

Hearing Date and Time: June 23, 2020, at 11:00 am (Prevailing Eastern Time)

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

In re:

LATAM Airlines Group S.A., *et al.*,

Debtors.¹

Chapter 11

Case No.: 20-11254

Jointly Administered

**AGENDA FOR THE DEBTORS' MOTIONS
AND APPLICATIONS TO BE HEARD AT THE SECOND DAY HEARING**

Time and Date of Hearing: June 23, 2020 at 11:00 am (Prevailing Eastern Time)

Location of Hearing: Before the Honorable Judge Garrity, United States

¹ The Debtors filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"), along with the last four digits of each Debtor's tax identification number are: LATAM Airlines Group S.A. (59-2605885); Lan Cargo S.A. (98-0058786); Transporte Aéreo S.A. (96-9512807); Inversiones Lan S.A. (96-5758100); Technical Training LATAM S.A. (96-847880K); LATAM Travel Chile II S.A. (76-2628945); Lan Pax Group S.A. (96-9696800); Fast Air Almacenes de Carga S.A. (96-6315202); Línea Aérea Carguera de Colombia S.A. (26-4065780); Aerovías de Integración Regional S.A. (98-0640393); LATAM Finance Ltd. (N/A); LATAM Airlines Ecuador S.A. (98-0383677); Professional Airline Cargo Services, LLC (35-2639894); Cargo Handling Airport Services, LLC (30-1133972); Maintenance Service Experts, LLC (30-1130248); Lan Cargo Repair Station LLC (83-0460010); Prime Airport Services Inc. (59-1934486); Professional Airline Maintenance Services LLC (37-1910216); Connecta Corporation (20-5157324); Peuco Finance Ltd. (N/A); Latam Airlines Perú S.A. (52-2195500); Inversiones Aéreas S.A. (N/A); Holdco Colombia II SpA (76-9310053); Holdco Colombia I SpA (76-9336885); Holdco Ecuador S.A. (76-3884082); Lan Cargo Inversiones S.A. (96-9696908); Lan Cargo Overseas Ltd. (85-7752959); Mas Investment Ltd. (85-7753009); Professional Airlines Services Inc. (65-0623014). For the purpose of these Chapter 11 Cases, the service address for the Debtors is: 6500 NW 22nd Street, Miami, Florida 33131.

Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004. In light of COVID-19, the Second Day Hearing will only be conducted telephonically. Parties wishing to participate in the Second Day Hearing must make arrangements through CourtSolutions LLC (www.courtsolutions.com). Instructions to register for CourtSolutions LLC are attached to General Order M-543. The filing and service deadline of any objections or responses to entry of a final order is listed below for each motion and application.²

Copies of Motions:

Copies of the pleadings can be viewed and/or obtained by: (i) accessing the Court's website at www.nysb.uscourts.gov, or (ii) from the Debtors' proposed notice and claims agent, Prime Clerk LLC, located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165, at <https://cases.primeclerk.com/LATAM> or by calling +1 212 257 5450. Note that a PACER password is needed to access documents on the Court's website.

AGENDA FOR THE SECOND DAY HEARING

I. Status Conference

1. **Case Conference** (*Order Scheduling Initial Case Conference*. ECF No. 40).

II. Uncontested Pleadings to be Heard at the Second Day Hearing:

1. **Motion to Continue Insurance Policies:** *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Prepetition Insurance Policies and Surety Bond Programs in the Ordinary Course of Business and (B) Pay All Obligations in Respect Thereof*. ECF No. 10.
 - i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **Response Deadline for the UCC:** June 16, 2020 at 4:00 P.M.

² The response and objection deadline for each pleading is listed below. The recently formed Ad Hoc Bondholders Group had a response and objection deadline of June 17, 2020 at 12:00 p.m. for all of those motions and applications that will be heard at the Second Day Hearing with the original objection deadline of June 16, 4:00 p.m, namely ECF Nos. 128, 142, 143, 145, 147, 148, 149, 150, 151, 152, 154, 155, and 156. Therefore, any General Response deadline indicated below for the aforementioned motions and applications that is different from June 17, 2020 at 12:00 p.m. is not applicable to the Ad Hoc Bondholders Group.

iii. **No objections.**

iv. **Related Pleadings:**

1. *Interim Order Authorizing the Debtors to (A) Continue Prepetition Insurance Policies and Surety Bond Programs in the Ordinary Course of Business and (B) Pay All Obligations in Respect Thereof.* ECF No. 83.
2. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
3. *Final Order Authorizing the Debtors to (A) Continue Prepetition Insurance Policies and Surety Bond Programs in the Ordinary Course of Business and (B) Pay All Obligations in Respect Thereof.* ECF No. 216, Exhibit A.

v. **Status:** A revised proposed order has been submitted, the matter is going forward on an uncontested basis.

2. **Motion to Authorize Payment of Taxes and Fees:** *Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a)(8) and 541(i) Authorizing, but Not Directing, the Payment of Certain Prepetition Taxes and Fees.* ECF No. 11.

i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.

ii. **Response Deadline for the UCC:** June 17, 2020 at 4:00 P.M.

iii. **Objections:**

1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.

iv. **Related Pleadings:**

1. *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a)(8) and 541(i) Authorizing, but Not Directing, the Payment of Certain Prepetition Taxes and Fees.* ECF No. 84.
2. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
3. *Final Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a)(8) and 541(i) Authorizing, but Not Directing, the Payment of Certain Prepetition Taxes and Fees.* ECF No. 216, Exhibit P.

v. **Status:** A revised proposed order has been submitted, which resolves the UCC objection. The matter is going forward on an uncontested basis.

3. **Motion to Authorize Payment of Lien Claimants:** *Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, Debtors to Pay Certain Prepetition (A) Charges of Shippers, Warehousemen and Other Lien Claimants and (B) Custom Duties and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers.* ECF No. 12.
 - i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **Response Deadline for the UCC:** June 17, 2020 at 4:00 P.M
 - iii. **Objections:**
 1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.
 - iv. **Related Pleadings:**
 1. *Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, Debtors to Pay Certain Prepetition (A) Charges of Shippers, Warehousemen and Other Lien Claimants and (B) Custom Duties and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers.* ECF No. 85.
 2. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217.
 3. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217, Exhibit A.
 - v. **Status:** A revised proposed order has been submitted, which resolves the UCC objection. The matter is going forward on an uncontested basis.
4. **Motion to Authorize Payment of Employee Wages:** *Debtors' Motion For Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Certain Employee Wages and Other Compensation and Related Obligations and (B) Maintain and Continue Employee Benefits and Programs in the Ordinary Course, and (II) Authorizing and Directing Applicable Banks to Honor All Checks and Transfers Related to Such Obligations.* ECF No. 13.
 - i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **Response Deadline for the UCC:** June 16, 2020 at 4:00 P.M.

iii. **No objections.**

iv. **Related Pleadings:**

1. *Debtors' Motion for Entry of an Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations.* ECF No. 150.
2. *Interim Order (I) Authorizing the Debtors to (A) Pay Certain Employee Wages and Other Compensation and Related Obligations and (B) Maintain and Continue Employee Benefits and Programs in the Ordinary Course, and (II) Authorizing and Directing Applicable Banks to Honor All Checks and Transfers Related to Such Obligations.* ECF No. 51.
3. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
4. *Final Order (I) Authorizing the Debtors to (A) Pay Certain Employee Wages and Other Compensation and Related Obligations and (B) Maintain and Continue Employee Benefits and Programs in the Ordinary Course, and (II) Authorizing and Directing Applicable Banks to Honor All Checks and Transfers Related to Such Obligations.* ECF No. 216, Exhibit B.

v. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

5. **Motion to Authorize Administrative Expense Status of Goods and Services:** *Debtors' Motion for an Order (I) Pursuant to 11 U.S.C. §§ 363(c), 503(b) and 105(a) of the Bankruptcy Code Confirming Administrative Expense Status for the Debtors' Obligations Arising from the Postpetition Delivery of Goods and Services Ordered Prepetition and Authorizing the Debtors to Pay Such Obligations in the Ordinary Course of Business and (II) Scheduling a Final Hearing.* ECF No. 14.

i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.

ii. **Response Deadline for the UCC:** June 16, 2020 at 4:00 P.M.

iii. **No objections.**

iv. **Related Pleadings:**

1. *Interim Order (I) Pursuant to 11 U.S.C. §§ 363(c), 503(b) and 105(a) of the Bankruptcy Code Confirming Administrative Expense Status for the Debtors' Obligations Arising from the Postpetition Delivery of Goods and Services Ordered Prepetition and Authorizing the Debtors to Pay Such Obligations in the Ordinary*

Course of Business and (II) Scheduling a Final Hearing. ECF No. 66.

2. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.

3. *Final Order Under Sections 363(c), 503(b) and 105(a) of the Bankruptcy Code Confirming Administrative Expense Status for the Debtors' Obligations Arising from the Postpetition Delivery of Goods and Services Ordered Prepetition and Authorizing the Debtors to Pay Such Obligations in the Ordinary Course of Business and (II) Scheduling a Final Hearing.* ECF No. 216, Exhibit C.

v. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

6. **Motion to Authorize Payment For Fuel Suppliers:** *Debtors' Motion for Entry of Order Pursuant to 11 U.S.C. §§ 105(a), 362, 363 and 553 (I) Authorizing, but Not Directing, (A) Debtors to Pay Prepetition Amounts Owed to Fuel Supply Parties, (B) Debtors to Honor, Perform and Exercise Their Rights and Obligations under Fuel Supply Arrangements and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers.* ECF No. 16.

i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.

ii. **Response Deadline for the UCC:** June 16, 2020 at 4:00 P.M.

iii. **Objections:**

1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.

iv. **Related Pleadings:**

1. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217.

2. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217, Exhibit B.

v. **Status:** A proposed revised interim order has been submitted and will go forward uncontested. As set forth in the proposed revised interim order, the hearing for the Debtors request for a final order is adjourned to later date.

7. **Motion to Authorize Debtors to Pay Critical and Foreign Vendors:** *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, Debtors to Pay Prepetition Claims of Certain Critical and Foreign Vendors and (II) Authorizing and Directing Financial Institutions to Honor and Process Checks and Transfer Related to Such Claims.* ECF No. 18.
- i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **Response Deadline for the UCC:** June 17, 2020 at 4:00 P.M.
 - iii. **Objections:**
 - 1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.
 - iv. **Related Pleadings:**
 - 2. *Interim Order (I) Authorizing, but Not Directing, Debtors to Pay Prepetition Claims of Certain Critical and Foreign Vendors and (II) Authorizing and Directing Financial Institutions to Honor and Process Checks and Transfer Related to Such Claims.* ECF No. 64.
 - 3. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217.
 - 4. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217, Exhibit D.
 - v. **Status:** A proposed revised interim order has been submitted and will go forward uncontested. As set forth in the proposed revised interim order, the hearing for the Debtors request for a final order is adjourned to later date.
8. **Motion to Honor Prepetition Obligations Relating to Customer Programs:** *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Honor Prepetition Obligations Associated with, and to Continue, Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief.* ECF No. 20.
- i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **Response Deadline for the UCC:** June 16, 2020 at 4:00 P.M.
 - iii. **No objections.**

iv. **Related Pleadings:**

1. *Interim Order (I) Authorizing the Debtors to Honor Prepetition Obligations Associated with, and to Continue, Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief.* ECF No. 86.
2. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
3. *Final Order (I) Authorizing the Debtors to Honor Prepetition Obligations Associated with, and to Continue, Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief.* ECF No. 216, Exhibit D.

v. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

9. **Motion to Authorize Debtors to Reject Certain Aircraft Leases:** *Debtors' Second Motion For Entry of an Order (I) Authorizing Debtors to Reject Certain Aircraft Leases and Abandon Certain Aircraft and (II) Approving Return Procedures.* ECF No. 87.

i. **General Response Deadline:** June 6, 2020 at 5:00 P.M.

ii. **No objections.**

iii. **Related Pleadings:**

1. *Order Shortening Time with Respect to Hearing on Debtors' Second Motion for Entry of an Order (I) Authorizing Debtors' Second Motion to Reject Certain Aircraft Leases and Abandon Certain Aircraft and (II) Approving Return Procedures.* ECF No. 92.

iv. **Status:** The matter is going forward on an uncontested basis.

10. **Motion to Authorize Debtors to Reject Certain Engine Leases:** *Debtors' Motion for Entry of an Order (I) Authorizing Debtors to Reject Certain Engine Leases and Abandon Certain Engines, Effective Nunc Pro Tunc to June 8, 2020 and (II) Approving Return Procedures.* ECF No. 128.

i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.

ii. **No objections.**

iii. **Related Pleadings:**

1. *Stipulation and Order Authorizing Debtors to Reject Certain*

Unexpired Leases and Abandon Certain Engines. ECF No. 209,
Exhibit A.

- iv. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

11. Application to Retain Cleary Gottlieb Steen & Hamilton LLP: *Debtors' Application for an Order Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date.* ECF No. 142.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **No Objections.**
- iii. **Related Pleadings:**
 - 1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 - 2. *Order Authorizing the Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit E.
- iv. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

12. Application to Retain Prime Clerk LLC: *Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date.* ECF No. 143.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **No Objections.**
- iii. **Related Pleadings:**
 - 1. *Supplemental Declaration of Benjamin J. Steele in Support of the Debtors Application for Appointment of Prime Clerk LLC as Claims and Noticing Agent.* ECF No. 56.
 - 2. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 - 3. *Order Authorizing the Employment and Retention Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit F.
- iv. **Status:** A proposed order has been submitted. The matter is going forward on an uncontested basis.

13. **Application to Retain FTI:** *Debtors' Application for an Order Authorizing the Retention and Employment of FTI Consulting, Inc. as Financial Advisor to Debtors Effective Nunc Pro Tunc to the Petition Date.* ECF No. 145.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **No Objections.**
- iii. **Related Pleadings:**
 1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 2. *Order Authorizing the Debtors to Retain and Employ FTI Consulting, Inc. as Financial Advisor Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit G.
- iv. **Status:** A proposed order has been submitted. The matter is going forward on an uncontested basis.

14. **Application to Retain Claro & Cia:** *Debtors' Application for an Order Authorizing Employment and Retention of Claro & Cia as Special Counsel for the Debtors Nunc Pro Tunc to the Petition Date.* ECF No. 147.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **Response Deadline for UCC:** June 17, 2020 at 4:00 P.M.
- iii. **No Objections.**
- iv. **Related Pleadings:**
 1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 2. *Order Authorizing Employment and Retention of Claro & Cia as Special Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit H.
- v. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

15. **Motion to Retain Ordinary Course Professionals:** *Debtors' Motion for Authority to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Petition Date.* ECF No. 148.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **No Objections.**
- iii. **Related Pleadings:**

1. *Debtors' Omnibus Certificate of No Objections*. ECF No. 216.
 2. *Order Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business, Nunc Pro Tunc to the Petition Date*. ECF No. 216, Exhibit I.
- iv. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

16. Motion to Authorize De Minimis Claims and Judgments Procedures:

Debtors' Motion for an Order Authorizing Procedures for the Compromise, Settlement, and Payment of De Minimis Claims and Judgments. ECF No. 149.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **Response Deadline for the UCC:** June 17, 2020 at 4:00 P.M.
- iii. **Objections:**
 1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions*. ECF No. 207.
 2. Informal comments from the Ad Hoc Bondholders Group.
- iv. **Related Pleadings:**
 1. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions*. ECF No. 217.
 2. *Debtors' Omnibus Certificate of No Objections*. ECF No. 216.
 3. *Order Authorizing Procedures for the Compromise, Settlement, and Payment of De Minimis Claims and Judgments*. ECF No. 216, Exhibit N.
- v. **Status:** A revised proposed order has been submitted, which resolves the objections and the informal comments received. The matter is going forward on an uncontested basis.

17. Application to Retain Togut, Segal & Segal, LLP: *Debtors' Application for an Order Pursuant to Sections 327(a) and 328 of the Bankruptcy Code Authorizing the Employment and Retention of Togut, Segal & Segal LLP as Co-Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*. ECF No. 151.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.

ii. **No objections.**

iii. **Related Pleadings:**

1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
2. *Order Pursuant to Sections 327(a) and 328 of the Bankruptcy Code Authorizing the Employment and Retention of Togut, Segal & Segal LLP as Co-Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit J.

iv. **Status:** A proposed order has been submitted. The matter is going forward on an uncontested basis.

