

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)

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

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

**REORGANIZED DEBTORS' TWELFTH  
OMNIBUS OBJECTION TO PROOFS OF CLAIM**

<sup>1</sup> 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 3 ATTACHED TO  
THE PROPOSED ORDER.**

Avianca Holdings S.A. and its reorganized debtor affiliates in these proceedings (collectively, the “Reorganized Debtors”) hereby file this *Twelfth 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’ Twelfth 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 **Schedules 1 through 3** to the proposed order 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"). *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 69 Proofs of Claim in this Objection and 78 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 such claims are “incorrectly classified” (Claims Objection Procedures Order at ¶ 2(ii)), “incorrectly value[] the collateral securing the claim” (Claims Objection Procedures Order at ¶ 2(iii)), “do[] not include sufficient documentation to ascertain the validity of the claim” (Claims Objection Procedures Order at ¶ 2(iv)), “have been satisfied or released during the case” (Fed. R. Bankr. P. 3007(d)(3)), or “are interests, rather than claims” (Fed. R. Bankr. P. 3007(d)(7)).

14. **Reclassified Claims.** The Reorganized Debtors have examined each claim identified in Schedule 1 to the proposed Order (the “Reclassified Claims”), the documentation

provided with respect to the Reclassified Claims, and the Reorganized Debtors' Books and Records and have determined in each case that the Reclassified Claim asserts a claim that should be classified in its entirety as general unsecured. A claimant asserting statutory priority, including administrative expense claim priority, bears the burden of establishing the claim's entitlement to such priority. See, e.g., In re Bethlehem Steel Corp., 479 F.3d 167, 172 (2d Cir. 2007) ("The burden of proving entitlement to priority payment as an administrative expense . . . rests with the party requesting it."); In re Drexel Burnham Lambert Grp. Inc., 134 B.R. 482, 489 (Bankr. S.D.N.Y. 1991) ("The burden of establishing entitlement to priority rests with the claimant and should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.") (quotation omitted). Moreover, statutory priorities under the Bankruptcy Code are to be construed and awarded narrowly and consistent with the intent of the Bankruptcy Code. See, e.g., Howard Delivery Serv. v. Zurich Am. Ins. Co., 547 U.S. 651, 667, 669 (2006) (noting the longstanding principle that administrative claims "must be tightly construed" to accomplish the Bankruptcy Code's objective of equal distribution to creditors).

15. Section 503(b)(9) of the Bankruptcy Code provides for the allowance as an administrative expense of the value of any goods sold to the debtors in the ordinary course of the debtors' businesses and received by the debtors within 20 days before the Petition Date.<sup>2</sup> 11 U.S.C. § 503(b)(9). Thus, a claim that asserts administrative status under section 503(b)(9) is invalid to the extent it (1) asserts a claim for services or other nontangible items rather than goods or (2) asserts a claim for goods that were delivered to the debtors outside of the 20-day period section 503(b)(9) provides.

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<sup>2</sup> The 20-day period for all relevant Debtors ran from April 20, 2020, forward to the Petition Date (May 10, 2020).

16. If a creditor cannot demonstrate that its claim is secured by a valid, perfected lien or other security interest in property of the Debtors' estates, or if the claim invalidly asserts administrative expense status under section 503(b)(9), it must follow that such a claim is unsecured. See, e.g., In re Dairy Mart Convenience Stores, Inc., 351 F.3d 86, 91 (2d Cir. 2003) (finding that a creditor that is a beneficiary of a letter of credit is only an unsecured creditor vis-à-vis the bankruptcy estate without a direct security interest); In re WorldCom, Inc., 362 B.R. 96, 120 (Bankr. S.D.N.Y. 2007) (reclassifying a purportedly secured claim as unsecured because it was based on a lapsed lien). The Reorganized Debtors have determined that each of the Reclassified Claims should be reclassified as a general unsecured claim because it has not demonstrated that its claim is secured by a valid security interest in the Debtors' estates, or because it invalidly asserts administrative status under section 503(b)(9). Thus, the Reorganized Debtors respectfully request that the Court reclassify in the amount identified each Reclassified Claim listed on **Schedule 1** to the proposed Order to general unsecured claims.

17. **Reduced Claims.** Based on their review of the Reduced Claims and any documentation provided therewith, the Reorganized Debtors have determined that each claim listed on **Schedule 2** to the proposed Order (the "Reduced Claims") (1) seeks to recover amounts in excess of what is reflected on the Reorganized Debtors' Books and Records and/or (2) seeks payment of withholding taxes that the Debtors or Reorganized Debtors have paid to the appropriate tax entities. In order to preserve the integrity and accuracy of the Claims Register, and to avoid claimants improperly receiving recoveries in excess of what they are entitled to at the expense of the Reorganized Debtors and other creditors, the Reorganized Debtors respectfully request that the Court reduce the Reduced Claims listed on **Schedule 2** to the proposed Order such that each



Reduced Claim corresponds with the amount listed on **Schedule 2** under “Modified Claim Amount.”

18. **Multiple Modification 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 “Multiple Modification Claims”) is subject to more than one basis for reduction and reclassification. The particular basis for each claim’s reduction and reclassification is set forth in **Schedule 3**, along with the amount of the claim which corresponds to each basis for modification. The legal basis for each of modifications to the Multiple Modification Claims can be found above at paragraphs 14-17, and in the *Reorganized Debtors’ Eleventh Omnibus Objection to Proofs of Claim* at ¶¶ 15-16 (to be filed contemporaneously herewith). Therefore, the Reorganized Debtors respectfully request that the Court enter the proposed Order reducing and reclassifying each Multiple Modification Claim listed on **Schedule 3** to the proposed Order as set out on such Schedule.

#### **Separate Contested Matter**

19. 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**

20. 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’ Twelfth 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).

21. 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**

22. 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**

23. 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**

24. 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

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*Counsel for Reorganized Debtors*

**Exhibit A to Twelfth 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.*,<sup>1</sup> : Case No. 20-11133 (MG)  
: :  
Reorganized Debtors. : (Jointly Administered)  
: :  
-----X

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

Upon the *Reorganized Debtors’ Twelfth Omnibus Objection to Proofs of Claim* (the “Twelfth Omnibus Claims Objection”),<sup>2</sup> 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 Twelfth Omnibus

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein are shall be given the meanings ascribed to them in the Twelfth Omnibus Claims Objection.

Claims Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Twelfth 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 Twelfth 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 Twelfth Omnibus Claims Objection is granted as set forth herein.
2. Each Reclassified Claim identified in **Schedule 1** attached hereto is reclassified in the manner set for in **Schedule 1**. Each Reduced Claim identified in **Schedule 2** attached hereto is reduced and allowed to the extent set forth in **Schedule 2**. Each Multiple Modifications Claim identified in **Schedule 3** attached hereto is reduced and reclassified to the extent and in the manner set forth in **Schedule 3**.
3. The Reorganized Debtors and their claims agent are authorized to take all actions necessary to effectuate the relief granted in this Order, including updating the claims register to reflect to relief granted herein.
4. Any response to the Twelfth 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

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1 to Order**

**Reclassified Claims**



RECLASSIFIED CLAIMS <sup>1</sup>						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
3M Colombia S.A.	Claim No. 1611 Aerovias del Continente Americano S.A. Avianca	Administrative Priority	\$570.01	(\$570.01)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$570.01	\$570.01	
Aeroservicios USA, Inc	Claim No. 325 Avianca Costa Rica S.A	Administrative Priority	\$2,020.00	(\$2,020.00)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$2,020.00	\$2,020.00	
Aeroservicios USA, Inc	Claim No. 327 Avianca, Inc.	Administrative Priority	\$2,570.00	(\$2,570.00)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$2,570.00	\$2,570.00	
Aeroservicios USA, Inc	Claim No. 329 Taca International Airlines S.A.	Administrative Priority	\$125.00	(\$125.00)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$125.00	\$125.00	
Allied Aviation Services, Inc.	Claim No. 124 Taca International Airlines S.A.	Administrative Priority	\$0.00	\$0.00	\$0.00	Proof of claim describes collateral vaguely as "cash"; Debtors are unaware of cash pledged to Claimant.
		Secured	\$8,000.00	(\$8,000.00)	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$18,377.67	\$8,000.00	\$26,377.67	
AVIATION CHEMICAL SOLUTIONS INC	Claim No. 643 Tampa Cargo S.A.S.	Administrative Priority	\$1,973.31	(\$1,973.31)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$1,973.31	\$1,973.31	
AVIATION CHEMICAL SOLUTIONS INC	Claim No. 644 Avianca-Ecuador S.A	Administrative Priority	\$291.40	(\$291.40)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$291.40	\$291.40	
AVIATION CHEMICAL SOLUTIONS INC	Claim No. 645 Aviateca, S.A.	Administrative Priority	\$101.25	(\$101.25)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$101.25	\$101.25	

<sup>1</sup>See Twelfth Omnibus Claims Objection at ¶ 14-16.

