

**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)  
: :  
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**SCHEDULES OF ASSETS AND LIABILITIES FOR  
AV LOYALTY BERMUDA LTD, (CASE NO. 20-12255)**

<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. International 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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors' principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



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<i>In re</i>	:	<b>Chapter 11</b>
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<b>Avianca Holdings S.A., et al.,</b>	:	<b>Case No. 20-11133 (MG)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY,  
AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

On May 10, 2020 and September 21, 2020 (the “**Petition Dates**”), Avianca Holdings S.A. and certain of its direct and indirect subsidiaries (collectively, “**Avianca**”, the “**Debtors**”, or the “**Company**”) filed voluntary petitions for reorganization (the “**Bankruptcy Filing**”) under chapter 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases (the “**Chapter 11 Cases**”) are being administered under the caption “In re Avianca Holdings S.A., et al.” Case Number 20-11133 (MG).

The Schedules of Assets and Liabilities (the “**Schedules**” or “**SOALs**”) and Statements of Financial Affairs (the “**Statements**” or “**SOFAs**”) were prepared pursuant to Bankruptcy

<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. International 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); AV Loyalty Bermuda Ltd. (N/A); Aviacorp Enterprises S.A. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

Code section 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) by members of the management of the Debtors in conjunction with their financial and legal advisors using unaudited information available as of the Petition Date.

These *Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) are incorporated by reference in, and comprise an integral part of, each of the Debtors’ Schedules, sub-Schedules, Statements, sub-Statements, exhibits, and continuation sheets, and should be referred to in connection with any review of the Schedules and Statements. Disclosure of information in one Schedule, sub-Schedule, Statement, sub-Statement, exhibit, or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or continuation sheet.

**THE SCHEDULES AND STATEMENTS AND THESE GLOBAL NOTES SHOULD NOT BE RELIED UPON BY ANY PERSONS FOR INFORMATION RELATING TO CURRENT OR FUTURE FINANCIAL CONDITIONS, EVENTS, OR PERFORMANCE OF ANY OF THE DEBTORS.**

**Reservation of Rights.** The Debtors’ Chapter 11 Cases are large and complex. The Debtors’ management has made commercially reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible, based on the information that was available to them at the time of preparation. Subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. Because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and Statements are accurate and/or complete. The Debtors reserve all rights to, but are not required to, amend or supplement, or both, the Schedules and Statements from time to time as is necessary and appropriate.

The Debtors have made commercially reasonable efforts to characterize, classify, categorize or designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements correctly. Further, certain affiliated companies of the Debtors did not file petitions in the Bankruptcy Court of this or any other relevant jurisdiction in the United States (each individually a “**Non-Debtor Affiliate**”). The Debtors have made commercially reasonable efforts to exclude all assets and liabilities of the Non-Debtor Affiliates in the Schedules and Statements.

Due to the complexity and size of the Debtors’ businesses, however, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements as necessary or appropriate as additional information becomes available. In addition, certain items reported in the Schedules and Statements could be included in more than one category. In those instances, one category has been chosen to avoid duplication. The designation of a category is not meant to be wholly inclusive or descriptive of the rights or obligations represented by such item.

Nothing contained in the Schedules and Statements or these Global Notes shall constitute an admission or a waiver of rights with respect to these Chapter 11 Cases, including, but not limited to, any issues involving substantive consolidation for plan purposes, subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers. For the avoidance of doubt, listing a claim on Schedule D as “secured,” on Schedule E/F as “priority unsecured” or “nonpriority unsecured,” or listing a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant and/or contractual counterparty, or a waiver of a Debtor’s right to recharacterize or reclassify such claim or contract. Failure to designate a claim on a given Debtor’s Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such amount is not “disputed,” “contingent,” or “unliquidated” or that such claim is not subject to objection. The Debtors reserve their respective rights to dispute, or assert offsets, setoffs, or defenses to, any claim reflected on the Schedules as to the nature, amount, liability, or status or to otherwise subsequently designate any claim as disputed, contingent, and/or unliquidated.

**Reporting Date.** All asset and liability information, except where otherwise noted, is provided as of the close of business on May 9, 2020 or September 20, 2020 (AV Loyalty Bermuda Ltd. and Aviacorp Enterprises S.A.), the days before the Petition Dates.

**Basis of Presentation.** For financial reporting purposes, the Debtors have historically prepared consolidated, audited financial statements that are filed with the Securities and Exchange Commission (“SEC”). Unlike the consolidated financial statements, the Schedules and Statements generally reflect the assets and liabilities of each Debtor on a non-consolidated basis. Accordingly, the amounts listed in the Schedules and Statements will likely differ, at times materially, from the consolidated financial reports prepared historically by the Company for public reporting purposes or otherwise.

Although the Schedules and Statements may, at times, incorporate information prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”), the Schedules and Statements neither purport to represent nor reconcile to financial statements otherwise prepared and/or distributed by the Debtors in accordance with IFRS, or otherwise. The Debtors do not prepare financial statements in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”).

**Currency.** All amounts are reflected in U.S. dollars, unless otherwise indicated.

**Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make estimates and assumptions that affected the reported amounts of certain assets and liabilities, the disclosure of certain contingent assets and liabilities, and the reported amounts of revenue and expense. Actual results could differ materially from these estimates. The Debtors reserve the right to amend the reported amounts of assets, liabilities, and expenses to reflect changes in those estimates or assumptions.

**Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual totals may be

different than the listed totals. Due to the numerous unliquidated, contingent, and/or disputed claims, summary statistics in the Schedules and Statements may materially understate the Debtor's liabilities.

**Undetermined or Unknown Amounts.** The description of an amount as "Undetermined" or "Unknown" is not intended to reflect upon the materiality of such amount. Certain amounts may be clarified during the course of the Chapter 11 Cases and certain amounts may depend on contractual obligations to be assumed as part of a sale in a bankruptcy proceeding under section 363 of the Bankruptcy Code.

**Asset Presentation and Valuation.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of the Petition Date. These values do not purport to represent the ultimate value that would be received in the event of a sale and may not represent economic value as determined by an appraisal or other valuation technique. Certain other assets are listed at undetermined or unknown amounts, as the net book values may differ materially from fair market values or the amounts ultimately realized. In addition, certain depreciable assets with a net book value of zero may be included for completeness. The Debtors do not intend to amend these Schedules and Statements to reflect actual values.

**Contingent Assets and Causes of Action.** Despite their commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any causes of action, avoidance actions, controversy, right of set-off, cross claim, counterclaim, or recoupment, and any claim in connection with any contract, breach of duty imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertible directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtor and Non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including, but not limited to, contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from various (i) guarantees, (ii) indemnities, (iii) tax-sharing agreements, (iv) warranties, (v) operational and servicing agreements, (vi) shared service agreements, and (vii) other arrangements.

**Pledged Assets.** A significant amount of the assets listed on the Debtors' Schedule A/B have been pledged as collateral by the Debtors and may be outside of the Debtors' control, including, without limitation, in connection with the Debtors post-petition financing facility. Assets pledged as collateral include, among other things, cash, securities, aircraft, inventories, equipment, trademarks, equity interests in subsidiaries, and other related assets.

**Liabilities.** Some of the scheduled liabilities are unknown, contingent, and/or unliquidated at this time. In such cases, the amounts are listed as "Unknown" or "Undetermined." Accordingly, the Schedules and the Statements may not equal the aggregate value of the Debtors' total liabilities as noted on any previously issued financial statements.

The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and post-petition periods may change. The Debtors reserve the right to, but are not required to, amend the Schedules and Statements as they deem appropriate to reflect this.

The liabilities listed on the Schedules and Statements do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code, including, without limitation, as to any claims paid under the Order Pursuant To Sections 105(A), 363(B)(1), 503(B)(1) And 503(B)(9) Of The Bankruptcy Code Authorizing The Payment Of Certain Undisputed Obligations Arising From Goods Ordered Prepetition [Docket No. 45]. Accordingly, the Debtors reserve all rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

**Excluded Assets and Liabilities.** The Debtors may have excluded from the Schedules certain of the following items, which may be included in their IFRS financial statements: certain accrued liabilities, including, without limitation, accrued salaries, employee benefit accruals, and certain other accruals, capitalized interest, debt acquisition costs, goodwill, certain other assets, and deferred revenue and gains. Other non-material assets and liabilities may also have been excluded.

**Confidentiality.** In certain instances, in the Schedules and Statements, the Debtors have deemed it necessary and appropriate to redact from the public record addresses of individuals because of concerns for the privacy of, or otherwise to preserve the confidentiality of, personally identifiable information. Notwithstanding, the Debtors will mail any required notice or other documents to the address in their books and records for such individuals.

**Intercompany Transactions.** All intercompany payments between the Debtors have not been included in the Statements. Instead, intercompany receivable balances as of the Petition Date have been listed on Schedule A/B (AB11), and intercompany payable balances have been listed on Schedule F for the relevant Debtor.

**Bankruptcy Court First-Day Orders.** The Bankruptcy Court has authorized (but not directed) the Debtors to pay, in whole or in part, various outstanding prepetition claims, including but not limited to, Debtors' employee wages and compensation, insurance policy premiums, certain taxes, and certain claims of fuel vendors, foreign creditors, shippers, taxing and regulatory authorities, section 503(B)(9) claimants, and warehousemen. Accordingly, the scheduled claims are intended to reflect only sums due and owing before the Petition Date for which the Debtors did not obtain relief from the Bankruptcy Court to satisfy in whole or in part. The estimate of claims set forth in the Schedules, however, may not reflect assertions by the Debtors' creditors of a right to have such claims paid or reclassified under the Bankruptcy Code or orders of the Bankruptcy Court.

**Liens.** The inclusion on Schedule D of creditors that have asserted liens against the Debtors is not an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their right, to the extent that the Debtors have not elsewhere waived this right, to challenge such liens and the underlying claims on any ground whatsoever. Reference to the applicable agreements and other relevant documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements or an acknowledgment of same. Certain liens may have been inadvertently marked as disputed but had previously been acknowledged in an order of the Court as not being disputed by the Debtors. It is not the Debtors' intent that Schedules be construed to supersede any orders entered by the Bankruptcy Court.

**Leases.** In the ordinary course of their businesses, the Debtors lease facilities, equipment, and aircraft from certain third-party lessors for use in their daily operations. Any such leases are set forth in Schedule G, and the assets subject to these leases are reflected in Schedule A/B with the value attributed to them pursuant to IFRS 15. The properties subject these leases are not reflected in the Statements as property or assets of third parties within the control of a Debtor. Nothing herein or in the Schedules or Statements shall be construed as a concession, admission or evidence as to the determination of the legal status of any leases identified in the Schedules or Statements, including whether such leases: (i) constitute an executory contract within the meaning of section 365 of the Bankruptcy Code or other applicable law; or (ii) have not expired or been terminated or otherwise are not current in full force and effect, and the Debtors reserve all of their rights.

**Executory Contracts.** Listing a contract or lease on the Schedules and Statements shall not be deemed an admission that such contract is an executory contract, such lease is an unexpired lease, or that either necessarily is a binding, valid, and enforceable contract. The Debtors hereby expressly reserve the right to assert that any contract listed on the Schedules and Statements does not constitute an executory contract within the meaning of section 365 of the Bankruptcy Code, as well as the right to assert that any lease so listed does not constitute an unexpired lease within the meaning of section 365 of the Bankruptcy Code. Exclusion of a contract or lease on the Schedules and Statements shall not be deemed an admission that such contract is or is not an executory contract, such lease is or is not an unexpired lease, or that either necessarily is or is not a binding, valid, and enforceable contract.

**Future Aircraft and Aircraft Engine Purchases.** To the extent applicable, the Debtors have included in the Schedules G any future purchase commitments connected with the purchase of aircraft or aircraft engines. The recognition of these commitments is not indicative of whether the Debtors will ultimately assume or reject these agreements, and, to the extent, the agreements are rejected at some future date, this presentation does not preclude the Debtors' ability, or rights, to pursue claims against the counterparties.

**Clearinghouse Agreements.** The Bankruptcy Court entered final orders granting the authority, but not the obligation, to the Debtors to make certain payments of prepetition obligations relating to certain clearinghouse agreements, *Final Order on the Debtors' Motion For Interim And Final Orders (I) Pursuant To Sections 105(A) And 365 Of The Bankruptcy Code, Authorizing Debtors To Assume Certain Agreements; (II) Pursuant To Sections 105(A) And 363 Of The Bankruptcy Code Authorizing But Not Directing The Debtors To Satisfy (A) Certain Prepetition Obligations Pending Assumption And (B) Certain Obligations To Other Airlines Settled Through Airline Clearinghouses And Certain Prepetition Airline Alliance Obligations; And (III) Modifying Automatic Stay Pursuant To Section 362 Of Bankruptcy Code* [Docket No. 257]. Accordingly, related liabilities that have been paid as of the Petition Date have been excluded from Schedule F, although the agreements may be listed on Schedule G.

**Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that those intellectual property rights have been sold, abandoned, terminated, assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction, or otherwise have expired by their terms. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that those intellectual property rights have not been sold, abandoned, terminated, assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction, or otherwise have not expired by their terms. Accordingly, the Debtors reserve all of their rights as to the legal status of all intellectual property rights.

**Setoff.** Prior to the Petition Date, and in the ordinary course of their businesses, the Debtors incurred setoffs in connection with, among other things, intercompany and third-party transactions. Unless otherwise stated, certain setoffs that were incurred in the ordinary course or under customary practices are not listed in the Schedules and Statements and the Debtors have not intentionally offset amounts listed on Schedules A/B, D or E/F. Nonetheless, some amounts listed may have been affected by setoffs effectuated prior to the Petition Date of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

**Guarantees and Other Secondary Liability Claims.** The Debtors have used commercially reasonable efforts to locate and identify guarantees and other secondary liability claims (collectively, "Guarantees") in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. Where such Guarantees have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guarantees. The Debtors have placed Guaranty obligations on Schedule H for both the primary obligor and the guarantor of the relevant obligation. Such Guarantees were also placed on Schedule D or E/F for each guarantor, except to the extent that such Guarantee is associated with obligations under an executory contract or unexpired lease identified on Schedule G.

