

**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 (JLG)
Related Doc # 484

Jointly Administered

**BRIDGE ORDER GRANTING CERTAIN
EMERGENCY RELIEF PENDING FIRST DAY HEARING**

Upon the request of TAM S.A., TAM Linhas Aéreas S.A., Aerolinhas Brasileiras S.A., Prismah Fidelidade Ltda., Fidelidade Viagens e Turismo S.A., TP Franchising Ltda., Holdco I S.A., Multiplus Corredora de Seguros Ltda. and Piquero Leasing Limited (collectively, the “Subsequent Debtors”) and LATAM Airlines Group S.A. (“LATAM Parent”) and its affiliated debtors and debtors-in-possession in the above-captioned jointly administered chapter 11 cases (collectively, the “Initial Debtors” and, together with the Subsequent Debtors, the “Debtors”)² for entry of a bridge order (this “Order”) to have the Initial Debtors’ Orders

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s U.S. or local tax identification number (as applicable), 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); Piquero Leasing Limited (N/A); TAM S.A. (N/A); TAM Linhas Aéreas S.A. (65-0773334); Aerolinhas Brasileiras S.A. (98-0177579); Prismah Fidelidade Ltda. (N/A); Fidelidade Viagens e Turismo S.A. (27-2563952); TP Franchising Ltda. (N/A); Holdco I S.A. (76-1530348) and Multiplus Corredora de Seguros Ltda. (N/A). For the purpose of these Chapter 11 Cases, the service address for the Debtors is: 6500 NW 22nd Street Miami, FL 33131.

² LATAM Parent, and its debtor and non-debtor subsidiaries and affiliates are collectively referred to as “LATAM”.

identified on Exhibit 1 hereto apply to the Subsequent Debtors on an interim basis until July 16, 2020 or such earlier time as the Court enters an order on the *Debtors' Motion for Entry of Interim and Final Orders Directing Certain Orders in the Chapter 11 Cases of LATAM Airlines Group S.A. et al. Be Made Applicable to Subsequent Debtors* (ECF No. 484) (the "Omnibus Motion");³ and upon the *Declaration of Ramiro Alfonsín Balza in Support of First Day Motions and Applications in Compliance with Local Rule 1007-2* (the "First Day Declaration") filed May 26, 2020 (ECF No. 3), incorporated therein by reference; and upon the *Second Declaration of Ramiro Alfonsín Balza in Support of the Subsequent Chapter 11 Cases* (the "Supplemental Declaration") filed July 9, 2020 (ECF No. 483) and the *Declaration of Celso Caldas Martins Xavier in Support of Debtors' Motion for Interim and Final Orders Directing Certain Orders in the Chapter 11 Cases of LATAM Airlines Group S.A. et al. Be Made Applicable to Subsequent Debtors* (the "Xavier Declaration") filed contemporaneously with the Omnibus Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York dated January 31, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Omnibus Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested by the Debtors is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having found that the Debtors' notice was appropriate and no other notice need be provided; and the Court having reviewed the Debtors' request and determined no hearing was

³ All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Omnibus Motion.

necessary; and the Court having determined that just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. Pursuant to section 105(a) of the Bankruptcy Code, the Initial Debtors' Orders identified on Exhibit 1 hereto are deemed applicable to the chapter 11 cases of the Subsequent Debtors on an interim basis and until the earlier of July 16, 2020 or the date on which the Court enters an interim order in respect of the Omnibus Motion, *provided, however* that the Debtors shall not pay more than \$11.5 million on account of prepetition obligations pursuant to this Order and *provided further* that payments made in respect of such prepetition obligations shall be applied to the payment caps set forth in the applicable Initial Debtors' Orders, as may be deemed amended by further order of this Court pursuant to the Omnibus Motion.

2. For the avoidance of doubt, to the extent necessary, each of the Final Cash Management Order and Final Wages Order shall be construed as follows:

- (a) The terms "Debtor" and "Debtors" shall include the each of Subsequent Debtors;
- (b) All references to dates or deadlines calculated as the number of days from entry of such Initial Debtors' Order, shall be calculated as the number of days from entry of this Order for purposes of application to the Subsequent Debtors; and
- (c) The term "Petition Date," shall refer to July 7 or July 9, 2020, as applicable to each of the Subsequent Debtors.

3. For the avoidance of any doubt, payments made pursuant to this Order shall only be made as they become due, and no payments shall be accelerated prior to the Court's entry of an interim order on the Omnibus Motion.

4. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

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

Dated: July 10, 2020
New York, New York

/s/ James L. Garrity, Jr.
HONORABLE JAMES L. GARRITY JR.
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**Certain Orders Entered in LATAM Airlines Group S.A.
Case No. 20-11254 (JLG)**

ECF	Order
74	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
85	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) Customs Duties, and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers
269	Order Authorizing the Debtors to Pay Certain Employee Wages, Severance and Other Compensation and Related Obligations
388	Order Authorizing Procedures for the Rejection of Certain Executory Contracts and Unexpired Leases and the Abandonment of Certain Related Assets
389	Order Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business, <i>Nunc Pro Tunc</i> to the Petition Date
392	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
395	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
396	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
415	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
416	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
429	Second Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363 and 364(c) Authorizing, but not Directing, Debtors to (I) Enter Into and Continue

	Performing Under the Hedging and Derivative Contracts (II) Provide Credit Support Under the Hedging and Derivative Contracts
430	Final 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, and (V) Authorizing Continued Use of Prepetition Bank Accounts, Payment Methods, and Existing Business Forms
460	Amended Order Authorizing Procedures for the Compromise, Settlement, and Payment of De Minimis Claims and Judgments
463	Second Interim Order Pursuant to 11 U.S.C. §§ 105(a), 362, 363 and 553 (I) Authorizing, but not Directing, (A) 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
464	Second 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 Transfers Related to Such Claims