

Presentment Date and Time: February 28, 2023 at 12:00 p.m. (prevailing Eastern Time)
Objection Deadline: February 27, 2023 at 4:00 p.m. (prevailing Eastern Time)

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*Counsel for Debtors and
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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., <i>et al.</i> , ¹	: Case No. 20-11133 (MG)
	: :
Debtors and Reorganized Debtors.	: (Confirmed)
	: :
-----X	

**NOTICE OF PRESENTMENT OF MOTION
FOR FINAL DECREE CLOSING CERTAIN CHAPTER 11 CASES**

¹ 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 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). The Debtors' and Reorganized Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



PLEASE TAKE NOTICE that on February 21, 2023, the above-referenced debtors and reorganized debtors (the “Reorganized Debtors”) filed the *Motion for Final Decree Closing Certain Chapter 11 Cases* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that the undersigned will present the Motion to the Honorable Martin Glenn, Chief United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004 (the “Court”), for signature on **February 28, 2023 at 12:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any objections or responses to the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47] (the “Case Management Order”); (c) be filed electronically with this Court on the docket of *In re Avianca Holdings S.A.*, Case 20-11133 (MG) by registered users of this Court’s electronic filing system and in accordance with the General Order M-399 (which is available on this Court’s website at <http://www.nysb.uscourts.gov>) by **February 27, 2023 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”)**; and (d) be promptly served on the following parties: (i) the Chambers of the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (ii) the Reorganized Debtors, c/o Richard Galindo (richard.galindo@avianca.com); (iii) Milbank LLP, 55 Hudson Yards, New York, NY 10001 (Attn: Evan R. Fleck, Esq. and Benjamin M. Schak, Esq. (efleck@milbank.com and bschak@milbank.com)), counsel for the Reorganized Debtors; (iv) William K. Harrington, U.S. Department of Justice, Office of the U.S. Trustee, 201 Varick Street, Room 1006, New York,

NY 10014 (Attn: Brian Masumoto, Esq. and Greg Zipes, Esq.); (v) the Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549; and (vi) the Federal Aviation Administration, 800 Independence Ave., S.W. Washington, DC 20591 (Attn: Office of the Chief Counsel).

PLEASE TAKE FURTHER NOTICE that, if no objections are received by the Objection Deadline, the Court may approve the Motion without further notice.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed by the Objection Deadline, the Court will notify the Reorganized Debtors and the objecting parties of the date and time of the hearing with respect to the Motion and the Reorganized Debtors' obligation to notify all other parties entitled to receive notice. The Reorganized Debtors and any objecting parties are required to attend the hearing in accordance with General Order M-543 (which can be found at <http://www.nysb.uscourts.gov>), and failure to attend may result in relief being granted to denied upon default.

PLEASE TAKE FURTHER NOTICE that copies of the Motion and other pleadings for subsequent hearings may be obtained free of charge by visiting the KCC website at <http://www.kcellc.net/avianca>. You may also obtain copies of any pleadings by visiting at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: New York, New York
February 21, 2023

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Annex A

Motion

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*Counsel for Debtors and
Reorganized Debtors*

**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> , ¹	: Case No. 20-11133 (MG)
	: :
Debtors and Reorganized Debtors.	: (Confirmed)
	: :
-----X	

**MOTION FOR FINAL DECREE
CLOSING CERTAIN CHAPTER 11 CASES**

Avianca Holdings S.A. and its reorganized debtor affiliates in these proceedings (collectively, the “Reorganized Debtors”), hereby submit this motion (the “Motion”) for entry of

¹ 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 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). The Debtors’ and Reorganized Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

a final decree closing three of the remaining four chapter 11 cases captioned above. In support of this Motion, the Reorganized Debtors respectfully state as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this matter pursuant to 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 January 31, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 350(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Relief Requested

4. By this Motion, the Reorganized Debtors respectfully request entry of a final decree (the “Final Decree”), substantially in the form attached to this Motion as **Exhibit A**, closing the chapter 11 cases of *Servicios Aeroportuarios Integrados SAI S.A.S.*, Case No. 20-11138, *Avifreight Holding Mexico, S.A.P.I. de C.V.*, Case No. 20-11155, and *Aero Transporte de Carga Unión, S.A. de C.V.*, Case No. 20-11140 (collectively, the “Unconsolidated Subsidiary Cases”).

Background

5. On May 10, 2020 and on September 21, 2020, the Reorganized Debtors’ predecessors in interest (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases were 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].