Further, it is possible that certain Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements may have been inadvertently omitted. Thus, the Debtors reserve their rights to amend the Schedules and Statements to the extent that additional Guarantees are identified. In addition, the Debtors reserve the right to amend the Schedules and Statements to recharacterize or reclassify any such contract or claim.

**Payments.** The financial affairs and businesses of the Debtors are complex. Before the Petition Date, the Debtors and certain of their Non-Debtor affiliates participated in a consolidated cash management system. As a result, certain payments in the Schedules and Statements may have been made prepetition by one entity on behalf of another entity through the operation of the consolidated cash management system. A description of the Debtors' prepetition cash management system is set forth in the *Debtors' Motion for Entry of Interim and Final Orders Pursuant to Sections 105(a), 345, 363, and 364 of the Bankruptcy Code (I) Authorizing Debtors to (A) Maintain and Use Existing Cash Management Systems, Bank Accounts and Business Forms; (B) Continue to Engage in Intercompany Transactions and Afford Administrative Expense Priority to Intercompany Claims; (C) Continue Payment of Service Charges; (II) Waiving Compliance with Section 345 of Bankruptcy Code; (III) Scheduling Final Hearing; and (IV) Granting Related Relief* (the "Cash Management Motion"). The Debtors have used their commercially reasonable efforts to attribute each payment to the Debtor which incurred the expense, not the Debtor entity which made the payment.

**Insiders.** For purposes of their responses to Statement Question Nos. 28 and 29, the Debtors have listed their respective officers and directors for each individual Debtor entity to the extent available based on current records. For purposes of Statement Question No. 4, the Debtors have included cash payments to executive officers and the members of the board of directors of Debtor Avianca Holdings, S.A. Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

**Signatory.** The Schedules and Statements have been signed by Adrian Neuhauser, in his capacity as Chief Financial Officer of Avianca Holdings S.A. In reviewing and signing the Schedules and Statements, he has necessarily relied upon the commercially reasonable efforts, statements and representations of various of the Debtors' personnel and professionals. He has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

**Limitation of Liability.** The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy, completeness, or currentness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused, in whole or in part, by the acts, errors, or omissions, whether negligent or otherwise, in

procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. The Debtors and their officers, employees, agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein or, except to the extent required by applicable law or an order of the Bankruptcy Court, to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their officers, employees, agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused.

In addition to the foregoing, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

### **Schedules of Assets and Liabilities**

#### **Schedule A/B Notes.**

- General. Each Debtor's assets in Schedule A/B are listed at net book value based on the Debtors' commercially reasonable efforts as of the Petition Date unless otherwise noted and may not necessarily reflect the market or recoverable value of these assets as of the Petition Date.
- Mutual Funds or Publicly Traded Stocks (AB14). The entries listed in response to this question represent mutual fund accounts held at these various institutions. These amounts represent the most recent account statements received for each of these mutual fund accounts.
- Non-publicly traded stock (AB15). Ownership interests in other Debtor subsidiaries and Non-Debtor Affiliates have been identified in AB15 in an undetermined amount because the fair market value of such ownership interest is dependent on numerous variables and factors that may cause their fair market value to differ materially from their net book value.
- Inventory Purchased within 20 days (AB25). The Debtors have made commercially reasonable efforts to identify or estimate all inventory included in AB22 that was purchased within the 20 days preceding the Petition Date; however, it is possible that inadvertent errors or omissions may have occurred in calculating these amounts.
- Office Furniture, Fixtures and Equipment (AB38 thru AB45). In the Debtors' books and records, office furniture and fixtures are included in one trial balance amount. As such, in certain instances, the Debtors have not specifically reported office equipment by office furniture, office fixtures, and office equipment. After commercially reasonable efforts, the Debtors were not able to identify all collectibles, artwork, and other memorabilia. Their failure to identify any such property should not be considered a waiver of their ownership rights, if it is found to exist. Additionally, it is possible that inadvertent errors

or omissions may have occurred, or that other property of de minimis value also may not have been included in response to this question.

**Schedule D Notes.**

- Creditors' claims on Schedule D arose, or were incurred, on various dates. In certain instances, the date on which such claim arose may be an open issue of fact.
- Claims relating to the repayment of principal, interest and other fees and expenses under agreements governing any syndicated credit facility or debt security issued by or for the benefit of the Debtors pursuant to an indenture where the identities of the lenders or other parties in interest are not known with certainty are scheduled listing the administrative agent under the applicable credit facility or the indenture trustee on behalf of the lenders or other parties in interest.
- Except as otherwise agreed in accordance with any stipulation and order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien listed on Schedule D purported to be granted to a secured creditor or perfected in any specific asset.
- Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any creditor's claim or the characterization of the structure of any transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim.
- In certain instances, a Debtor may be a co-obligor or guarantor with respect to scheduled claims of other Debtors, and no claim scheduled on Schedule D is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or other entities.
- The Debtors have not included on Schedule D the claims of any parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. Although there are multiple parties that hold a portion of the debt included in the Debtors' prepetition secured credit facilities and secured notes, only the administrative agents and indenture trustees, as applicable, have been listed for purposes of Schedule D. The amounts outstanding under the Debtors' prepetition secured credit facilities and secured notes reflect approximate amounts as of the Petition Date.

- The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or in the Schedules and Statements shall be deemed a modification, interpretation or an acknowledgment of the terms of such agreements or related documents.

**Schedule E/F Notes.**

- The Debtors have made commercially reasonable efforts to report all priority and general unsecured claims against the Debtors on Schedule E/F based on the Debtors' books and records as of the Petition Date. However, the actual amount of claims against the Debtors may vary significantly from the represented liabilities. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of the aggregate asset values and aggregate liabilities set forth in the Schedules. Parties in interest should consult their own professionals and advisors with respect to pursuing a claim. Although the Debtors and their professionals have generated financial information and data the Debtors believe to be reasonable, actual liabilities (and assets) may deviate significantly from the Schedules due to certain events that occur throughout these Chapter 11 Cases.
- The claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although commercially reasonable efforts have been made to determine the date upon which claims listed in Schedule E/F were incurred or arose, some claims represent an aggregation of multiple invoices, fixing that date for each claim in Schedule E/F would be unduly burdensome and cost-prohibitive and, therefore, the Debtors have made commercially reasonable efforts to identify the date the liability was incurred, but in some cases of an aggregated claim amount, may have indicated "various", and in other cases, may not have listed a date for each claim listed on Schedule E/F.
- Claims listed on the Debtors' Schedule E/F include claims owing to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to on-going audits and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the claims listed on Schedule E/F. Therefore, the Debtors have listed estimated claim amounts, where possible, or alternatively listed such claims as undetermined in amount and marked the claims as unliquidated, pending final resolution of ongoing audits or other outstanding issues. The Debtors reserve their right to dispute or challenge whether such claims are entitled to priority.
- The Bankruptcy Court has approved the payment of certain unsecured employee claims against the Debtors including, without limitation, certain claims of employees for wages, salaries, and benefits with the *Final Order Pursuant to Sections 363(B), 507, and 105(A)*

