

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

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In re: : Chapter 11

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AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 (MG)

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Debtors. : (Jointly Administered)

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AMENDED INTERIM ORDER AUTHORIZING DEBTORS TO (I) CONTINUE THEIR INSURANCE AND SURETY BOND PROGRAMS (II) SATISFY OBLIGATIONS RELATED THERETO; (III) CONTINUE PAYMENT OF CERTAIN BROKERAGE FEES; (IV) RENEW, SUPPLEMENT, MODIFY, OR PURCHASE INSURANCE COVERAGE AND SURETY BONDS; AND (V) ENTER INTO NEW PREMIUM FINANCING AGREEMENTS IN THE ORDINARY COURSE OF BUSINESS

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), seeking entry of an interim order (this “Interim Order”) (a) granting the Debtors authority, in their discretion, to (i) continue their Insurance Programs and Surety Bond Programs, (ii) pay various premiums, fees and other obligations related to the Insurance Programs and Surety Bond Programs, including certain brokerage fees, (iii)

¹ The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.



renew, supplement, modify or purchase insurance coverage or surety bonds on a postpetition basis, and (iv) enter into new premium finance agreements on a postpetition basis, each in the ordinary course of business; and (b) granting related relief, all as described more fully in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and it appearing that venue of these Chapter 11 Cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the Motion and the *Declaration of Adrian Neuhasuer in Support of the Debtors' Chapter 11 Petitions and First Day Orders*, dated as of the Petition Date; and upon the statements of counsel in support of the relief requested in the Motion at the hearing before the Court and all of the proceedings had before the Court; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis.
2. The final hearing (the "Final Hearing") on the Motion shall be held on June 11, 2020, at 2:00 p.m., prevailing Eastern Time. Any objections or responses to entry of the final order shall be filed on or before 4:00 p.m., prevailing Eastern Time, on June 4, 2020, and shall be served on: (a) the Debtors; (b) proposed counsel to the Debtors; (c) counsel to any statutory committee appointed in these cases; and (d) the Office of the United States Trustee for the Southern District

of New York. In the event no objections to entry of a final order are timely received, this Court may enter a final order without need for a final hearing.

3. The Debtors are authorized, but not directed, to continue their Insurance Programs and Surety Bond Programs, including (without limitation) those identified on **Schedule 1** and **Schedule 2** of the Motion, respectively, and, in their sole discretion, pay any prepetition or postpetition Insurance Obligations, Surety Bond Obligations, Brokerage Fees, Collateral Requirements and any other related expenses that come due in the ordinary course of business prior to the occurrence of the Final Hearing, up to an aggregate amount of \$5,300,000.00.

4. The Debtors are authorized, in their sole discretion, to renew, amend, supplement, modify or extend the Insurance Programs and Surety Bond Programs, as well as purchase additional insurance policies or surety bonds, each in the ordinary course of business.

5. The Debtors are authorized to enter into premium financing agreements and grant security interests thereunder in the ordinary course of business.

6. Nothing in this Interim Order authorizes the Debtors to accelerate any payments not otherwise due prior to the date of the final hearing.

7. All applicable banks and other financial institutions are authorized and directed, when requested by the Debtors and in the Debtors' sole discretion, to receive, process, honor, and pay any and all checks and electronic funds transfer requests from the Debtors' accounts with respect to the Insurance Obligations and Surety Bond Obligations (including Brokerage Fees), whether those checks were presented and transfer requests initiated prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

8. The Debtors are authorized to issue postpetition checks, or to initiate postpetition fund transfer requests, and to replace any checks or funds transfer requests that are dishonored as

a consequence of the filing of these Chapter 11 Cases with respect to prepetition amounts owed in connection with any Insurance Programs.

9. Nothing contained in this Interim Order shall constitute a rejection or assumption by the Debtors of any executory contract or unexpired lease by virtue of reference to any such contract or lease in the Motion.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any party.

11. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

12. Notwithstanding any applicability of Bankruptcy Rule 6004, the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

13. The Debtors are authorized and empowered to take all actions necessary to implement the relief requested in this Interim Order.

14. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Interim Order.

IT IS SO ORDERED.

Dated: May 14, 2020
New York, New York

/s/ Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge