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*Proposed Counsel for Debtors and  
Debtors-In-Possession*

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

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:  
In re: : Chapter 11  
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AVIANCA HOLDINGS S.A., *et al.*,<sup>1</sup> : Case No. 20-11133 (MG)  
:  
Debtors. : (Joint Administration Requested)  
:  
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**DEBTORS’ MOTION FOR ENTRY OF AN ORDER (I) EXTENDING TIME TO FILE  
SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES OF CURRENT INCOME  
AND EXPENDITURES, SCHEDULES OF EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES, STATEMENTS OF FINANCIAL AFFAIRS, AND  
RULE 2015.3 FINANCIAL REPORTS; AND (II) WAIVING REQUIREMENT  
TO FILE A LIST OF EQUITY SECURITY HOLDERS AND PROVIDE  
NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS**

<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. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.



TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Avianca Holdings S.A. and its affiliated debtors in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), as debtors and debtors-in-possession (collectively, the “Debtors”), respectfully represent as follows in support of this motion (the “Motion”):<sup>2</sup>

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”): (i) extending the deadline by which the Debtors must file their schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “Schedules and Statements”) by forty-five (45) days, for a total of fifty-nine (59) days from the Petition Date (as defined below), without prejudice to the Debtors’ ability to request additional extensions; (ii) extending the deadline by which the Debtors must file their initial reports of financial information with respect to entities in which the Debtors hold a controlling or substantial interest as set forth in Federal Rule of Bankruptcy Procedure 2015.3 (the “2015.3 Reports”), or to file a motion with this Court seeking a modification of such reporting requirements for cause, without prejudice to the Debtors’ ability to request additional extensions, to the later of: (a) thirty (30) days after the meeting of creditors (the “341 Meeting”) to be held pursuant to section 341 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and (b) fifty-nine (59) days from the Petition Date; (iii) waiving the requirements to file a list of the Debtors’ equity security holders and provide notice of the commencement of these Chapter 11 Cases to the Debtors’ equity security holders, as set forth in

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration (as defined below).

Rules 1007(a)(3) and 2002(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and (iv) granting related relief.

### **JURISDICTION**

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

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

4. The bases for the relief requested herein are sections 105(a) and 521 of the Bankruptcy Code and Rules 1007, 6003 and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **STATUS OF THE CASES**

5. On the date hereof (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. Each Debtor is continuing to operate its businesses and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. No creditors’ committee has yet been appointed in these cases. No trustee or examiner has been appointed.

8. The Debtors have filed a motion requesting joint administration of the Chapter 11 Cases pursuant to Rule 1015(b) of Bankruptcy Rules.

### **BACKGROUND**

9. Avianca is the second-largest airline group in Latin America and the most important carrier in the Republic of Colombia and in the Republic of El Salvador. It is the largest airline in the Republic of Colombia (the third largest Latin American economy), a code-share partner of United Airlines, and a member of the Star Alliance which, with 26 members, is the world’s largest global airline alliance. Established in 1919, Avianca has a 100-year legacy as a leading provider

of air travel and cargo services in the Latin American market and around the globe. Avianca is well respected throughout Latin America and maintains significant customer brand equity and market share in the regions it services.

10. The Debtors operate an extensive network of routes from their primary hubs in Bogotá and San Salvador (in addition to other focus markets) and offer passenger services on more than 5,350 weekly flights to more than 76 destinations in 27 countries. With approximately 18,900 employees and approximately \$3.9 billion in annual revenues, the Debtors play a key role in the Latin American airline market.

11. Despite an effective debt reprofiling executed in the second half of 2019, a significant improvement in Avianca's liquidity position in early 2020, and the successful 2019 launch of the "Avianca 2021" transformation plan (as further described below), the Debtors have been compelled to file these Chapter 11 Cases for one principal reason: the COVID-19 pandemic, which has affected the world's population and economies in ways that have never been experienced. The reduction in travel as a result of the virus, and the measures undertaken to combat the virus, including restrictions commercial flights and on travel, have had and will continue to have an adverse impact on the Debtors. As a result of the ongoing pandemic and its consequences, the Debtors are facing significantly reduced revenues from ticket sales and ancillary revenues, government prohibitions globally on international flights, substantial ongoing contractual obligations to their lessors, lenders and other creditors, and a near complete standstill of the global economy—all with significant continued impact and limited visibility as to the potential market recovery.

12. On March 20, 2020, the Republic of Colombia, consistent with what numerous other governments around the world have done, announced that it would close its airspace to

address the spread of COVID-19. As a result of the restrictions imposed by the Colombian government, as well as similar measures in various other of the Debtors' primary markets, on March 24, 2020 the Debtors announced that they were suspending all scheduled passenger flights from March 25, 2020 until at least the end of April 2020; this situation has now been extended and is ongoing, and no date has been established for restart of flights.

13. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Adrian Neuhauser in Support of Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), which is being filed contemporaneously herewith and is incorporated by reference herein.

### **BASIS FOR RELIEF REQUESTED**

#### **I. Cause Exists to Extend Time to File Schedules and Statements**

14. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c), the Debtors are required to file the Schedules and Statements within fourteen (14) days of the Petition Date. However, pursuant to Bankruptcy Rules 1007(a)(5) and 1007(c), this Court has the authority to extend the time required for filing the Schedules and Statements "for cause." Fed. R. Bankr. P. 1007(a)(5), 1007(c).

15. Good and sufficient cause exists to grant the relief requested herein. To prepare the Schedules and Statements, the Debtors need to compile information relating to thousands of claims, contracts, and assets of the Debtors, each of which is dispersed amongst various depositories and geographic locations. These materials are voluminous and located throughout the Debtors' organization and vast and complex financial systems. Collecting the necessary information to complete the Schedules and Statements within fourteen (14) days would require a substantial expenditure of time and effort on the part of the Debtors, their employees, and their

professional advisors in the near term—when these resources would be best utilized to stabilize the Debtors’ operations during these cases. Additionally, certain invoices and payment data related to various prepetition transactions have not yet been received and reflected in the Debtors’ internal accounting systems. With the benefit of an extension, the Debtors and their advisors will be better suited to ensure that the Schedules and Statements are both comprehensive and accurate.

16. The relief requested herein will not prejudice any party in interest. The Debtors intend to work cooperatively with the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) and other parties in interest to provide access to relevant information regarding the Debtors’ businesses and financial affairs throughout these cases.

17. Courts in this District have routinely granted relief consistent with that requested herein in large, complex chapter 11 cases. See, e.g., In re Internap Tech. Sols., Inc., Case No. 20-22393 (RDD) (Bankr. S.D.N.Y. Mar. 19, 2020) (granting debtors a 59-day extension from the petition date); In re Windstream Holdings, Inc., 19-22312 (RDD) (Bankr. S.D.N.Y. Feb. 28, 2019) (granting debtors a 44-day extension from the petition date); In re Aegean Marine Petrol. Network Inc., Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Nov. 16, 2018) (granting debtors a 30-day extension from the petition date); In re Nine West Holdings, Inc., Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. Apr. 9, 2018) (same); In re Answers Holdings, Inc., Case No. 17-10496 (SMB) (Bankr. S.D.N.Y. Mar. 10, 2017) (granting debtors 45-day extension from the petition date); In re Avaya Inc., Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. Feb. 10, 2017) (granting debtors 47-day extension from the petition date); In re Int’l Shipholding Corp., Case No. 16-12220 (SMB) (Bankr. S.D.N.Y. Aug. 10, 2016) (granting debtors 45-day extension from the petition date); In re Fairway Grp. Holdings Corp., Case No. 16-11241 (MEW) (Bankr. S.D.N.Y. May 5, 2016) (granting debtors 46-day extension from the petition date). Accordingly, the Debtors submit that their

request to extend the filing deadline for the Schedules and Statements is consistent with precedent in this district and is appropriate and warranted under the circumstances.

## **II. Cause Exists to Extend Time To File 2015.3 Reports**

18. Pursuant to Bankruptcy Rule 2015.3, a chapter 11 debtor must file, no later than seven (7) days before the date set for the meeting of creditors and no less than every six (6) months thereafter, periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in the Chapter 11 Cases, and in which the estate holds a substantial or controlling interest. See Fed. R. Bankr. P. 2015.3(a)–(c). Bankruptcy Rule 9006(b)(1) allows the Court to extend any such period of time or deadline for cause. See Fed. R. Bankr. P. 9006(b)(1). Similarly, Bankruptcy Rule 2015.3(d) provides the Court with the ability to modify these reporting requirements for cause, including the debtor’s inability, “after a good faith effort, to comply with those reporting requirements, or that the information . . . is publicly available.” See Fed. R. Bankr. P. 2015.3(d).

19. To prepare the Rule 2015.3 Reports, the Debtors must compile information from books, records, and documents relating to a multitude of transactions at numerous locations around the globe. The Debtors do not currently prepare and maintain financial reports in the form required by Bankruptcy Rule 2015.3 for each of the non-Debtor affiliates. In addition, the Debtors’ employees and advisors are already engaged in numerous other tasks necessary to facilitate these Chapter 11 Cases, including the preparation of various other schedules, reports, and documents required by the Bankruptcy Code and the Bankruptcy Rules. The combination of these tasks has imposed substantial burdens on the Debtors’ management, personnel, and advisors.

20. Extending the deadline to file the initial 2015.3 Reports will provide the Debtors with the necessary time to examine the books and records of their non-debtor subsidiaries that are

subject to Bankruptcy Rule 2015.3. The additional time will also enable the Debtors to work with their advisors and the U.S. Trustee to determine the appropriate nature and scope of the reports and any proposed modifications to the reporting requirements established by Bankruptcy Rule 2015.3. Accordingly, the Debtors respectfully request that the Bankruptcy Court grant an extension of the time by which the Debtors must file their initial 2015.3 Reports to the later of (a) thirty (30) days after the 341 Meeting and (b) fifty-nine (59) days from the Petition Date, pursuant to Bankruptcy Rule 2015.3(d).

21. Courts in this District regularly have found “cause” to extend the deadline for filing 2015.3 reports in chapter 11 cases of comparable size, complexity, and geographic scope. See, e.g., In re Internap Tech. Sols., Inc., Case No. 20-22393 (RDD) (Bankr. S.D.N.Y. Mar. 19, 2020) (granting debtors the later of 30 days after the 341 meeting and 59 days after the petition date); In re Windstream Holdings, Inc., 19-22312 (RDD) (Bankr. S.D.N.Y. Feb. 28, 2019) (granting debtors the later of 30 days after the 341 meeting and 44 days after the petition date); In re FULLBEAUTY Brands Holding Corp., Case No. 19-22185 (RDD) (Bankr. S.D.N.Y. Feb. 7, 2019) (same); In re Aegean Marine Petrol. Network Inc., Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Nov. 16, 2018) (granting debtors 44 days after the petition date); In re Cenveo, Inc., Case No. 18-22178 (RDD) (Bankr. S.D.N.Y. Feb. 6, 2018) (granting debtors the later of 30 days after the 341 meeting and 44 days after the petition date); In re 21st Century Oncology Holdings, Inc., Case No. 17-22770 (RDD) (Bankr. S.D.N.Y. May 26, 2017) (granting debtors the later of 30 days after the 341 meeting and 90 days after the petition date). Accordingly, the Debtors submit that their request to extend the filing deadline for the 2015.3 Reports pursuant to Bankruptcy Rule 9006(b)(1) and Rule 2015.3(d) is consistent with precedent in this district and is appropriate and warranted under the circumstances.

**III. Waiver of Requirement to File Equity Security Holder List and Provide Notice of Commencement to Equity Security Holders is Warranted**

22. Bankruptcy Rule 1007(a)(3) requires a debtor to file, within fourteen (14) days after the petition date, a list of the debtor's equity security holders. Bankruptcy Rule 2002(d), in turn, requires that equity security holders be provided notice of, among other things, the commencement of the debtors' chapter 11 cases. Bankruptcy courts have authority to modify or waive these requirements under both rules. Fed. R. Bankr. P. 1007(a)(3) (“[U]nless the court orders otherwise, the debtor shall file . . . a list of the debtor’s equity security holders . . . .”); Fed. R. Bankr. P. 2002(d) (“[U]nless otherwise ordered by the court, the clerk . . . shall in the manner and form directed by the court . . . give notice to all equity security holders . . . .”); see also 11 U.S.C. § 105(a) (“The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.”); Fed. R. Bankr. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.”).

23. The Debtors submit that it is appropriate here to waive the requirement to file a list of equity security holders and provide such equity security holders with notice of commencement of these Chapter 11 Cases. As of March 31, 2020, the Debtors had 660,800,003 shares of common stock and 340,507,917 shares of preferred stock outstanding. These shares are widely dispersed geographically and held by a broad array of record and beneficial holders. Preparing and submitting such a list with the last known address for each such equity security holder and sending notices to all such parties will be both extremely expensive and time consuming. While the Debtors and their advisors are working diligently to collect and compile the information necessary to provide future notices to their equity security holders, this process has proven extensive and

remains ongoing. As soon as practicable following the date hereof, the Debtors intend to cause the other notices required under Bankruptcy Rule 2002(d) to be served on the Debtors' stockholders. Accordingly, the Debtors respectfully request that the requirements to file a list of equity security holders and provide notice of the commencement of these Chapter 11 Cases to such holders be waived.

24. Courts in this District routinely grant substantially similar relief in cases involving publicly-traded debtors. See, e.g., In re Cenveo Inc., Case No. 18-22178 (RDD) (Bankr. S.D.N.Y. Feb. 6, 2018) (waiving the requirement to file list of equity security holders); In re Cumulus Media Inc., Case No. 17-13381 (SCC) (Bankr. S.D.N.Y. Dec. 1, 2017) (same); In re SunEdison, Inc., Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. Apr. 25, 2016) (waiving requirement to file list of equity security holders and modifying requirement to mail the notice of commencement to all equity security holders); In re Republic Airways Holdings Inc., Case No. 16 -10429 (SHL) (Bankr. S.D.N.Y. Feb. 29, 2016) (same); In re NII Holdings, Inc., Case No. 14-12611 (SCC) (Bankr. S.D.N.Y. Sept. 16, 2014) (same). Accordingly, the Debtors respectfully submit that ample cause exists for the Bankruptcy Court to waive the requirement under Fed. R. Bankr. P. 1007(a)(3) to file a list of equity holders, and the requirement under Fed. R. Bankr. P. 2002(d) to provide the Debtors' equity holders notice of the commencement of these Chapter 11 Cases.

#### **NOTICE**

25. The Debtors will provide notice of this Motion to the following parties: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the forty (40) largest unsecured claims against the Debtors (on a consolidated basis); (c) the holders of the five (5) largest secured claims against the Debtors (on a consolidated basis); (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; (f) the Federal Aviation

Administration; and (g) any party that requests service pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**NO PRIOR REQUEST**

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

WHEREFORE, for the reasons set forth above and in the First Day Declaration, the Debtors respectfully request that this Court (a) enter an Order, substantially in the form of the Proposed Order, granting the relief requested herein; and (b) grant such other and further relief as the Court may deem just and proper.

Dated: New York, New York  
May 10, 2020

MILBANK LLP

/s/ Evan R. Fleck

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*Proposed Counsel for Debtors and  
Debtors-in-Possession*

**EXHIBIT A**

**Proposed Order**

**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. : (Joint Administration Requested)  
: :  
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**ORDER (I) EXTENDING TIME TO FILE SCHEDULES OF ASSETS  
AND LIABILITIES, SCHEDULES OF CURRENT INCOME AND  
EXPENDITURES, SCHEDULES OF EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES, STATEMENTS OF FINANCIAL AFFAIRS, AND  
RULE 2015.3 FINANCIAL REPORTS; AND (II) WAIVING REQUIREMENT  
TO FILE A LIST OF EQUITY SECURITY HOLDERS AND PROVIDE  
NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”) pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) extending the deadline by which the Debtors must file their schedules of assets and

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<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. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “Schedules and Statements”) by forty-five (45) days, for a total of fifty-nine (59) days from the Petition Date (as defined below), without prejudice to the Debtors’ ability to request additional extensions; (ii) extending the deadline by which the Debtors must file their initial 2015.3 Reports, or to file a motion with this Court seeking a modification of such reporting requirements for cause, without prejudice to the Debtors’ ability to request additional extensions, to the later of: (a) thirty (30) days after the 341 Meeting and (b) fifty-nine (59) days from the Petition Date; (iii) waiving the requirements to file a list of the debtors’ equity security holders and provide notice of the commencement of these chapter 11 cases to the debtors’ equity security holders, as set forth in Fed. R. Bankr. P. 1007(a)(3) and 2002(d); and (iv) granting related relief; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 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 it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed the Motion and the First Day Declaration and having heard statements in support of the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing, and the Court having found, that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and any objections to the relief requested in the Motion

having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Motion is granted to the extent set forth herein.
2. The time within which the Debtors must file the Schedules and Statements is extended for a total of fifty-nine (59) days, without prejudice to the Debtors' right to seek additional extensions.
3. The time within which the Debtors must file the 2015.3 Reports (or to file a motion with the Court seeking a modification of such reporting requirements for cause) is extended to the later of (a) thirty (30) days after the 341 Meeting and (b) fifty-nine (59) days from the Petition Date, without prejudice to the Debtors' right to seek additional extensions.
4. The requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file a list of equity security holders is waived.
5. The requirement under Bankruptcy Rule 2002(d) that the Debtors mail the Notice of Commencement to all equity security holders is waived.
6. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
8. The requirements set forth in Rule 9013-1(a) of the Local Rules for the Southern District of New York are satisfied.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: \_\_\_\_\_, 2020

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UNITED STATES BANKRUPTCY JUDGE