*of The Bankruptcy Code (I) Authorizing, But Not Directing, The Debtors To (A) Pay Prepetition Wages, Compensation and Employee Benefits and (B) Continue Payment of Wages, Compensation, Employee Benefits and Related Administrative Obligations in the Ordinary Course of Business; and (II) Authorizing and Directing Applicable Banks and Financial Institutions to Process and Pay All Checks Presented for Payment and to Honor All Funds Transfer Requests Made by the Debtors* [Docket No. 291]. Due to confidentiality concerns, the Debtors have not included the addresses of the employee claimants listed on the publicly filed Schedule E/F, but will provide the appropriate information to the claims agent to insure proper noticing. In general, all employee claims for items that were not clearly authorized to be paid by the Bankruptcy Court have been included in the Schedules and Statements.

- The listing of any priority claim on Schedule E/F does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve the right to take the position that any claim listed on Schedule E/F is not entitled to priority.
- The Bankruptcy Court approved the payment of certain non-priority unsecured claims against the Debtors including, without limitation, claims of foreign vendors and insurance, under the *Final Order Authorizing (A) Debtors to Pay Prepetition Claims of Foreign Creditors; and (B) Financial Institutions to Honor and Process Related Checks and Transfers* [Docket No. 248]; and the *Final 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* [Docket No. 255]. While the Debtors have made commercially reasonable efforts to reflect the current obligations as of the Petition Date net of postpetition adjustments for additional invoices received or payments issued on Schedule E/F, certain payments made, and certain invoices received, after the Petition Date may not be accounted for in Schedule E/F.
- Schedule E/F also contains information regarding pending litigation involving the Debtors. However, certain omissions may have occurred. The inclusion of any legal action in the Schedules and Statements does not constitute an admission by the Debtors of any liability, the validity of any litigation, or the amount of any potential claim that may result from any claims with respect to any legal action and the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.
- All asserted or potential litigation-related claims referenced in Schedule E/F are contingent, unliquidated, and disputed. Specific disclosure regarding asserted or potential litigation-related claims may be subject to certain disclosure restrictions and/or may be of a peculiarly personal and private nature. The Debtors continue to research any possible restrictions with respect to disclosure of asserted or potential litigation-related claims. The Debtors will amend or supplement these Schedules and Statements as necessary or appropriate in this regard.

- Schedule E/F does not include certain deferred liabilities, accruals, or general reserves. Such amounts are general estimates and do not represent specific claims as of the Petition Date for each respective Debtor.
- In the ordinary course of business, the Debtors generally receive invoices for goods and services after the delivery of such goods or services. As of the filing of the Schedules and Statements, the Debtors had not received all invoices for payables, expenses, or liabilities that may have accrued before the Petition Date. Accordingly, the information contained in Schedules E/F may be incomplete. The Debtors reserve the right, but are not required, to amend Schedules E/F if they receive such invoices. The claims of individual creditors are generally listed at the amounts recorded on the Debtors' books and records and may not reflect credits or allowances due from the creditor. The Debtors reserve all of their rights concerning credits or allowances.

#### **Schedule G Notes.**

- The businesses of the Debtors are complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over-inclusions may have occurred. The Debtors hereby reserve all rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement Schedule G as necessary. Additionally, the placing of a contract or lease onto Schedule G shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it is necessarily a binding, valid, and enforceable contract. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G are hereby reserved and preserved. In addition, the Debtors are continuing their review of all relevant documents and expressly reserve their right to amend all Schedules at a later time as necessary and/or to challenge the classification of any agreement as an executory contract or unexpired lease in any appropriate filing.
- In some case, the same supplier or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.
- Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease or that it is or is not a binding, valid, and enforceable contract. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. Schedule G may be amended at any time to add any omitted contract, agreement or lease.
- The contracts, agreements, and leases listed on Schedule G may have expired or may have been rejected, terminated, assigned, modified, amended, and/or supplemented from time to time by various amendments, change orders, restatements, waivers, estoppel

certificates, letters, and other documents, instruments, and agreements that may not be listed therein or that may be listed as a single entry. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable, or separate contracts.

- Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings, and their inclusion on Schedule G is not an admission that the agreement is an executory contract, financing agreement, or otherwise.
- Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, in certain instances, the specific Debtor obligor to certain of the executory contracts could not be specifically ascertained. In such cases, the Debtors have made commercially reasonable efforts to determine the correct Debtor's Schedule G on which to list such executory contract.

#### **Schedule H Notes.**

- In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation and claims. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counterclaims against other parties. Because all such claims are "contingent," "unliquidated," or "disputed," such claims have not been set forth individually on Schedule H.
- Although there are multiple parties that hold a portion of the debt included in the Debtors' prepetition secured credit facilities and secured notes, only the administrative agents and indenture trustees, as applicable, have been listed for purposes of Schedule H.
- Schedule H also reflects guarantees by various Debtors. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Further, the Debtors believe that certain of the guarantees reflected on Schedule H may have expired or are no longer enforceable. Thus, the Debtors reserve their right to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or are unenforceable.
- Schedule H is furnished for informational purposes only to apprise parties in interest of co-debtor relationships of the Debtors as of the Petition Date and is derived from documents in the possession of the Debtors. It is not an admission or recognition that any co-debtor liability exists or existed.

### **Statement of Financial Affairs**

**Statement Question 3 – 90 Day Payments.** For the purpose of this question, all payments are listed on the Statement of the Debtor that actually made the payment, irrespective of whether the payment satisfied an obligation owed by the Debtor or was made on behalf or for the benefit of another Debtor or Non-Debtor Affiliate.

**Statement Question 4 – Payments to Insiders.** For the purpose of this question, all payments are listed on the Statement of the Debtor that actually made the payment. Refer to Global Note “Insiders” for further detail.

**Statement Question 6 – Setoffs.** The Debtors routinely incur setoffs from third parties during the ordinary course of business. Set-offs in the ordinary course can result from various items including intercompany transactions, counterparty settlements (in particular, interline ticketing setoffs with other carriers), pricing/quantity discrepancies, and other transaction true-ups. These customary set-offs are consistent with the ordinary course of business in the Debtor’s industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtor to list all such set-offs. Consequently, ordinary course set-offs are excluded from the Debtors’ responses to SOFA Question 6. The Debtors reserve all rights to enforce or challenge, as the case may be, any setoffs that have been or may have been asserted.

**Statement Question 7 – Legal Actions.** Certain litigation actions against one Debtor may relate to any of the other Debtors. The Debtors have made commercially reasonable efforts to identify all current pending litigation involving the Debtors and to record these actions in the Statements of the Debtor that is party to the action. However, certain omissions may have occurred. The inclusion of any legal action in this question does not constitute an admission by the Debtors of any liability, the validity of any litigation, or the amount of any potential claim that may result from any claims with respect to any legal action and the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.

**Statement Question 11 – Payments Related to Bankruptcy.** During the one year prior to the Petition Date, the Debtors sought assistance from various professionals and have included all payments made to those professionals, including those services unrelated to the bankruptcy filing. Due to timing and resource limitations, the Debtors are unable to effectively bifurcate payments solely related to debt restructuring and/or bankruptcy services for the one-year period prior to the Petition Date. As a result, the payments listed in response to this question may include payments not related to debt restructuring and/or bankruptcy services for certain professionals listed.

**Statement Question 21 – Property Held for Another.** The response excludes property borrowed temporarily from other carriers since, in the ordinary course of business, the Debtors exchange parts with other airlines for brief periods to address urgent operational needs. Aircraft equipment provided under a formal lease is listed in Schedule G.

**Statement Question 25 – Businesses in Which the Debtors Have an Interest.** Given the complexities of the organizational structure of the Debtors, for purposes of Statement Question 25, the Debtors have listed only the direct subsidiaries of each Debtor entity. Further, while their

response to Statement Question 25 captures the divestiture information for 2 years preceding the petition date, it does not capture all of the entity liquidation information for the transactions occurring within the 6 years preceding the petition date.

**Statement Question 26d – Recipients of Financial Statements.** The Debtors have provided financial statements in the ordinary course of business to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Furthermore, Debtor Avianca Holdings, S.A. filed with the SEC Form 20-F annual reports as a foreign private issuer during the two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors’ knowledge or consent, the Debtors have not disclosed any parties that may have received such financial statements for purposes of Statement 26d.

**Statement Question 27 – Inventories.** The Debtors’ policy concerning the counts of inventory and its related components does not include counts of the entire inventory balance. Instead, cycle counts of portions of inventory are conducted on a periodic basis which varies by each respective Debtor entity. As such, the response to this question reflects details from those cycle counts.

**Statement Question 28 and 29 – Current and Former Officer and Directors.** The Debtors have made commercially reasonable efforts to list the known current and former officers and directors for each Debtor entity based on a review of existing books and records and other available information which may not be complete and updated as of the Petition Date. As such, there may be inadvertent errors or omissions for Statement Questions 28 and 29 due to these limitations. See Global Note “Insiders” for further detail.

**Statement Question 30 – Payments, Distributions, or Withdrawals to Insiders.** Refer to Statement Question 4 for this item.

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

☐ Check if this is an amended filing

**Official Form 206Sum**

**Summary of Assets and Liabilities for Non-Individuals**

**12/15**

**Part 1: Summary of Assets**

**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

**1a. Real property:**

Copy line 88 from *Schedule A/B* .....

\$ 0.00

**1b. Total personal property:**

Copy line 91A from *Schedule A/B* .....

\$ 7,000.00

**1c. Total of all property:**

Copy line 92 from *Schedule A/B* .....

\$ 7,000.00

**Part 2: Summary of Liabilities**

**2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D* .....

\$ 375,000,000.00

**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

**3a. Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F* .....

\$ 0.00

**3b. Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F* .....

+ \$ 0.00

**4. Total liabilities**

Lines 2 + 3a + 3b .....

\$ 375,000,000.00

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

☐ Check if this is an amended filing

Official Form 206A/B

**Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents**

1. Does the debtor have any cash or cash equivalents?

- ☒ No. Go to Part 2.  
☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

\_\_\_\_\_ \$ \_\_\_\_\_

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

\_\_\_\_\_ \$ \_\_\_\_\_

4. Other cash equivalents (Identify all)

\_\_\_\_\_ \$ \_\_\_\_\_

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00

Part 2:

Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- ☒
No. Go to Part 3.
- ☐
Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

\$

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

\$

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$
0.00

Debtor: AV Loyalty Bermuda Ltd.

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Case number (if known):

20-12255

Name

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
- ☐ Yes. Fill in the information below.

**Current value of debtor's interest****11. Accounts receivable**

	Description	face amount	doubtful or uncollectible accounts		
11a.	90 days old or less:	\$ _____	- \$ _____	=..... →	\$ _____
11b.	Over 90 days old:	\$ _____	- \$ _____	=..... →	\$ _____

**12. Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ \_\_\_\_\_ 0.00

Name

**Part 4: Investments**

**13. Does the debtor own any investments?**

- ☐ No. Go to Part 5.  
☒ Yes. Fill in the information below.

Valuation method used  
for current value

Current value of debtor's interest

**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

\_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1 See Schedule AB 15 Attachment \_\_\_\_\_ \$ \_\_\_\_\_

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

\_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$ \_\_\_\_\_ 0.00

Name

**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.  
☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials		\$		\$
20. Work in progress		\$		\$
21. Finished goods, including goods held for resale		\$		\$
22. Other inventory or supplies		\$		\$

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

\$	0.00
----	------

24. Is any of the property listed in Part 5 perishable?

- ☐ No  
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No  
☐ Yes. Description \_\_\_\_\_ Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

Name

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.  
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$		\$
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$		\$
30. Farm machinery and equipment (Other than titled motor vehicles)	\$		\$
31. Farm and fishing supplies, chemicals, and feed	\$		\$
32. Other farming and fishing-related property not already listed in Part 6	\$		\$

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ 0.00

34. Is the debtor a member of an agricultural cooperative?

- ☐ No  
☐ Yes. Is any of the debtor's property stored at the cooperative?  
☐ No  
☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No  
☐ Yes. Description \_\_\_\_\_ Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No  
☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.  
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
	\$		\$
40. Office fixtures			
	\$		\$
41. Office equipment, including all computer equipment and communication systems equipment and software			
	\$		\$
42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
	\$		\$

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ 0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No  
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

Name

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.  
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

\$ \$

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

\$ \$

49. Aircraft and accessories

\$ \$

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

\$ \$

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ 0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No  
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

Debtor: AV Loyalty Bermuda Ltd.

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Case number (if known):

20-12255

Name

**Part 9: Real property****54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.				
55.1 _____		\$ _____		\$ _____

**56. Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- ☐ No
- ☐ Yes

**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor: AV Loyalty Bermuda Ltd.

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Case number (if known):

20-12255

Name

**Part 10: Intangibles and intellectual property**

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$		\$
61. Internet domain names and websites	\$		\$
62. Licenses, franchises, and royalties	\$		\$
63. Customer lists, mailing lists, or other compilations	\$		\$
64. Other intangibles, or intellectual property	\$		\$
65. Goodwill	\$		\$

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
- ☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
- ☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Name

**Part 11: All other assets**

70. **Does the debtor own any other assets that have not yet been reported on this form?**  
 Include all interests in executory contracts and unexpired leases not previously reported on this form.
- ☐ No. Go to Part 12.
- ☒ Yes. Fill in the information below.

