias del Continente Americano S.A. Avianca
Lufthansa Technik AG	2018	\$1,621,214.93	3904	Taca International Airlines S.A.
Lufthansa Technik AG	2020	\$122,614.80	3905	Avianca-Ecuador S.A.
Pratt and Whitney Canada Corp.	2206	\$238,807.17	4071	Aerovias del Continente Americano S.A. Avianca

¹ See Eleventh Omnibus Claims Objection at ¶ 17.

Schedule 5 to Order

Equity Interest Claim

EQUITY INTEREST CLAIM ¹				
Claimant's Name	Scheduled Claim to be Disallowed	Asserted Amount of Claim	Debtor Claim Is Asserted Against	Reason for Disallowance
BRW AVIATION LLC	3254144	\$917,905.79	Avianca Holdings S.A.	Outstanding dividends to shareholders constitute an equity interest.

¹ See Eleventh Omnibus Claims Objection at ¶ 18-20.

Exhibit B to Eleventh Omnibus Claims Objection

Declaration of Walt Brown

**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)
Reorganized Debtors. : (Jointly Administered)
-----X

**DECLARATION OF WALT BROWN IN SUPPORT OF REORGANIZED DEBTORS’
ELEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM**

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

Background

1. I am a managing director at FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm.

2. In my capacity as managing director, I am authorized to submit this declaration in support of the *Reorganized Debtors’ Eleventh Omnibus Objection to Proofs of Claim* (the “Eleventh Omnibus Claims Objection”).²

¹ The Debtors and Reorganized Debtors in these chapter 11 cases, and each one’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, 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). Except for Avianca Holdings S.A. and its remaining subsidiaries, the Reorganized 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 meanings set forth in the Eleventh Omnibus Claims Objection.

3. All facts set forth herein are based on my personal knowledge, in evaluating the Proofs of Claim, the Reorganized Debtors and other reviewing parties have reviewed the Reorganized Debtors' Books and Records, the relevant Proofs of Claim, as well as the supporting documentation provided by the claimants, and determined that the Disputed Claims should be disallowed and expunged from the claims register maintained in these cases (the "Claims Register").

4. If I were called upon to testify, I could and would competently testify to each of the facts set forth herein on that basis, including that I, or employees of FTI under my supervision and direction, personally reviewed the claims listed in Schedules 1 through 5 to the proposed *Order Granting Reorganized Debtors' Eleventh Omnibus Objection to Proofs of Claim* (the "Proposed Order") as part of the claims reconciliation process in these chapter 11 cases.

Unliquidated and Contingent Claims

5. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the Unliquidated and Contingent Claims, the Reorganized Debtors have determined that the Unliquidated and Contingent Claims listed on Schedule 1 to Proposed Order failed to provide the required information regarding the amount of their claim, and as a result the Reorganized Debtors are unable to determine the validity of the Unliquidated and Contingent Claims. Further, the Reorganized Debtors have reviewed their Books and Records and do not believe there are any amounts due and owing with respect to the Unliquidated and Contingent Claims. If the Unliquidated and Contingent Claims identified on Schedule 1 to the Proposed Order are not disallowed or reduced, the claimants identified therein may improperly obtain an unwarranted recovery at the expense of the Reorganized Debtors and other creditors.

6. I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Unliquidated and Contingent Claims as set forth therein and in the Objection.

No Liability Claims

7. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the No Liability Claims, the Reorganized Debtors have determined that the No Liability Claims listed on **Schedule 2** to Proposed Order represents a claim for which the Reorganized Debtors believe they are not liable, for the reasons given on **Schedule 2**. If the No Liability Claims identified on **Schedule 2** to the Proposed Order are not disallowed or reduced, the claimants identified therein may improperly obtain an unwarranted recovery at the expense of the Reorganized Debtors and other creditors.

8. I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the No Liability Claims as set forth therein and in the Objection.

Insufficient Documentation Claims

9. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the Insufficient Documentation Claims, the Reorganized Debtors have determined that the Insufficient Documentation Claims listed on **Schedule 3** to Proposed Order lack supporting documentation and have no basis in the Reorganized Debtors' schedules of assets and liabilities or their Books and Records. If the Insufficient Documentation Claims identified on **Schedule 3** to the Proposed Order are not disallowed or reduced, the claimants identified therein may improperly obtain an unwarranted recovery at the expense of the Reorganized Debtors and other creditors.

10. I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Insufficient Documentation Claims as set forth therein and in the Objection.

Superseded Claims

11. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the Superseded Claims, the Reorganized Debtors have determined that the Superseded Claims listed on **Schedule 4** to Proposed Order have been amended by or on behalf of claimants who subsequently filed Proofs of Claim relating to the same purported liabilities. If the Superseded Claims identified on **Schedule 4** to the Proposed Order are not disallowed, the claimants identified therein may improperly obtain double recovery from the same alleged liability, at the expense of the Reorganized Debtors and other creditors.

12. Furthermore, for each of the Superseded Claims, the Reorganized Debtors have identified a surviving claim that asserts the same liability and is identified on **Schedule 4** to the Proposed Order in the column labeled “Surviving Proof of Claim.” Accordingly, I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Superseded Claims as set forth therein and in the Objection.

Equity Interest Claim

13. To the best of my knowledge, information, and belief, based on a review of the Equity Interest Claim, the Reorganized Debtors have determined that the Equity Interest Claim identified on **Schedule 5** to the Proposed Order was filed by a shareholder based on an interest in dividends stemming from ownership of equity securities in one of the Debtors. Elimination of the Equity Interest Claim will enable the Reorganized Debtors to maintain a more accurate claims register. If the Equity Interest Claim is not disallowed, the claimant may improperly obtain recovery on what is an equity interest and not a claim.

