

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

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

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**RESPONSE OF (A) ZEPHYRUS CAPITAL AVIATION PARTNERS 1C LIMITED AND  
(B) AERCAP HOLDINGS N.V. THAT THEY HAVE NO OBJECTION TO DEBTORS’  
FIRST OMNIBUS MOTION FOR AN ORDER AUTHORIZING THEM TO (I) REJECT  
CERTAIN AIRCRAFT LEASES AND (II) ABANDON CERTAIN AIRCRAFT**

Zephyrus Capital Aviation Partners 1C Limited (“*Zephyrus*”) and AerCap Holdings N.V. (“*AerCap*” and, along with Zephyrus, the “*Aircraft Parties*”), by their undersigned counsel, hereby submit this response setting forth that they have no objection to the relief requested by the Debtors in the Debtors’ First Omnibus Motion for an Order Authorizing them to (I) Reject Certain Aircraft Leases and (II) Abandon Certain Aircraft, dated May 10, 2020 [Docket No. 21] (the “*First Omnibus Rejection Motion*”), as revised by that certain Notice of Revised Exhibit C to First Omnibus Rejection Motion, dated May 19, 2020 (the “*Modified Exhibit C*”, and along

<sup>1</sup> The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number (to the extent applicable), are as follows (collectively, the “**Debtors**”): 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).



with the First Omnibus Rejection Motion, the “*Aircraft Lease Rejection Motion*”), and respectfully submit as follows:

1. AerCap is the ultimate beneficial owner of the following three aircraft that are subject to leases that are being rejected under the Aircraft Lease Rejection Motion (the “*AerCap Aircraft*”): (a) an Airbus A320-233 aircraft bearing FAA Registration No. N499TA and manufacturer’s serial number (“*MSN*”) 3510 (the “*MSN 3510 Aircraft*”); (b) an Airbus A320-233 aircraft bearing FAA Registration No. N680TA and MSN 3558; and (c) an Airbus A319-112 aircraft bearing Registration No. HC-CKN and MSN. 1882.

2. Zephyrus is the beneficial owner of the following aircraft that is subject to an aircraft lease that is being rejected in the Aircraft Lease Rejection Motion (the “*Zephyrus Aircraft*”): an Airbus A319-112 aircraft bearing Registration No. HC-CLF and MSN 2078.

3. In accordance with the terms of the applicable leases and other arrangements among the parties, and, as applicable, in accordance with the Cape Town Convention on International Interests in Mobile Equipment and the Protocol thereto on Matters Specific to Aircraft Equipment (the “*Cape Town Protocol*”) (and, specifically, in accordance with the Cape Town Protocol’s (Article XI, Alternative A, ¶ 2) requirement for the Debtors to “give possession” of the Aircraft back to the Aircraft Parties), the Debtors have delivered the Aircraft back to the Aircraft Parties at aircraft maintenance facilities located in Arizona. Specifically, the Debtors (a) flew the MSN 3510 Aircraft to Arizona prior to May 10, 2020, prior to the petition date that commenced the Debtors’ Chapter 11 cases, (b) for the other two AerCap Aircraft, flew such aircraft to Arizona on May 12, 2020, and (c) for the Zephyrus Aircraft, flew such aircraft to Arizona on May 12, 2020.

4. Based upon the Debtors good faith cooperation in moving the Aircraft to acceptable return locations, the Aircraft Parties have no objections to the entry of the proposed

relief requested in the Aircraft Lease Rejection Motion and to entry of the proposed order annexed to the Aircraft Lease Rejection Motion.

**CONCLUSION**

For the foregoing reasons, the Aircraft Parties have no opposition to this Court granting the relief requested in the Aircraft Lease Rejection Motion and to the proposed order annexed thereto.

Dated: New York, New York  
June 6, 2020

VEDDER PRICE P.C.

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