**Current value of debtor's interest**

71. **Notes receivable**

Description (include name of obligor)	Total face amount	doubtful or uncollectible accounts	
_____	\$ _____	- \$ _____	=..... → \$ _____

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)	Tax year	
_____	_____	\$ _____

73. **Interests in insurance policies or annuities**

_____	\$ _____
-------	----------

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

_____	\$ _____
<b>Nature of claim</b> _____	
<b>Amount requested</b> \$ _____	

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

_____	\$ _____
<b>Nature of claim</b> _____	
<b>Amount requested</b> \$ _____	

76. **Trusts, equitable or future interests in property**

_____	\$ _____
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77. **Other property of any kind not already listed** Examples: Season tickets, country club membership

77.1 Investment in AV Loyalty Bermuda by parent	\$ 7,000.00
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78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$ 7,000.00
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79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$ 0.00	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....</i> →		\$ 0.00
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	\$ 7,000.00	
91. <b>Total.</b> Add lines 80 through 90 for each column.....91a.	\$ 7,000.00	\$ 0.00 + 91b.
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$ 7,000.00

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

☐ Check if this is an amended filing

**Official Form 206D**

**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

*Column A*  
**Amount of claim**  
Do not deduct the value of collateral.

*Column B*  
**Value of collateral that supports this claim**

**2.1 Creditor's name**

**Describe debtor's property that is subject to a lien**

UMB Bank N.A., as administrative agent to  
Convertible Secured Stakeholder Facility \$150M

Credit card receivable collections fiduciary  
agreement

\$ 150,000,000.00 \$ Unknown

Creditor's Name

**Creditor's mailing address**

Attn: Corporate Trust - Aviation - United Airlines,  
Inc. as lead lender

**Describe the lien**

Notice Name

6550 S. Millrock Drive

Street

Suite 150

**Is the creditor an insider or related party?**

- ☒ No  
☐ Yes

Salt Lake UT 84121

City State ZIP Code

Country

**Is anyone else liable on this claim?**

- ☐ No  
☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

**Creditor's email address, if known**

Date debt was incurred 12/5/2019

Last 4 digits of account  
number

**As of the petition filing date, the claim is:**

- Check all that apply.  
☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Do multiple creditors have an interest in the same property?**

- ☐ No
- ☒ Yes. Have you already specified the relative priority?
- ☐ No. Specify each creditor, including this creditor, and its relative priority.
- ☐ Yes. The relative priority of creditors is specified on lines

Name

**Part 1: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

**Column A**  
**Amount of claim**  
Do not deduct the  
value of collateral.

**Column B**  
**Value of collateral that  
supports this claim**

**2.2 Creditor's name****Describe debtor's property that is subject to a lien**

UMB Bank N.A., as administrative agent to  
Convertible Secured Stakeholder Facility  
Amendment No. 1 USD \$100M

Credit card receivable collections fiduciary  
agreement

\$ 100,000,000.00 \$ Unknown

Creditor's Name

**Creditor's mailing address**

Attn: Corporate Trust - Aviation - United Airlines,  
Inc. as lead lender

**Describe the lien**

Notice Name

6550 S. Millrock Drive

Street

Suite 150

**Is the creditor an insider or related party?**

- ☒ No  
☐ Yes

Salt Lake UT 84121

City State ZIP Code

Country

**Is anyone else liable on this claim?**

- ☐ No  
☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

**Creditor's email address, if known**

Date debt was incurred 12/9/2019

Last 4 digits of account  
number**As of the petition filing date, the claim is:**  
Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Do multiple creditors have an interest in the  
same property?**

- ☐ No  
☒ Yes. Have you already specified the  
relative priority?  
☐ No. Specify each creditor, including this  
creditor, and its relative priority.  
☐ Yes. The relative priority of creditors  
is specified on lines

Name

**Part 1: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

**Column A**  
**Amount of claim**  
Do not deduct the  
value of collateral.

**Column B**  
**Value of collateral that  
supports this claim**

**2.3 Creditor's name****Describe debtor's property that is subject to a lien**

UMB Bank N.A., as administrative agent to  
Convertible Secured Stakeholder Facility  
Amendment No. 2 USD \$1M

Credit card receivable collections fiduciary  
agreement

\$ 1,000,000.00 \$ Unknown

Creditor's Name

**Creditor's mailing address**

Attn: Corporate Trust - Aviation - United Airlines,  
Inc. as lead lender

**Describe the lien**

Notice Name

6550 S. Millrock Drive

Street

Suite 150

**Is the creditor an insider or related party?**

- ☒ No  
☐ Yes

Salt Lake UT 84121

City State ZIP Code

Country

**Is anyone else liable on this claim?**

- ☐ No  
☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

**Creditor's email address, if known**

Date debt was incurred 1/10/2020

Last 4 digits of account  
number**As of the petition filing date, the claim is:**  
Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Do multiple creditors have an interest in the  
same property?**

- ☐ No  
☒ Yes. Have you already specified the  
relative priority?  
☐ No. Specify each creditor, including this  
creditor, and its relative priority.  
☐ Yes. The relative priority of creditors  
is specified on lines

Debtor: AV Loyalty Bermuda Ltd.

Pg 34 of 48

Case number (if known):

20-12255

Name

**Part 1: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

**Column A**  
**Amount of claim**  
 Do not deduct the  
 value of collateral.

**Column B**  
**Value of collateral that  
 supports this claim**

**2.4 Creditor's name****Describe debtor's property that is subject to a lien**

UMB Bank N.A., as administrative agent to  
 Convertible Secured Stakeholder Facility  
 Amendment No. 2 USD \$24M

Credit card receivable collections fiduciary  
 agreement

\$ 24,000,000.00 \$ Unknown

Creditor's Name

**Creditor's mailing address**

Attn: Corporate Trust - Aviation - United Airlines,  
 Inc. as lead lender

**Describe the lien**

Notice Name

6550 S. Millrock Drive

Street

Suite 150

**Is the creditor an insider or related party?**

- ☒ No  
☐ Yes

Salt Lake UT 84121

City State ZIP Code

Country

**Is anyone else liable on this claim?**

- ☐ No  
☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

**Creditor's email address, if known**

**Date debt was incurred** 12/27/2019

**Last 4 digits of account  
 number**

**As of the petition filing date, the claim is:**  
 Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Do multiple creditors have an interest in the same property?**

- ☐ No  
☒ Yes. Have you already specified the relative priority?  
☐ No. Specify each creditor, including this creditor, and its relative priority.  
☐ Yes. The relative priority of creditors is specified on lines

Debtor: AV Loyalty Bermuda Ltd.

Pg 35 of 48

Case number (if known):

20-12255

Name

**Part 1: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

*Column A*  
**Amount of claim**  
 Do not deduct the value of collateral.

*Column B*  
**Value of collateral that supports this claim**

**2.5 Creditor's name****Describe debtor's property that is subject to a lien**

UMB Bank N.A., as administrative agent to  
 Convertible Secured Stakeholder Facility  
 Amendment No. 2 USD \$50M

Credit card receivable collections fiduciary  
 agreement

\$ 50,000,000.00 \$ Unknown

Creditor's Name

**Creditor's mailing address**

Attn: Corporate Trust - Aviation - United Airlines,  
 Inc. as lead lender

**Describe the lien**

Notice Name

6550 S. Millrock Drive

Street

Suite 150

**Is the creditor an insider or related party?**

- ☒ No  
☐ Yes

Salt Lake UT 84121

City State ZIP Code

Country

**Is anyone else liable on this claim?**

- ☐ No  
☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

**Creditor's email address, if known**

**Date debt was incurred** 12/24/2019

**Last 4 digits of account number**

**As of the petition filing date, the claim is:**  
Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Do multiple creditors have an interest in the same property?**

- ☐ No  
☒ Yes. Have you already specified the relative priority?  
☐ No. Specify each creditor, including this creditor, and its relative priority.  
☐ Yes. The relative priority of creditors is specified on lines

Name

**Part 1: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

**Column A**  
**Amount of claim**  
Do not deduct the  
value of collateral.

**Column B**  
**Value of collateral that  
supports this claim**

**2.6 Creditor's name****Describe debtor's property that is subject to a lien**

UMB Bank, N.A.

Credit card receivables

\$ 50,000,000.00 \$ Unknown

Creditor's Name

**Creditor's mailing address**

Attn: Corporate Trust - Aviation - United Airlines, Inc. as lead lender

**Describe the lien**

Notice Name

Credit card receivables - Citadel

6550 S. Millrock Drive

Street

Suite 150

**Is the creditor an insider or related party?**☒ No☐ Yes

Salt Lake

UT

84141

City

State

ZIP Code

Country

**Is anyone else liable on this claim?**☐ No☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.**Creditor's email address, if known****Date debt was incurred** 1/10/2020**Last 4 digits of account number****As of the petition filing date, the claim is:**

Check all that apply.

☐ Contingent☐ Unliquidated☐ Disputed**Do multiple creditors have an interest in the same property?**☐ No☒ Yes. Have you already specified the relative priority?☐ No. Specify each creditor, including this creditor, and its relative priority.☐ Yes. The relative priority of creditors is specified on lines**3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.**

\$ 375,000,000.00

**Part 2:** List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name	Line	
Notice Name		
Street		
City		
State		
ZIP Code		
Country		

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

☐ Check if this is an amended filing

Official Form 206E/F

**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1:** List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.  
☐ Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim	Priority amount
-------------	-----------------

**2.1 Priority creditor's name and mailing address**

As of the petition filing date, the claim is: \$ \_\_\_\_\_ \$ \_\_\_\_\_

Check all that apply.

Creditor Name

☐ Contingent

Creditor's Notice name

☐ Unliquidated

☐ Disputed

Address

Basis for the claim:

City

State

ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

Is the claim subject to offset?

☐ No

Specify Code subsection of PRIORITY unsecured

☐ Yes

claim: 11 U.S.C. § 507(a) ()

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Nonpriority creditor's name and mailing address			Amount of claim
Creditor Name			As of the petition filing date, the claim is: \$
Creditor's Notice name			<i>Check all that apply.</i>
Address			<input type="checkbox"/> Contingent
			<input type="checkbox"/> Unliquidated
			<input type="checkbox"/> Disputed
			Basis for the claim:
City	State	ZIP Code	
Country			
Date or dates debt was incurred			Is the claim subject to offset?
			<input type="checkbox"/> No
Last 4 digits of account number			<input type="checkbox"/> Yes

**Part 3:** List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.  
If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the  
related creditor (if any) listed?

Last 4 digits of account  
number, if any

Name

Line

☐ Not Listed.Explain

Notice Name

Street

City

State

ZIP Code

Country

**Part 4:** Total Amounts of the Priority and Nonpriority Unsecured Claims

---

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

	Total of claim amounts
5a.	\$ 0.00

5b. Total claims from Part 2

5b. +	\$ 0.00
-------	---------

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c.	\$ 0.00
-----	---------

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

☐ Check if this is an amended filing

**Official Form 206G**

**Schedule G: Executory Contracts and Unexpired Leases**

**12/15**

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

**2. List all contracts and unexpired leases**

**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

**2.1 State what the contract or lease is for and the nature of the debtor's interest**

Convertible Secured Stakeholder Facility \$150M

UMB Bank, N.A.

Name

UMB Bank N.A., as administrative agent to Convertible Secured Stakeholder Facility \$150M

Notice Name

6550 S. Millrock Drive

Address

Suite 150

**State the term remaining**

December 5th, 2023

**List the contract number of any government contract**

Salt Lake

UT

84121

City

State

ZIP Code

Country

**2.2 State what the contract or lease is for and the nature of the debtor's interest**

Convertible Secured Stakeholder Facility Amendment No. 1 USD \$100M

UMB Bank, N.A.

Name

UMB Bank N.A., as administrative agent to Convertible Secured Stakeholder Facility Amendment No. 1 USD \$100M

Notice Name

6550 S. Millrock Drive

Address

Suite 150

**State the term remaining**

December 9th, 2023

**List the contract number of any government contract**

Salt Lake

UT

84121

City

State

ZIP Code

Country

2.3	State what the contract or lease is for and the nature of the debtor's interest	Convertible Secured Stakeholder Facility Amendment No. 2 USD \$50M	UMB Bank, N.A.		
			Name		
			UMB Bank N.A., as administrative agent to Convertible Secured Stakeholder Facility Amendment No. 2 USD \$50M		
			Notice Name		
			6550 S. Millrock Drive		
	State the term remaining	December 24th, 2023	Address		
			Suite 150		
	List the contract number of any government contract				
			Salt Lake	UT	84121
			City	State	ZIP Code
			Country		
2.4	State what the contract or lease is for and the nature of the debtor's interest	Convertible Secured Stakeholder Facility Amendment No. 2 USD \$24M	UMB Bank, N.A.		
			Name		
			UMB Bank N.A., as administrative agent to Convertible Secured Stakeholder Facility Amendment No. 2 USD \$24M		
			Notice Name		
			6550 S. Millrock Drive		
	State the term remaining	December 27th, 2023	Address		
			Suite 150		
	List the contract number of any government contract				
			Salt Lake	UT	84121
			City	State	ZIP Code
			Country		
2.5	State what the contract or lease is for and the nature of the debtor's interest	Convertible Secured Stakeholder Facility Amendment No. 2 USD \$1M	UMB Bank, N.A.		
			Name		
			UMB Bank N.A., as administrative agent to Convertible Secured Stakeholder Facility Amendment No. 2 USD \$1M		
			Notice Name		
			6550 S. Millrock Drive		
	State the term remaining	January 10, 2024	Address		
			Suite 150		
	List the contract number of any government contract				
			Salt Lake	UT	84121
			City	State	ZIP Code
			Country		

Debtor: AV Loyalty Bermuda Ltd.

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Case number (if known):

20-12255

Name

2.6 **State what the contract or lease is for and the nature of the debtor's interest**

UMB Bank, N.A.

UMB Bank, N.A.

Name

UMB Bank, N.A.