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 “Confirmation Order”), which confirmed the *Further Modified Joint Chapter 11 Plan of Avianca Holdings S.A. and Its Affiliated Debtors and (II) Granting Related Relief* [Docket No. 2259] (the “Plan”). Pursuant to the Plan, all of the Debtors’ estates were substantively consolidated, except for those of Avifreight Holding Mexico, S.A.P.I. de C.V. (“Avifreight”), Aero Transporte de Carga Unión, S.A. de C.V. (“Aerounión”), and Servicios Aeroportuarios Integrados SAI S.A.S. (“SAI”).

7. On November 16, 2021, Udi Baruch Guindi, David Baruch, Soshana Baruch, Habib Mann, Golan LP and Isaak Baruch filed a notice of appeal appealing this Court’s entry of the Confirmation Order (the “Appeal”). The Appeal was docketed with the United States District Court for the Southern District of New York and, since then, has been fully briefed.

8. On September 12, 2022, the Reorganized Debtors filed the *Motion for Final Decree Closing Certain Chapter 11 Cases* [Docket No. 2621]. A final decree closing thirty-seven cases was entered on September 16, 2022 [Docket No. 2626]. As a result, the chapter 11 cases of just four of the Debtors remain open: that of *Avianca Holdings S.A.*, Case No. 20-11133 (the “Lead Case”) and the Unconsolidated Subsidiary Cases.

Basis for Relief Requested

9. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350(a) of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022. “Courts have wide discretion in determining whether to close a chapter 11 case and ‘Bankruptcy Rule 3022 is intended to allow bankruptcy courts flexibility in determining whether an estate is fully administered.’” *In re Motors Liquidation Co.*, 625 B.R. 605, 614 (Bankr. S.D.N.Y. 2021) (citing *In re Federated Dep’t Stores, Inc.*, 43 Fed. App’x 820, 823 (6th Cir. 2002)).

10. Although the phrase “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules, the Advisory Committee Notes to Bankruptcy Rule 3022 (the “Committee Notes”) set forth the following non-exclusive list of factors to be considered in determining whether an estate has been fully administered:

- a. whether the order confirming the plan has become final,
- b. whether deposits required by the plan have been distributed,
- c. whether the property proposed by the plan to be transferred has been transferred,
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan,
- e. whether payments under the plan have commenced, and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991 Amendment). The Committee Notes further provide the “[e]ntry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed” and “[t]he court should not keep the case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” *Id.*

11. Courts generally use the above six factors to determine whether a case has been fully administered. *See, e.g., In re Aquatic Dev. Grp., Inc.*, 352 F.3d 671, 676 (2d Cir. 2003); *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999). These six factors, however, are merely guidelines that aid a court’s determination, and each of the factors need not be present before a court enters a final decree. *See In re Motors Liquidation Co.*, 625 B.R. at 615 (“Although courts should apply and weigh the factors, no one factor is dispositive. Rather, these factors act as mere guidelines to aid a court in its determination”); *Kliegl Bros.*, 238 B.R. at 542 (“The factors set forth in the [Committee] Note are plainly an aid or checklist that serves to insure that there is no unfinished business before the Court or in the case.”); *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

12. In addition to the factors set forth in the Committee Notes, courts have also considered an estate “fully administered” if the plan of reorganization has been substantially consummated. *See, e.g., In re Gates Cmty. Chapel*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (“[S]everal courts have concluded that a Chapter 11 case should be considered ‘fully administered’ when it reaches the point of substantial consummation as defined in Section 1101(2)” (citations omitted); *see also Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (same). The Bankruptcy Code defines the term “substantial consummation” as:

- a. Transfer of all or substantially all of the property proposed by the plan to be transferred;
- b. Assumption by the debtor or by the successor to the debtor under the plan of business or of the management of all or substantially all of the property dealt with by the plan; and
- c. Commencement of distribution under the plan.

See 11 U.S.C. § 1101(2).

13. The foregoing factors weigh strongly in favor of closing each of the Unconsolidated Subsidiary Cases. The Plan has been substantially consummated in accordance with section 1101 of the Bankruptcy Code, the terms of the Plan, and the Confirmation Order. The Reorganized Debtors have emerged from chapter 11 under a newly organized top-level holding company, have distributed the vast majority of equity in that holding company, and have commenced distributions to each class of claims under the Plan. To the best of the Reorganized Debtors' knowledge, there are no motions, contested matters, or adversary proceedings (other than the Appeal) that remain unresolved in the Unconsolidated Subsidiary Cases. Closing the Unconsolidated Subsidiary Cases will have no impact on the continued claims reconciliation process, remaining distributions, or any substantive rights of any party in interest because the Lead Case will remain open to attend to all of the foregoing.