18. Motion to Authorize Rejection Procedures for Executory Contracts and Non-Aircraft Leases: *Debtors' Motion for an Order Authorizing Procedures for the Rejection of Certain Executory Contracts and Unexpired Leases and the Abandonment of Certain Related Assets.* ECF No. 152.

i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.

ii. **Response Deadline for Aero Miami I, LLC:** June 17, 2020 at 12:00 P.M.

iii. **Objections:**

1. Informal comments from Aero Miami I, LLC, certain aircraft lease counterparties and the Boeing Company.

iv. **Related Pleadings:**

1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
2. *Order Authorizing Procedures for the Rejection of Certain Executory Contracts and Unexpired Leases and the Abandonment of Certain Related Assets.* ECF No. 216, Exhibit M.
3. *Notice of Rejection of Certain Executory Contracts and Unexpired Leases and the Abandonment of Certain Related Assets.* ECF No. 216, Exhibit I.

v. **Status:** A revised proposed order has been submitted, which resolves the informal comments received. The matter is going forward on an uncontested basis.

19. Application to Retain Ocean Tomo: *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Ocean Tomo LLC as Intellectual*

Property Valuation Consultants Nunc Pro Tunc to the Petition Date. ECF No. 154.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **No objections.**
- iii. **Related Pleadings:**
 1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 2. *Order Authorizing the Employment and Retention of Ocean Tomo LLC as Intellectual Property Valuation Consultants to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit K.
- iv. **Status:** A proposed order has been submitted. The matter is going forward on an uncontested basis.

20. **Application to Retain PJT Partners LP:** *Debtors' Application for an Order Authorizing Employment and Retention of PJT Partners LP. as Investment Banker to the Debtors and Debtors-in-Possession Effective as of the Petition Date.* ECF No. 155.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **Response Deadline for the UCC:** June 17, 2020 at 4:00 P.M.
- iii. **Objections:**
 1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.
- iv. **Related Pleadings:**
 1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 2. *Order Authorizing Employment and Retention of PJT Partners LP. as Investment Banker to the Debtors and Debtors-in-Possession Effective as of the Petition Date.* ECF No. 216, Exhibit O.
- v. **Status:** A revised proposed order has been submitted, which resolves the UCC objection. The matter is going forward on an uncontested basis.

21. **Application to Retain Brigard Urrutia Abogados S.A.S.:** *Debtors' Application for an Order Authorizing the Employment and Retention of Brigard Urrutia Abogados S.A.S. as Special Counsel for the Debtors Nunc Pro Tunc to the Petition Date.* ECF No. 156.

- i. **General Response Deadline:** June 16, 2020 at 4:00 P.M.
- ii. **No objections.**
- iii. **Related Pleadings:**
 1. *Debtors' Omnibus Certificate of No Objections.* ECF No. 216.
 2. *Order Authorizing the Employment and Retention of Brigard Urrutia Abogados S.A.S. as Special Counsel for Aerovías de Integración Regional S.A. Nunc Pro Tunc to the Petition Date.* ECF No. 216, Exhibit L.
- iv. **Status:** A revised proposed order has been submitted. The matter is going forward on an uncontested basis.

III. Contested Pleadings to be Heard at the Second Day Hearing:

1. **Motion to Authorize Debtors' Entry into Derivative Contracts:** *Debtors' Motion of Debtors for Entry of an Order Pursuant to 11 U.S.C. §§ 105(a), 363 and 364(c) (I) Authorizing, but Not Directing, Debtors to (A) Enter Into and Perform Under Hedging and Derivative Contracts (B) Provide Credit Support Under, the Hedging and Derivative Contracts and (II) Scheduling Final Hearing.* ECF No. 17.
 - i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **Response Deadline for the UCC:** June 16, 2020 at 4:00 P.M.
 - iii. **Objections:**
 1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.
 - iv. **Related Pleadings:**
 1. *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363 and 364(c) (I) Authorizing, but Not Directing, Debtors to (A) Enter Into and Perform Under Hedging and Derivative Contracts (B) Provide Credit Support Under, the Hedging and Derivative Contracts and (II) Scheduling Final Hearing.* ECF No. 59.
 2. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217.
 3. *Debtors' Reply to the Official Committee of Unsecured Creditors'*

Omnibus Objection to the Debtors' First and Second Day Motions.
ECF No. 217, Exhibit C.

ii. Status: A revised proposed order has been submitted. The matter is going forward on a contested basis.