14. I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Equity Interest Claim as set forth therein and in the Objection.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Date: January 14, 2022

/s/ Walt Brown
Walt Brown
Managing Director
FTI Consulting, Inc.
2001 Ross Avenue, Suite 650
Dallas, TX 75201

Exhibit C to Eleventh Omnibus Claims Objection

Notice of Objection

Dennis F. Dunne
Evan R. Fleck
Benjamin Schak
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Gregory A. Bray
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

Counsel for Reorganized Debtors

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

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

**NOTICE OF HEARING ON THE REORGANIZED DEBTORS’
ELEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM**

PLEASE TAKE NOTICE that, on January 14, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed their Eleventh Omnibus Objection to Proofs of Claim (the “Objection”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

¹ The Debtors and Reorganized Debtors in these chapter 11 cases, and each one’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, 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). Except for Avianca Holdings S.A. and its remaining subsidiaries, the Reorganized Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

THIS OBJECTION ADDRESSES ONE OR MORE OF THE CLAIM(S) YOU HAVE FILED IN THE REORGANIZED DEBTORS' CASES. Schedules 1 through 5

annexed to the Objection (attached hereto) (the "Schedules") identifies your claim and the category of claim objection applicable to you. The complete Objection can be viewed and/or obtained by: (i) accessing the Court's website at www.nysb.uscourts.gov, or (ii) free of charge from the Reorganized Debtors' notice and claims agent, KCC, at <http://www.kccllc.net/avianca> or by calling (866) 967-1780 (U.S./Canada) or +1 (310) 751-2680 (International). Note that a PACER password is needed to access documents on the Court's website. The complete Objection is entitled *Reorganized Debtors' Eleventh Omnibus Objection to Proofs of Claim*.

The Objection requests that the Bankruptcy Court disallow and expunge one or more of your claims listed in the Schedules on the ground that the claim is unliquidated, the Reorganized Debtors have no liability under the claim, the claim is not supported by sufficient documentation, the claim was superseded by a later-filed claim, or the claim is an equity interest. Any claim that the Bankruptcy Court expunges or disallows will be treated as if such claim had not been filed. Any claim that the Bankruptcy Court reduces or reclassifies will be treated as if such claim had been filed in the reduced amount or reclassified class.

If you DO oppose the disallowance, expungement, reduction, or reclassification of your claim(s) listed in the Schedules, then you MUST file a written response to the Objection (the "Response") ON OR BEFORE FEBRUARY 14, 2022 AT 4:00 P.M. EASTERN TIME (the "Response Deadline") and serve such Response as set forth herein. If you DO NOT oppose the disallowance or expungement of your claim(s) listed in the Schedules, then no further action is required by you.

The Response, if any, must include the following: (i) a caption identifying the name of the Bankruptcy Court, the names of the Reorganized Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the claimant and description of the basis for the claim; (iii) a short statement describing the reasons for which the claim should not be disallowed as set forth in the Objection; (iv) additional documentation or other evidence upon which you rely in opposing the Objection (if it was not included with the proof of claim previously filed with the Bankruptcy Court); (v) the address(es) to which the Reorganized Debtors must return any reply to your Response, if different from that presented in your proof of claim; (vi) the name, address, and telephone number of the person (which may be you or your legal representative) holding ultimate authority to resolve the claim on your behalf.

The Bankruptcy Court will consider a Response only if the Response is filed with the Court on or prior to the Response Deadline. All Responses must be served on (i) the Bankruptcy Court at Chambers of Honorable Judge Martin Glenn, One Bowling Green, New York, New York 10004-1408, (ii) counsel for the Reorganized Debtors at Milbank LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Evan R. Fleck, Esq., Gregory A. Bray, Esq., and Benjamin Schak, Esq. (efleck@milbank.com, gbray@milbank.com, and bschak@milbank.com)), and (iii) the Reorganized Debtors, c/o Richard Galindo (richard.galindo@avianca.com).

A HEARING WILL BE HELD ON FEBRUARY 16, 2022 (the "Hearing") to consider the Objection. **THE HEARING WILL BE HELD AT 10:00 A.M. (EASTERN TIME)** at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room

523, New York, New York 10004 in front of the Honorable Martin Glenn. If you file a written Response to the Objection, you or your counsel must attend the Hearing (which attendance may be via Zoom for Government). In light of the COVID-19 pandemic, the Hearing may be conducted via Zoom for Government. Parties wishing to appear at the Hearing, whether in a “live” or “listen only” capacity, must make an electronic appearance through the “eCourtAppearances” tab on the Court’s website (<http://www.nysb.uscourts.gov/content/judge-martin-glenn>) no later than 4:00 p.m. (prevailing Eastern Time) the business day before the Hearing (the “Appearance Deadline”). Following the Appearance Deadline, the Court will circulate by email the Zoom link to the Hearing to those parties who have made an electronic appearance. Parties wishing to appear at the Hearing must submit an electronic appearance through the Court’s website by the Appearance Deadline and not by emailing or otherwise contacting the Court. The Court will not respond to late requests that are submitted on the day of the hearing. Additional information regarding the Court’s Zoom and hearing procedures can be found on the Court’s website. The Reorganized Debtors reserve the right to continue the Hearing on the Objection for your claim(s) at a later date.

If the Bankruptcy Court does NOT disallow, expunge, reduce, or reclassify your claim(s) listed in the Schedules, then the Reorganized Debtors may object on other grounds to the claim(s) (or to any other claims you may have filed) at a later date. You will receive a separate notice of any such objection.

Dated: January 14, 2022
New York, New York

/s/ Evan R. Fleck

Dennis F. Dunne
Evan R. Fleck
Benjamin Schak
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

- and -

Gregory A. Bray
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

Counsel for Reorganized Debtors