14. On the other hand, section 1930(a)(6) of title 28 of the U.S. Code requires that quarterly fees be paid to the Office of the United States Trustee (the "U.S. Trustee") even after the consummation of a chapter 11 plan until the case is closed. Thus, unless and until the Court enters the Final Decree, quarterly fees will continue to be payable to the U.S. Trustee on account of the Unconsolidated Subsidiary Cases, causing an unnecessary financial burden to the Reorganized Debtors. Keeping the Unconsolidated Subsidiary Cases open at this point serves no purpose, and entry of the Final Decree will allow the Reorganized Debtors to avoid unnecessary expenses, while

continuing to pay the quarterly fees for the Lead Case. *See In re Pulp Finish 1 Co.*, No. 12-13774 (SMB), 2014 WL 201482, *12 (Bankr. S.D.N.Y. Jan. 16, 2014) (finding that there was “no reason why [quarterly fees] should be paid to the United States Trustee instead of to creditors”).

15. The pending Appeal should not preclude entry of the Final Decree. In fact, bankruptcy courts have entered final decrees or otherwise permitted the closing of chapter 11 cases (including in this case) while an appeal of the confirmation order was still pending. *See, e.g., In re Avianca Holdings S.A.*, No. 20-11133, Dkt. No. 2626 (Bankr. S.D.N.Y. Sept. 16, 2022); *In re Fiorano Tile Imports, Inc.*, No. 8:10-77406, Dkt. No. 275 (Bankr. E.D.N.Y. Jan. 27, 2014); *In re Transwest Resort Props.*, No. 4:10-bk-37134, Dkt. No. 939 (Bankr. D. Ariz. Sept. 25, 2012).

16. Accordingly, the Reorganized Debtors submit that closing the Unconsolidated Subsidiary Cases is warranted in accordance with section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022.

Notice

17. Notice of this Motion has been provided in accordance with the procedures set forth in the *Order Implementing Certain Notice and Case Management Procedures* [Docket No. 47]. The Reorganized Debtors respectfully submit that no further notice is required.

No Prior Request

18. No prior motion for the relief requested herein has been made to this or any other court.

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WHEREFORE, based on the foregoing, the Reorganized Debtors respectfully request that this Court (a) enter the Final Decree, substantially in the form attached hereto as **Exhibit A**, and (b) grant such other and further relief as the Court may deem just and appropriate.

Dated: New York, New York
February 21, 2023

/s/ Evan R. Fleck _____
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*Counsel for Debtors and
Reorganized Debtors*

Exhibit A to Motion

Proposed Order

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

-----X
: In re: : Chapter 11
: :
: AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-11133 (MG)
: :
: Debtors and Reorganized Debtors. : (Confirmed)
: :
-----X

**ORDER OF FINAL DECREE
CLOSING CERTAIN CHAPTER 11 CASES**

Upon the Motion² of the Reorganized Debtors, pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, for entry of a final decree (this “Final Decree”) closing the Unconsolidated Subsidiary Cases, as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 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 January 31, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

¹ 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 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). The Debtors’ and Reorganized Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

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

this Court having reviewed the Motion and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates and creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The following cases are hereby closed effective immediately: *Servicios Aeroportuarios Integrados SAI S.A.S.*, Case No. 20-11138; *Avifreight Holding Mexico, S.A.P.I. de C.V.*, Case No. 20-11155; and *Aero Transporte de Carga Unión, S.A. de C.V.*, Case No. 20-11140.
3. The following case shall remain open pending further order of the Court: *In re Avianca Holdings S.A.*, Case No. 20-11133.
4. For the avoidance of doubt, after the date of this Final Decree, no U.S. Trustee fees shall accrue on account of the Unconsolidated Subsidiary Cases, and calculation of any such fees payable by the Reorganized Debtors shall not take into account the disbursements made in the Unconsolidated Subsidiary Cases.
5. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree.
6. Entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors or any party in interest to seek to reopen the Unconsolidated Subsidiary Cases for cause pursuant to section 350(b) of the Bankruptcy Code.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Final Decree. Furthermore, the Court shall retain jurisdiction over any matter in these chapter 11 cases.

Dated: _____, 2023
New York, New York

THE HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE