

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

**ORDER AUTHORIZING THE DEBTORS TO (I) REJECT  
CERTAIN AIRCRAFT LEASES AND (II) ABANDON CERTAIN AIRCRAFT**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors-in-possession (the “Debtors”), seeking entry of an order pursuant to sections 365 and 554 of the Bankruptcy Code authorizing the Debtors to (a) reject certain aircraft leases and (b) abandon certain aircraft, all as more fully set forth in the Motion; and the 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

<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: 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.

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



11 cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter 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, the First Day Declaration, and the Hughes Declaration; 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 and approved in all respects.
2. Pursuant to section 365 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 6006, and subject to the terms of this Order, each of the leases for the leased Excess Aircraft identified on **Exhibit A** hereto are hereby rejected, effective as of the Petition Date.
3. Pursuant to section 554 of the Bankruptcy Code, and subject to the terms of this Order, the owned Excess Aircraft identified on **Exhibit A** hereto are hereby abandoned, effective as of the Petition Date.
4. In connection with rejection or abandonment of any Excess Aircraft, the Debtors shall make the records and documents related to such aircraft available to the applicable lessor or lender.
5. If any of the Excess Aircraft happens to be non-serviceable, the Debtors are under no obligation to repair any such Excess Aircraft to make it serviceable.

6. Upon written request by an affected lessor or lender, the Debtors shall cooperate reasonably with respect to the execution of or provision of information required for a lease termination document or other documentation, as appropriate, to be filed with the FAA in connection with the Excess Aircraft, but the affected lessor or lender shall be solely responsible for all costs associated with such documentation and for the filing thereof with the FAA.

7. If an affected lessor or lender does not retrieve its Excess Aircraft within fifteen (15) days of the date of this Order, such lessor or lender shall be responsible for the costs of storing such equipment and other attendant costs as determined by the Debtors, including the costs of insuring the relevant Excess Aircraft. If the lessor does not remove its Excess Aircraft or make timely payments for storage, the Debtors may file a motion to compel removal of the Excess Aircraft and/or payment of storage and other attendant costs.

8. To the extent necessary, the automatic stay of section 362 of the Bankruptcy Code is hereby modified to allow the Debtors and the applicable lessors and lenders to effectuate the provisions of this Order and to transfer, move or dispose of the abandoned property and property subject to rejected leases.

9. Claims arising out of any rejection effected pursuant to this order must timely be filed in accordance with any order pursuant to Rule 3003(c) of the Federal Rules of Bankruptcy Procedure establishing a deadline by which prepetition general unsecured claims must be filed, on or before such deadline.

10. Notwithstanding anything to the contrary contained herein, any payment made or to be made, and authorization contained in this Order shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, any order regarding

the Debtors' postpetition financing or use of cash collateral, and any budget in connection therewith.

11. 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.

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

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

**IT IS SO ORDERED.**

Dated: June 11, 2020  
New York, New York

/s/ Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge

**EXHIBIT A**

**Excess Aircraft**

Reg. No	MSN	Aircraft Mfr. & Model	Engine Mfr. & Model	ESN #1	ESN #2	Location of Airframe and Engines <sup>1</sup>	Lessee Entity	Lessor Counterparty; Sublessor Counterparty (if applicable)	Lessor Address	Owner (if different than Lessor)	Security Trustee/Security Agent	Is the Lessee the Operator? (Y/N). If not, list Operator.	Is there any sublease to a non-affiliated entity? (Y/N)
N499TA	3510	Airbus A320-233	International Aero Engines AG Model IAE V2527E-A5	V12942	V12943	Airframe: GYR ESN #1: GYR ESN#2: GYR	TACA International Airlines, S.A.	Wells Fargo Trust Company, National Association, as owner trustee	Wells Fargo Trust Company, National Association 299 South Main Street, 5th Floor MAC: U1228-051 Salt Lake City, Utah, 84111 Attention: Corporate Trust Department Email: <a href="mailto:ctsleasegroup@wellsfargo.com">ctsleasegroup@wellsfargo.com</a>  With a copy to  AerCap Group Services, Inc. 100 NE Third Avenue, Suite 800 Fort Lauderdale, FL 33301 USA Attention: Legal Counsel Fax: +1 954-760-7716 Telephone: +1 954-760-7777  AerCap Ireland Limited AerCap House		Credit Lyonnais	Y	N