RECLASSIFIED CLAIMS <sup>1</sup>						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
AVIATION CHEMICALS SOLUTIONS	Claim No. 642 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$1,694.44 \$0.00 \$0.00 \$0.00	(\$1,694.44) \$0.00 \$0.00 \$1,694.44	\$0.00 \$0.00 \$0.00 \$1,694.44	Claim reclassified due to goods received outside 503(b)(9) date range
BEST WESTERN PLUS LEWISVILLE COPELL	Claim No. 569 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$508.45 \$0.00 \$0.00	\$0.00 (\$508.45) \$0.00 \$508.45	\$0.00 \$0.00 \$0.00 \$508.45	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
Callington Inc	Claim No. 630 Avianca-Ecuador S.A	Administrative Priority Secured Priority General Unsecured	\$6,952.60 \$0.00 \$0.00 \$947.60	(\$6,952.60) \$0.00 \$0.00 \$6,952.60	\$0.00 \$0.00 \$0.00 \$7,900.20	Claim reclassified due to goods received outside 503(b)(9) date range
Callington Inc	Claim No. 631 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$1,814.40 \$0.00 \$0.00 \$0.00	(\$1,814.40) \$0.00 \$0.00 \$1,814.40	\$0.00 \$0.00 \$0.00 \$1,814.40	Claim reclassified due to goods received outside 503(b)(9) date range
CHAPMAN Y ASOCIADOS S.A.S. <sup>2</sup>	Claim No. 4069 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$8,839.86 \$0.00 \$0.00 \$0.00	(\$8,839.86) \$0.00 \$0.00 \$8,839.86	\$0.00 \$0.00 \$0.00 \$8,839.86	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
Cordova Barrera y Asociados, Contadores Publicos y Auditores, Sociedad Civil	Claim No. 700 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$15,088.14 \$0.00 \$0.00 \$0.00	(\$15,088.14) \$0.00 \$0.00 \$15,088.14	\$0.00 \$0.00 \$0.00 \$15,088.14	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
Cordova Barrera y Asociados Contadores Publicos y Auditores Sociedad Civil	Claim No. 714 Islena de Inversiones, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	\$6,475.34 \$0.00 \$0.00 \$0.00	(\$6,475.34) \$0.00 \$0.00 \$6,475.34	\$0.00 \$0.00 \$0.00 \$6,475.34	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
Cordova Barrera y Asociados Contadores Publicos y Auditores Sociedad Civil	Claim No. 715 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$21,551.41 \$0.00 \$0.00 \$0.00	(\$21,551.41) \$0.00 \$0.00 \$21,551.41	\$0.00 \$0.00 \$0.00 \$21,551.41	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.

<sup>2</sup>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.

RECLASSIFIED CLAIMS'						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
CSI Aerospace, Inc.	Claim No. 75 Tampa Cargo S.A.S.	Administrative Priority Secured Priority General Unsecured	\$2,950.00 \$0.00 \$0.00 \$2,950.00	(\$2,950.00) \$0.00 \$0.00 \$2,950.00	\$0.00 \$0.00 \$0.00 \$5,900.00	Claim reclassified due to goods received outside 503(b)(9) date range
DEDIENNE AEROSPACE LLC	Claim No. 297 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$4,000.00 \$29,875.50	\$0.00 \$0.00 (\$4,000.00) \$4,000.00	\$0.00 \$0.00 \$0.00 \$33,875.50	Claim reclassified because a portion is not related to employee wages
Diehl Aerospace Inc.	Claim No. 81 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$14,438.78 \$0.00 \$0.00 \$87,108.32	(\$3,370.45) \$0.00 \$0.00 \$3,370.45	\$11,068.33 \$0.00 \$0.00 \$90,478.77	Claim reclassified due to goods received outside 503(b)(9) date range
DONALD MADDOCKS BORESCOPE ON VIDEO INC	Claim No. 555 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$27,000.00 \$0.00 \$0.00 \$0.00	(\$27,000.00) \$0.00 \$0.00 \$27,000.00	\$0.00 \$0.00 \$0.00 \$27,000.00	Claim reclassified due to goods received outside 503(b)(9) date range
Eaton Aerospace LLC	Claim No. 391 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$1,393.03 \$0.00 \$0.00 \$0.00	(\$1,393.03) \$0.00 \$0.00 \$1,393.03	\$0.00 \$0.00 \$0.00 \$1,393.03	Claim reclassified due to goods received outside 503(b)(9) date range
Eaton Limited	Claim No. 387 Avianca-Ecuador S.A	Administrative Priority Secured Priority General Unsecured	\$701.00 \$0.00 \$0.00 \$692.03	(\$701.00) \$0.00 \$0.00 \$701.00	\$0.00 \$0.00 \$0.00 \$1,393.03	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
F24 SERVICIOS DE COMUNICACION S.L.U.	Claim No. 611 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$4,511.32 \$0.00 \$0.00 \$10,898.42	(\$4,511.32) \$0.00 \$0.00 \$4,511.32	\$0.00 \$0.00 \$0.00 \$15,409.74	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
GA Telesis, LLC	Claim No. 25 Avianca-Ecuador S.A	Administrative Priority Secured Priority General Unsecured	\$28,417.54 \$0.00 \$0.00 \$426.26	(\$28,417.54) \$0.00 \$0.00 \$28,417.54	\$0.00 \$0.00 \$0.00 \$28,843.80	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
GA Telesis, LLC	Claim No. 26 Aero Transporte de Carga Union, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	\$58,250.00 \$0.00 \$0.00 \$963.75	(\$58,250.00) \$0.00 \$0.00 \$58,250.00	\$0.00 \$0.00 \$0.00 \$59,213.75	Claim reclassified due to goods received outside 503(b)(9) date range

RECLASSIFIED CLAIMS'						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
GOODYEAR INTERNATIONAL CORPORATION	Claim No. 1011 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$18,106.76 \$0.00 \$0.00 \$18,106.76	(\$18,106.76) \$0.00 \$0.00 \$18,106.76	\$0.00 \$0.00 \$0.00 \$36,213.52	Claim reclassified due to goods received outside 503(b)(9) date range
Hamilton Sundstrand Corporation	Claim No. 2071 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$6,953.50 \$0.00 \$0.00 \$38,204.79	(\$1,970.35) \$0.00 \$0.00 \$1,970.35	\$4,983.15 \$0.00 \$0.00 \$40,175.14	Claim reclassified due to goods received outside 503(b)(9) date range
Hamilton Sundstrand Customer Support Center Maastricht BV	Claim No. 2072 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$18,266.70 \$0.00 \$0.00 \$870.00	(\$18,266.70) \$0.00 \$0.00 \$18,266.70	\$0.00 \$0.00 \$0.00 \$19,136.70	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
HELIOS TECHNOLOGY AND INNOVATION SAS	Claim No. 85 Tampa Cargo S.A.S.	Administrative Priority Secured Priority General Unsecured	\$886.72 \$0.00 \$0.00 \$10,580.21	(\$886.72) \$0.00 \$0.00 \$886.72	\$0.00 \$0.00 \$0.00 \$11,466.93	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
HOSTAL DEL SOL SA DE CV	Claim No. 1835 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$161,655.63 \$0.00	\$0.00 \$0.00 (\$161,655.63) \$161,655.63	\$0.00 \$0.00 \$0.00 \$161,655.63	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
INSTITUTO DE RELIGIOSAS DE SAN JOSE DE GERONA	Claim No. 1263 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$151,000.00 \$0.00 \$0.00 \$0.00	(\$151,000.00) \$0.00 \$0.00 \$151,000.00	\$0.00 \$0.00 \$0.00 \$151,000.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
International Aerospace Coatings, Inc.	Claim No. 158 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$88,303.29 \$0.00 \$0.00 \$0.00	(\$88,303.29) \$0.00 \$0.00 \$88,303.29	\$0.00 \$0.00 \$0.00 \$88,303.29	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
ISOTECH NORTH AMERICA INC	Claim No. 810 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$1,890.00 \$0.00 \$0.00 \$0.00	(\$1,890.00) \$0.00 \$0.00 \$1,890.00	\$0.00 \$0.00 \$0.00 \$1,890.00	Claim reclassified due to goods received outside 503(b)(9) date range
Mingo Aerospace LLC	Claim No. 36 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$39,845.00 \$0.00 \$0.00 \$0.00	(\$39,845.00) \$0.00 \$0.00 \$39,845.00	\$0.00 \$0.00 \$0.00 \$39,845.00	Claim reclassified due to goods received outside 503(b)(9) date range

