

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup>

Debtors and Reorganized Debtors.

Chapter 11

Case No. 20-11133 (MG)  
(Jointly Administered)

**ORDER GRANTING IN PART BURNHAM STERLING AND COMPANY LLC  
AND BABCOCK & BROWN SECURITIES LLC’S MOTION TO  
COMPEL COMPLIANCE WITH 11 U.S.C. §§ 365(d)(5) AND 503(b) AND  
OVERRULING IN PART REORGANIZED DEBTORS’ TWENTY-FOURTH AND  
TWENTY-FIFTH OMNIBUS OBJECTIONS TO PROOFS OF CLAIMS**

Upon consideration of (i) *Burnham Sterling and Company LLC and Babcock & Brown Securities LLC’s Motion to Compel Compliance with 11 U.S.C. §§ 365(d)(5) and 503(b)* [Docket No. 2657] (the “**Motion to Compel**”),<sup>2</sup> (ii) *Reorganized Debtors’ Twenty-Fourth Omnibus Objection to Proofs of Claim* [Docket No. 2661] (the “**Babcock Claim Objection**”) and (iii) *Reorganized Debtors’ Twenty-Fifth Omnibus Objection to Proofs of Claim* [Docket No. 2663]

<sup>1</sup> The Debtors and Reorganized Debtors in these chapter 11 cases, and each Debtor’s and Reorganized Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A) n/k/a HVA Associated Corp.; 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 Americas 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). The Debtors’ and 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 have the meanings ascribed to them in the Motion.



(“**Burnham Claim Objection**” together with the Babcock Claim Objection, the “**Objections**”), and all responses and pleadings filed in connection with the Motion to Compel and Objections; and the Court having jurisdiction over this matter under 28 U.S.C. § 1334 and this being a core proceeding under 28 U.S.C. § 157(b)(2)(A), (M), and (O); and the Court having found that venue of this proceeding and the Motion to Compel and Objections in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that notice of the Motion to Compel and Objections were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Motion to Compel and the Objections and having heard the statements in support of **and in opposition to [DSJ 1/31/2023]** the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having issued a written opinion regarding the Motion to Compel and Objections [ECF No. 2707], it is **HEREBY ORDERED THAT:**

1. The Motion to Compel is **GRANTED** in part and **DENIED** in part.
2. The Objections are **SUSTAINED** in part and **OVERRULED** in part.
3. The Reorganized Debtors shall pay Burnham the amount of \$4,338,484.66 (the “**Payment Amount**”) under the Lease Agreements, which Payment Amount shall be made be to UMB Bank, N.A. (not in its individual capacity but solely as paying agent) no later than February 15, 2023; provided that if payment is not made on such date, interest shall accrue on the Payment Amount as set forth in the Lease Agreements.
4. For the purposes of this Order, the Rejection Date with respect to the Lease Agreement related to MSN 39407 will be deemed to occur on March 15, 2023. To the extent the Rejection Date for the foregoing Lease Agreement occurs before or after the assumed Rejection

Date, the Reorganized Debtors and Burnham shall, as applicable, compensate or reimburse the other party accordingly.

5. Upon receipt of the Payment Amount, Burnham shall withdraw claims 4033 and 4038 in the Avianca case.

6. Claims 4026, 4036, and 4037 in the Aerovías case and claims 4027, 4034, and 4035 in the Taca case are disallowed in these bankruptcy cases as duplicative of claims 4033 and 4038 filed in the Avianca case and shall be automatically expunged from the Claims Register maintained in these cases.

7. Claims 2055 and 2057 in the Avianca case are reclassified as General Unsecured Avianca Claims in Class 11 (as defined in the Plan) for pre-petition amounts.

8. Claim 4022 in the Aerovías case is disallowed in these bankruptcy cases as duplicative of claim 2057 filed in the Avianca case and shall be automatically expunged from the Claims Register maintained in these cases.

9. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in this Order, including updating the Claims Register maintained in these cases to reflect the relief granted herein.

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

Dated: New York, New York  
January 31, 2023

*s/ David S. Jones*  
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HONORABLE DAVID S. JONES  
UNITED STATES BANKRUPTCY JUDGE