2. Motion to Authorize Debtors' Continued Use of Their Cash Management

System: *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Cash Management System, (II) Authorizing the Continuation of Intercompany and Affiliate Transactions, (III) Granting Administrative Priority Status to Postpetition Intercompany and Applicable Affiliate Claims, (IV) Waiving Compliance with Restrictions Imposed by Section 345 of the Bankruptcy Code, (V) Authorizing Continued Used of Prepetition Bank Accounts, Payment Methods and Existing Business Forms and (VI) Scheduling Final Hearing.* ECF No. 19.

i. General Response Deadline: June 9, 2020 at 4:00 P.M.

ii. Response Deadline for the UCC: June 17, 2020 at 4:00 P.M.

iii. Objections:

1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.

iv. Related Documents:

1. *Supplement to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Cash Management System, (II) Authorizing the Continuation of Intercompany and Affiliate Transactions, (III) Granting Administrative Priority Status to Postpetition Intercompany and Applicable Affiliate Claims, (IV) Waiving Compliance with Restrictions Imposed by Section 345 of the Bankruptcy Code, (V) Authorizing Continued Used of Prepetition Bank Accounts, Payment Methods and Existing Business Forms and (VI) Scheduling Final Hearing.* ECF No. 153.

a. Response Deadline: June 16, 2020 at 4:00 P.M.

1. *Interim Order (I) Authorizing Continued Use of Cash Management System, (II) Authorizing the Continuation of Intercompany and Affiliate Transactions, (III) Granting Administrative Priority Status to Postpetition Intercompany and Applicable Affiliate Claims, (IV) Waiving Compliance with Restrictions Imposed by Section 345 of the Bankruptcy Code, (V) Authorizing Continued Used of Prepetition Bank Accounts, Payment Methods and Existing Business Forms and (VI) Scheduling Final Hearing.* ECF

No. 49.

2. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217.
3. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217, Exhibit E.

v. **Status:** A revised proposed order has been submitted. The matter is going forward on a contested basis.

3. **Critical Airline Contracts:** *Debtors' Motion for Debtors for Entry of an Order (I) Authorizing but Not Directing the Debtors to (A) Assume Certain Critical Airline Agreements Pursuant to 11 U.S.C. §§ 105(a) and 365(a), (B) Honor Certain Prepetition Obligations, Pursuant to 11 U.S.C. §§ 105(a) and 363(b), (II) Modifying the Automatic Stay to the Extent Necessary to Effectuate the Requested Relief Pursuant to 11 U.S.C. § 362 and (III) Scheduling a Final Hearing.* ECF No. 21.

i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.

ii. **Response Deadline for the UCC:** June 17, 2020 at 4:00 P.M.

iii. **Objections:**

1. *The Official Committee of Unsecured Creditors' Omnibus Objection to Debtors' First Day and Second Day Motions.* ECF No. 207.
2. Informal comments from Worldwide Flight Services; the Boeing Company and Airlines Reporting Corporation.

iv. **Related Pleadings:**

1. *Interim Order (I) Authorizing but Not Directing the Debtors to (A) Assume Certain Critical Airline Agreements Pursuant to 11 U.S.C. §§ 105(a) and 365(a), (B) Honor Certain Prepetition Obligations, Pursuant to 11 U.S.C. §§ 105(a) and 363(b), (II) Modifying the Automatic Stay to the Extent Necessary to Effectuate the Requested Relief Pursuant to 11 U.S.C. § 362 and (III) Scheduling a Final Hearing.* ECF No. 74.
2. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217.

3. *Debtors' Reply to the Official Committee of Unsecured Creditors' Omnibus Objection to the Debtors' First and Second Day Motions.* ECF No. 217, Exhibit F.
 - v. **Status:** A revised proposed order has been submitted, resolving the informal comments. The matter is going forward on a contested basis as to the UCC objection.
4. **Motion to Authorize Additional Payments of Employee Wages, Severance and Compensation:** *Debtors' Motion for Entry of an Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations.* ECF No. 150.
- i. **General Response Deadline:** June 16, 2020 at 12:00 P.M.
 - ii. **Objections:**
 1. *Objection of the United States Trustee to an Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations.* ECF No. 199.
 2. Informal comments from the Ad Hoc Bondholders Group.
 - iii. **Related Pleadings:**
 1. *Debtors' Reply to the Objection of the United States Trustee to an Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations.* ECF No. 213.
 2. *Debtors' Motion for Authority to File Certain Information Under Seal in Connection with Debtors' Reply to the Objection to the United States Trustee to an Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations.* ECF No. 214.
 3. *Order Authorizing the Debtors to File Certain Information Under Seal in Connection with Debtors' Reply to the Objection to the United States Trustee to an Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations.* ECF No. 218.
 - iv. **Status:** A revised proposed order has been submitted, which resolves the informal comments received from the Ad Hoc Bondholders Group. The matter is going forward on a contested basis as to the United States Trustee's objection.

IV. Motion to Authorize Rejection of Certain Aircraft Leases. *Debtors' Motion for an*

Entry of an Order (I) Authorizing Debtors to Reject Certain Aircraft Leases and Abandon Certain Aircraft, Effective Nunc Pro Tunc to the Petition Date and (II) Approving Return Procedures. ECF No. 23.

1. **Uncontested to be Heard at the Second Day Hearing:** This matter is uncontested as to the aircraft with manufacturer's serial number ("MSN") 2513.
 - i. **General Response Deadline:** June 9, 2020 at 4:00 P.M.
 - ii. **No Objection.**
 - iii. **Related Pleadings:**
 1. *Notice of Hearing on the Debtors' Motion for an Entry of an Order (I) Authorizing Debtors to Reject Certain Aircraft Leases and Abandon Certain Aircraft, Effective Nunc Pro Tunc to the Petition Date and (II) Approving Return Procedures.* ECF No. 53.
2. **Contested to be Heard at the Second Day Hearing:** This matter is contested as to the aircraft with MSN 1801.
 - i. **General Response Deadline:** June 15, 2020 at 12:00 P.M.
 - ii. **Objections:**
 1. *Response of KfW, Mufg Bank, Ltd. And Airbus Financial Services Limited, as Secured Lenders, to Debtors' Motion for Entry of an Order (I) Authorizing Debtors to Reject Certain Aircraft Leases and Abandon Certain Aircraft, Effective Nunc Pro Tunc to the Petition Date and (II) Approving Return Procedures, ECF No. 23.* ECF No. 193.
 - iii. **Related Pleadings:**
 1. *Notice of Hearing on the Debtors' Motion for an Entry of an Order (I) Authorizing Debtors to Reject Certain Aircraft Leases and Abandon Certain Aircraft, Effective Nunc Pro Tunc to the Petition Date and (II) Approving Return Procedures.* ECF No. 53.
 2. *Debtors' Reply to the Response of KfW, Mufg Bank, Ltd. And Airbus Financial Services Limited, as Secured Lenders, to Debtors' Motion for Entry of an Order (I) Authorizing Debtors to Reject Certain Aircraft Leases and Abandon Certain Aircraft, Effective Nunc Pro Tunc to the Petition Date and (II) Approving Return Procedures, ECF No. 23.* ECF No. 215.
3. **Status:** This matter is going forward on an uncontested basis as to MSN 2513; contested as to MSN 1801; and is adjourned until a hearing at a later date as to

MSNs 24, 27, 38461, 38478, 38479, 38459, 6949, 7005, 7036, 7081, 6698, 6780, 6797, 6798, 6894, 6895, and 6899. The response deadline as to the adjourned matters is June 23, 2020 at 4:00 P.M.

Dated: June 22, 2020
New York, New York

/s/ Luke A. Barefoot
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