RECLASSIFIED CLAIMS <sup>1</sup>						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
NORTON ROSE FULBRIGHT LLP	Claim No. 639 Aerovias del Continente Americano S.A. Avianca	Administrative Priority	\$4,838.81	(\$4,838.81)	\$0.00	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$4,838.81	\$4,838.81	
Panasonic Avionics Corporation	Claim No. 2216 Taca International Airlines S.A.	Administrative Priority	\$16,150.00	(\$16,150.00)	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$52,223.65	\$16,150.00	\$68,373.65	
PAX ASSIST INC	Claim No. 91 Avianca Holdings S.A.	Administrative Priority	\$219.60	(\$219.60)	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$185,351.44	\$219.60	\$185,571.04	
PLATAFORMA COLOMBIA SAS <sup>2</sup>	Claim No. 3798 Aerovias del Continente Americano S.A. Avianca	Administrative Priority	\$235.14	(\$235.14)	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$235.14	\$235.14	
Pratt and Whitney Canada Corp.	Claim No. 4072 Islena de Inversiones, S.A. de C.V.	Administrative Priority	\$1,235,299.59	(\$1,235,299.59)	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$240,361.47	\$1,235,299.59	\$1,475,661.06	
Pratt and Whitney Component Solutions, Inc.	Claim No. 2218 Avianca-Ecuador S.A	Administrative Priority	\$19,050.00	(\$19,050.00)	\$0.00	Reduced claim amount due to invoices related to services not goods
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$78,471.83	\$19,050.00	\$97,521.83	
Savoy Dallas Hotels LLC	Claim No. 814 Avianca-Ecuador S.A	Administrative Priority	\$1,866.45	(\$1,866.45)	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$1,866.45	\$1,866.45	
SITA INC UK LIMITED	Claim No. 827 Avianca-Ecuador S.A	Administrative Priority	\$1,673.91	(\$1,673.91)	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$162,791.60	\$1,673.91	\$164,465.51	

<sup>2</sup>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.

RECLASSIFIED CLAIMS'						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
SITA SWITZERLAND SARL. - PRIOR NAMED SITA ONAIR SWITZERLAND SARL	Claim No. 837 Tampa Cargo S.A.S.	Administrative Priority Secured Priority General Unsecured	\$2,675.65 \$0.00 \$0.00 \$24,900.20	(\$2,675.65) \$0.00 \$0.00 \$2,675.65	\$0.00 \$0.00 \$0.00 \$27,575.85	Claim reclassified due to goods received outside 503(b)(9) date range
Skyways Technics A/S	Claim No. 295 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$11,920.00 \$0.00 \$0.00 \$172,746.00	(\$3,920.00) \$0.00 \$0.00 \$3,920.00	\$8,000.00 \$0.00 \$0.00 \$176,666.00	Claim reclassified due to goods received outside 503(b)(9) date range
SOUTH FLORIDA LIFT GAS LLC	Claim No. 553 Avianca Holdings S.A.	Administrative Priority Secured Priority General Unsecured	\$11,583.41 \$0.00 \$0.00 \$0.00	(\$11,583.41) \$0.00 \$0.00 \$11,583.41	\$0.00 \$0.00 \$0.00 \$11,583.41	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
STS COMPONENT SOLUTIONS LLC	Claim No. 2284 Taca International Airlines S.A.	Administrative Priority Secured Priority General Unsecured	\$28,028.24 \$0.00 \$0.00 \$6,141.06	(\$28,028.24) \$0.00 \$0.00 \$28,028.24	\$0.00 \$0.00 \$0.00 \$34,169.30	Claim reclassified due to goods received outside 503(b)(9) date range
STS COMPONENT SOLUTIONS LLC	Claim No. 2286 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$12,759.00 \$0.00 \$0.00 \$2,234.00	(\$7,709.00) \$0.00 \$0.00 \$7,709.00	\$5,050.00 \$0.00 \$0.00 \$9,943.00	Reduced claim amount due to goods received outside 503(b)(9) date range
TOTAL TRUST SERVICES CORP	Claim No. 1203 Latin Logistics, LLC	Administrative Priority Secured Priority General Unsecured	\$1,110.00 \$0.00 \$0.00 \$0.00	(\$1,110.00) \$0.00 \$0.00 \$1,110.00	\$0.00 \$0.00 \$0.00 \$1,110.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
Totalpack, Inc.	Claim No. 299 Tampa Cargo S.A.S.	Administrative Priority Secured Priority General Unsecured	\$318.00 \$0.00 \$0.00 \$39,282.60	(\$318.00) \$0.00 \$0.00 \$318.00	\$0.00 \$0.00 \$0.00 \$39,600.60	Claim reclassified due to goods received outside 503(b)(9) date range
Tursair Fueling Inc.	Claim No. 665 Aero Transporte de Carga Union, S.A. de C.V.	Administrative Priority Secured Priority General Unsecured	\$1,382.72 \$0.00 \$0.00 \$0.00	(\$1,382.72) \$0.00 \$0.00 \$1,382.72	\$0.00 \$0.00 \$0.00 \$1,382.72	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
UNITED AEROSPACE CORPORATION	Claim No. 446 Avianca, Inc.	Administrative Priority Secured Priority General Unsecured	\$13,421.84 \$0.00 \$0.00 \$4,037.59	(\$5,767.20) \$0.00 \$0.00 \$5,767.20	\$7,654.64 \$0.00 \$0.00 \$9,804.79	Claim reclassified due to goods received outside 503(b)(9) date range

RECLASSIFIED CLAIMS <sup>1</sup>						
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclass	Modified Claim Amount	Reason for Modification
Vall De Ruten Y Jubiz Abogados S.A.S <sup>2</sup>	Claim No. 1285 Aerovias del Continente Americano S.A. Avianca	Administrative Priority	\$0.00	\$0.00	\$0.00	Claim is not entitled to 503(b)(9) status. The claim is related to services, not goods.
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$1,547.00	(\$1,547.00)	\$0.00	
		General Unsecured	\$1,547.00	\$1,547.00	\$3,094.00	
Wesco Aircraft Hardware Corp.	Claim No. 845 Avianca, Inc.	Administrative Priority	\$11,889.08	(\$7,700.00)	\$4,189.08	Claim reclassified due to goods received outside 503(b)(9) date range
		Secured	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$433.28	\$7,700.00	\$8,133.28	

<sup>2</sup>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 2 to Order**

**Reduced Claims**



REDUCED CLAIMS <sup>1</sup>					
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Modified Claim Amount	Reason for Modification
Rohr Aero Services, LLC	Claim No. 2212 Aerovias del Continente Americano S.A. Avianca	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 \$183,746.98	\$0.00 \$0.00 \$0.00 \$147,000.00	One invoice was not found in the company's records and the Company has no record that the service was provided.
TCS Solution Center Sucursal Colombia	Claim No. 228 Avianca Costa Rica S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 \$138,644.50	\$0.00 \$0.00 \$0.00 \$104,731.50	Claim contains withholding tax amounts. Company has paid its withholding taxes to the appropriate tax entities.
Unisys del Peru	Claim No. 312 Avianca-Ecuador S.A.	Administrative Priority Secured Priority General Unsecured	\$0.00 \$0.00 \$0.00 \$60,044.90	\$0.00 \$0.00 \$0.00 \$45,033.67	Claim contains withholding tax amounts. Company has paid its withholding taxes to the appropriate tax entities.

<sup>1</sup> See Twelfth Omnibus Claims Objection at ¶ 17.