<sup>1</sup> IATA Airport Codes: BAQ (Ernesto Cortissoz International Airport, Barranquilla, Colombia); BOG (El Dorado International Airport, Bogota, Colombia); CLO (Alfonso Bonilla Aragon International Airport, Cali, Colombia); MDE (Jose Maria Cordova International Airport, Medellin, Colombia); GE Celma (GE's maintenance and repair facility, Petropolis, Brazil); GYE (José Joaquín de Olmedo International Airport, Guayaquil, Ecuador); GYR (Phoenix Goodyear Airport); and UIO (Mariscal Sucre International Airport, Quito, Ecuador).

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									Shannon, County Clare Ireland Attention: Legal Counsel Fax: +353 61 723 850 Telephone: +353 61 723 600				
N680TA	3538	Airbus A320- 233	International Aero Engines AG Model IAE V2527E-A5	V12973	V12975	Airframe: MDE ESN #1: MDE ESN#2: MDE	TACA International Airlines, S.A.	Wells Fargo Trust Company, National Association, as owner trustee	Wells Fargo Trust Company, National Association 299 South Main Street, 5th Floor MAC: U1228-051 Salt Lake City, Utah, 84111 Attention: Corporate Trust Department Email: <a href="mailto:ctsleasegroup@wellsfargo.com">ctsleasegroup@wellsfargo.com</a>  With a copy to: AerCap Group Services, Inc. 100 NE Third Avenue, Suite 800 Fort Lauderdale, FL 33301 USA Attention: Legal Counsel Fax: +1 954-760-7716 Telephone: +1 954-760-7777  AerCap Ireland Limited AerCap House Shannon, County Clare Ireland Attention: Legal Counsel Fax: +353 61 723 850 Telephone: +353 61 723 600		Credit Lyonnais	Y	N
HC- CKN	1882	Airbus A319- 112	CFM International, Inc. Model CFM56- 5B6/P	575516	575517	Airframe: MDE ESN #1: MDE ESN#2: MDE	Avianca Ecuador S.A.	WILMINGTON TRUST SP SERVICES (DUBLIN) LIMITED, as trustee	WILMINGTON TRUST SP SERVICES (DUBLIN) LIMITED First Floor, 7 Exchange Place IFSC Dublin 1 Ireland Attn: Lease Management Fax: +353 61 5550 E-Mail: <a href="mailto:ifsc@wilmington.com">ifsc@wilmington.com</a>	N/A	N/A	Y	N

									AIRCRAFT 32A-1882 (IRELAND) TRUST C/O International Lease Finance Corporation 10250 Constellation Boulevard, Floor 34 Los Angeles, California 90067-6234 Attn: Legal Department Fax: +1 310 788-1990 Telephone: + 310-1990 Email: <a href="mailto:legalnotices@ilfc.com">legalnotices@ilfc.com</a>				
HC-CLF	2078	Airbus A319-112	CFM International, Inc. Model CFM56-5B6/P	575691	575293	Airframe: MDE ESN #1: MDE ESN#2: MDE MDE	Avianca Ecuador S.A.	Wells Fargo Trust Company, National Association, as owner trustee	Wells Fargo Trust Company, National Association 299 South Main Street, 5th Floor MAC: U1228-051 Salt Lake City, Utah, 84111 Attention: Corporate Trust Department Email: <a href="mailto:ctsleasegroup@wellsfargo.com">ctsleasegroup@wellsfargo.com</a>  Zephyrus Capital Aviation Partners 1C Limited c/o Zephyrus Aviation Capital Limited Block A, George's Quay Plaza George's Quay Dublin 3, Ireland Fax: +353 61 363682 Email: <a href="mailto:Operations@ZACap.Aero">Operations@ZACap.Aero</a>  Zephyrus Aviation Capital LLC 1560 Sawgrass Corporate Parkway Suite 400 Sunrise, Florida 33323 Attention: President & CEO Fax: +1 (954) 314-0551 Email: <a href="mailto:Operations@ZACap.Aero">Operations@ZACap.Aero</a>		UMB Bank, N.A., as security trustee	Y	N

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