Notice Name

6550 S. Millrock Drive

**State the term remaining**

January 10, 2024

Address

Suite 150

**List the contract number of any government contract**

Salt Lake

UT

84121

City

State

ZIP Code

Country

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

☐ Check if this is an amended filing

**Official Form 206H**

**Schedule H: Codebtors**

**12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 See Schedule H Attachment	Street		<input type="checkbox"/> D
			<input type="checkbox"/> E/F
			<input type="checkbox"/> G
	City		
	State		
	ZIP Code		
	Country		

**Fill in this information to identify the case:**

Debtor Name: In re : AV Loyalty Bermuda Ltd.

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): 20-12255 (MG)

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**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/29/2020

MM / DD / YYYY

**X** / s / Adrian Neuhauser

Signature of individual signing on behalf of debtor

Adrian Neuhauser

Printed name

Chief Financial Officer of Avianca Holdings S.A.

Position or relationship to debtor

**In re: AV Loyalty Bermuda Ltd****Case No. 20-12255**

Schedule A/B 15

Non-publicly traded stock and interests

Name of entity		% of ownership	Valuation method used for current value	Current value of debtor's interest
LifeMiles Fidelidade Ltda		70.00%	Unknown	Unknown
LifeMiles Ltd.		70.00%	Unknown	Unknown
LifeMiles Trading Co. Costa Rica S.R.L.		70.00%	Unknown	Unknown
LifeMiles Trading Co. Int. Ltd		70.00%	Unknown	Unknown
LifeMiles US Finance LLC		70.00%	Unknown	Unknown
Loyalty Co. S.A.		70.00%	Unknown	Unknown
			<b>TOTAL:</b>	Unknown

In re: AV Loyalty Bermuda Ltd.

Case No. 20-12255

Schedule H  
Codebtors

Line	Name of codebtor	Address 1	Address 2	City	Coutry	Name of creditor	D	E/F	G
2.1	Avianca Holdings, S.A.	Edificio P.H. ARIFA, Boulevard Oeste	Pisos 9 y 10	Ciudad de Panama	Republica de Panama	UMB Bank, N.A.	X		X
2.2	Aerovias del Continente Americano S.A. Avianca	77B Street No. 57-103	Green Towers Building, 21st Floor	Barranquilla	Colombia	UMB Bank, N.A.	X		X
2.3	AV International Holdco S.A.	Avenida del Pacifico y Avenida Paseo del Mar	Costa del Este, MMG Tower, Piso veintitrés (23)	Ciudad de Panamá	República de Panamá	UMB Bank, N.A.	X		X
2.4	Av International Holdings S.A.	Avenida del Pacifico y Avenida Paseo del Mar	Costa del Este, MMG Tower, Piso veintitrés (23)	Ciudad de Panamá	República de Panamá	UMB Bank, N.A.	X		X
2.5	Av International Investments S.A.	Avenida del Pacifico y Avenida Paseo del Mar	Costa del Este, MMG Tower, Piso veintitrés (23)	Ciudad de Panamá	República de Panamá	UMB Bank, N.A.	X		X
2.6	Av International Ventures S.A.	Avenida del Pacifico y Avenida Paseo del Mar	Costa del Este, MMG Tower, Piso veintitrés (23)	Ciudad de Panamá	República de Panamá	UMB Bank, N.A.	X		X
2.7	Av Investments One Colombia S.A.S.	Avenida Calle 26 #59-15	10th Floor	Bogotá	Colombia	UMB Bank, N.A.	X		X
2.8	AV Investments Two Colombia S.A.S.	Avenida Calle 26 #59-15	10th Floor	Bogotá	Colombia	UMB Bank, N.A.	X		X
2.9	AV Taca International Holdco S.A.	Avenida del Pacifico y Avenida Paseo del Mar	Costa del Este, MMG Tower, Piso veintitrés (23)	Ciudad de Panamá	República de Panamá	UMB Bank, N.A.	X		X
2.10	AviaCorp Enterprises S.A.	c/o Alfaro, Ferrer & Ramirez, AFRA Building	Samuel Lewis Avenue and 54 <sup>th</sup> Street	Panama 0816-0185	República de Panamá	UMB Bank, N.A.	X		X
2.11	Avianca Costa Rica S.A.	La Uruca	200 Meters North of the Juan Pablo II Bridge	San Jose	Costa Rica	UMB Bank, N.A.	X		X
2.12	Avianca Ecuador S.A.	Edificio Ecopark Torre 4 planta Baja. Av.	Simon Bolivar S/N vía Nayón Redondel del Ciclista	Quito	Ecuador	UMB Bank, N.A.	X		X
2.13	Avianca Peru S.A.	Calle Tarata 160 Int. Piso 10		Miraflores	Peru	UMB Bank, N.A.	X		X
2.14	Aviateca	Hincapie Avenue 12-22, Zona 13		Guatemala City	Guatemala	UMB Bank, N.A.	X		X
2.15	Grupo Taca Holdings Limited	c/o Winterbotham Place	Marlborough & Queen Street	Nassau	The Bahamas	UMB Bank, N.A.	X		X
2.16	Islena de Inversiones S.A. de C.V.	Blvd. Suyapa, Torres Metropolis	Tower 1, Floor 17	Tegucigalpa M.D.C.	Honduras	UMB Bank, N.A.	X		X
2.17	Latin Airways Corp	Arias, Fábrega & Fábrega, Edificio P.H. ARIFA	Pisos 9 y 10, Boulevard Oeste, Santa María	Ciudad de Panamá	República de Panamá	UMB Bank, N.A.	X		X
2.18	Latin Logistics Colombia S.A.S.	AC 26 NO. 59 15		Bogota D.C	Columbia	UMB Bank, N.A.	X		X
2.19	Regional Express Americas S.A.S.	Avenida Calle 26 #59-15		Bogotá	Colombia	UMB Bank, N.A.	X		X
2.20	Ronair N.V.	Schottegatweg Oost 44	P.O. Box 812	Curacao	Netherlands Antilles	UMB Bank, N.A.	X		X
2.21	Servicio terrestre aereo y Rampa S.A.	Second River, Ninth District	First Canton Warehouse, Terrum #3	Alajuela	Costa Rica	UMB Bank, N.A.	X		X
2.22	Servicios Aeroportuarios Integrados SAI S.A.S.	Calle 25D # 95A – 22 Bodega 1		Bogotá	Colombia	UMB Bank, N.A.	X		X
2.23	Taca International Airlines S.A.	Avianca Building, El Espino Avenue	Between Sur Blvd. & El Almendro St	San Salvador	El Salvador	UMB Bank, N.A.	X		X
2.24	Taca S.A.	c/o Alfaro, Ferrer & Ramirez, AFRA Building	Samuel Lewis Avenue and 54th Street	Panama 0816-0185	Republic of Panama	UMB Bank, N.A.	X		X
2.25	Tampa Cargo S.A.S.	Jose Maria Cordova Airport	Hangar Cargo Area, Tampa Cargo	Rionegro	Colombia	UMB Bank, N.A.	X		X