**Schedule 3 to Order**

**Multiple Modification Claims**

MULTIPLE MODIFICATION CLAIMS <sup>1</sup>								
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclassified Amount	Paid Amount	Books and Records Amount	Modified Claim Amount	Reason for Modification
Aeroservicios USA, Inc	Claim No. 326 Tampa Cargo S.A.S.	Administrative Priority	\$4,790.00	(\$2,080.00)	(\$2,710.00)	\$0.00	\$0.00	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$2,080.00	\$0.00	\$0.00	\$2,080.00	Reduction due to invoices paid.
B/E Aerospace Netherlands	Claim No. 2030 Avianca, Inc.	Administrative Priority	\$23,791.55	(\$1,816.00)	(\$21,859.00)	\$0.00	\$116.55	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$101,174.18	\$1,816.00	(\$99,581.00)	\$0.00	\$3,409.18	Reduction due to invoices paid.
GA Telesis, LLC	Claim No. 24 Avianca, Inc.	Administrative Priority	\$350,545.00	(\$350,280.00)	(\$265.00)	\$0.00	\$0.00	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$13,343.18	\$350,280.00	\$0.00	(\$13,343.18)	\$350,280.00	Reduction (\$265) due to partial payment. Reduction (\$13,343) for purported accrued interest with no specified rate nor language in the contract.
IAH Fuel Company LLC	Claim No. 126 Taca International Airlines S.A.	Administrative Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Secured	\$1,280.15	(\$1,280.15)	\$0.00	\$0.00	\$0.00	Reclassification due to lack of security per Debtors' records; proof of claim does not specify purported collateral.
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$3,589.59	\$1,280.15	(\$496.68)	\$0.00	\$4,373.06	Reduction due to invoices paid.
Integrated Supplier Alliance, Wencor, LLC, PHS/MWA Aviation Services, Silver Wings Aerospace, and Absolute Aviation	Claim No. 1547 Avianca, Inc.	Administrative Priority	\$114,363.05	(\$69,822.00)	(\$14,421.66)	\$0.00	\$30,119.39	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$71,812.67	\$69,822.00	(\$39,514.28)	\$0.00	\$102,120.39	Reduction due to invoices paid.
Pratt and Whitney Component Solutions, Inc.	Claim No. 2220 Aviateca, S.A.	Administrative Priority	\$992.94	(\$992.94)	\$0.00	\$0.00	\$0.00	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$21,372.61	\$992.94	(\$345.00)	\$0.00	\$22,020.55	Reduction due to invoices paid.

<sup>1</sup>See Twelfth Omnibus Claims Objection at ¶ 18.

MULTIPLE MODIFICATION CLAIMS <sup>1</sup>								
Claimant's Name	Claim & Debtor Claim Is Asserted Against	Claim Class Category	Asserted Claim Amount	Reclassified Amount	Paid Amount	Books and Records Amount	Modified Claim Amount	Reason for Modification
Rohr, Inc.	Claim No. 2201 Aerovias del Continente Americano S.A. Avianca	Administrative Priority	\$50,663.00	(\$42,315.00)	(\$40.00)	\$0.00	\$8,308.00	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$146,586.30	\$42,315.00	(\$18,030.00)	\$0.00	\$170,871.30	Reduction due to invoices paid.
Rohr, Inc.	Claim No. 2205 Taca International Airlines S.A.	Administrative Priority	\$12,422.00	(\$2,745.00)	\$0.00	\$0.00	\$9,677.00	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$15,436.00	\$2,745.00	(\$12,084.00)	\$0.00	\$6,097.00	Reduction due to invoices paid.
Satair USA, Inc. <sup>2</sup>	Claim No. 1485 Avianca, Inc.	Administrative Priority	\$81,672.34	(\$9,761.82)	(\$450.00)	\$0.00	\$71,460.52	Reclassification due to goods received outside 503(b)(9) date range.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$89,455.88	\$9,761.82	(\$55.96)	\$0.00	\$99,161.74	Reduction due to invoices paid.
TBITEC	Claim No. 230 Avianca Holdings S.A.	Administrative Priority	\$109,328.15	(\$77,865.07)	(\$31,463.08)	\$0.00	\$0.00	Reclassification due to claim being for services rather than goods.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$170,571.31	\$77,865.07	(\$5,858.39)	\$0.00	\$242,577.99	Reduction due to invoices paid.
Tekair LLC	Claim No. 128 Avianca Holdings S.A.	Administrative Priority	\$4,669.00	(\$976.00)	(\$3,693.00)	\$0.00	\$0.00	Reclassification due to goods received outside 503(b)(9) date range. Reduction due to invoices paid.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$0.00	\$976.00	\$0.00	\$0.00	\$976.00	
Topcast Aviation USA Inc	Claim No. 283 Avianca, Inc.	Administrative Priority	\$37,210.00	(\$2,005.00)	(\$2,700.00)	\$0.00	\$32,505.00	Reclassification due to claim being for services rather than goods.
		Secured	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		Priority	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
		General Unsecured	\$14,756.00	\$2,005.00	(\$445.00)	\$0.00	\$16,316.00	Reduction due to invoices paid.

<sup>2</sup>Indicates claim contains unliquidated and/or undetermined amounts.

**Exhibit B to Twelfth 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.*,<sup>1</sup> : Case No. 20-11133 (MG)  
: :  
: Reorganized Debtors. : (Jointly Administered)  
: :  
-----X

**DECLARATION OF WALT BROWN IN SUPPORT OF REORGANIZED DEBTORS'  
TWELFTH 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’ Twelfth Omnibus Objection to Proofs of Claim* (the “Twelfth Omnibus Claims Objection”).<sup>2</sup>

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have the meanings set forth in the Twelfth 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 reduced, reclassified, or otherwise modified on 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 3 to the proposed *Order Granting Reorganized Debtors' Twelfth Omnibus Objection to Proofs of Claim* (the "Proposed Order") as part of the claims reconciliation process in these chapter 11 cases.

#### **Reclassified Claims**

5. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the Reclassified Claims, the Reorganized Debtors have determined that the Reclassified Claims listed on Schedule 1 to Proposed Order failed to demonstrate that they are secured by a valid security interest in the Debtors' estates, or invalidly asserted administrative status under section 503(b)(9) and, as such, should be reclassified as a general unsecured claim. If the Reclassified Claims identified on Schedule 1 to the Proposed Order are not reclassified, 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 reclassifying the Reclassified Claims as set forth therein and in the Objection.

### **Reduced Claims**

7. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the Reduced Claims, the Reorganized Debtors have determined that the Reduced Claims listed on **Schedule 2** to Proposed Order (1) seeks to recover amounts in excess of what is reflected on the Reorganized Debtors' Books and Records and/or (2) contains withholding tax amounts, while the Reorganized Debtors have paid the withholding taxes they owe to the appropriate tax entities. The specific reason for the Reorganized Debtors' determination that each claim should be reduced and in what amount is identified in **Schedule 2** to the proposed Order. If the Reduced Claims identified on **Schedule 2** to the Proposed Order are not 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 reducing the Reduced Claims as set forth therein and in the Objection.

### **Multiple Modification Claims**

9. To the best of my knowledge, information, and belief, based on a review of the Claims Register and each of the Multiple Modification Claims, the Reorganized Debtors have determined that the Multiple Modification Claims listed on **Schedule 3** to Proposed Order is subject to more than one basis for reduction and reclassification. The particular basis for each claim's reduction and reclassification is set forth in **Schedule 3** to the Proposed Order, along with the amount of the claim which corresponds to each basis for modification. If the Multiple Modification Claims identified on **Schedule 3** to the Proposed Order are not reclassified 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 reducing and reclassifying the Multiple Modification Claims 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 Twelfth Omnibus Claims Objection**

**Notice of Objection**

Dennis F. Dunne  
Evan R. Fleck  
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, 33<sup>rd</sup> 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> , <sup>1</sup>	: Case No. 20-11133 (MG)
	:
Reorganized Debtors.	: (Jointly Administered)
	:
-----	X

**NOTICE OF HEARING ON THE REORGANIZED DEBTORS' TWELFTH  
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 Twelfth Omnibus Objection to Proofs of Claim (the “Objection”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

**THIS OBJECTION ADDRESSES ONE OR MORE OF THE CLAIM(S) YOU  
HAVE FILED IN THE REORGANIZED DEBTORS' CASES. Schedules 1 through 3**

<sup>1</sup> 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.

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](http://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’ Twelfth Omnibus Objection to Proofs of Claim*.

The Objection requests that the Bankruptcy Court reduce or reclassify one or more of your claims listed in the Schedules on the ground that the claim invalidly asserts administrative expense status under Section 503(b)(9) of the Bankruptcy Code, incorrectly asserts secured status, has been partially satisfied, or asserts a liability for which the Reorganized Debtors can find no support in their books and records. 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, reduced, or reclassified 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. and Gregory A. Bray, Esq. ([efleck@milbank.com](mailto:efleck@milbank.com) and [gbray@milbank.com](mailto:gbray@milbank.com))), and (iii) the Reorganized Debtors, c/o Richard Galindo ([richard.galindo@avianca.com](mailto: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

MILBANK LLP

55 Hudson Yards

New York, New York 10001

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- and -

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