

CONFIDENTIAL
UPFRONT COMMISSION AGREEMENT

ATLANTIC TRAVEL AGENCY
IATA: 22510876

This Upfront Commission Agreement (the “Agreement”) is made by and between AVIANCA INC., on behalf of Aerovías del Continente Americano S.A. (“Avianca”), and AMERICA CENTRAL CORP., on behalf of TACA International Airlines S.A. (“TACA”) (together the “Carriers”), on the one hand, and ATLANTIC TRAVEL AGENCY (“Travel Agency”), on the other hand, with an effective date of January 1, 2017.

**Applicable
Routings:**

- Online travel to/from the U.S. and Canadian gateways marketed as either AV or TA, when operated by the Carriers or their affiliates,¹ provided ticketing is validated on either Avianca (134), LACSA (133) or TACA (202). For the avoidance of doubt, applicable routings do not include international code-share flights marketed as but not operated by the Carriers or their affiliates (e.g.: *AV IAH-SAL operated by UA, *AV YYZ-BOG operated by AC, etc.).
- Interline travel between U.S. or Canada points and Central or South America points via the U.S. gateways of the Carriers where: (i) such travel is pursuant to an interline through itinerary with carriers AS, DL, UA, B6 or AC; (ii) the portion of the itinerary between the U.S. or Canada gateway and Central or South America is marketed as either AV or TA and operated by the Carriers or their affiliates, and (iii) the ticket is validated on either Avianca (134), LACSA (133) or TACA (202).
- Travel Agency expressly acknowledges that it is not authorized, absent express written prior approval from the Carriers, to display, advertise or otherwise market via any means, or to ticket, published fares or private negotiated fares covered under this Agreement at levels that differ from those which the Carriers have caused to be filed through GDS or other agency distribution channels.

Commission:

The commission paid for tickets sold by Travel Agency on behalf of the Carriers is set forth on Exhibit A and exclusive of any taxes and fees. Commissions apply to published fares or private fares (e.g. Amadeus Negotiated Fares) and are based on the originating class of service; only one commission may be taken per itinerary. Commissions will be determined by originating class of service. No commission applies for markets not shown on Exhibit A.

Exclusions:

The commission is not permitted:

- For net fares.

¹ The Carriers’ affiliates include Aerolíneas Galapos S.A. (“AeroGal”) (2K), Aviateca S.A. (GU), Líneas Aéreas Costarricenses S.A. (“LACSA”) (LR), Nicaragüense de Aviación S.A. (6Y), and. Trans American Airlines S.A. d/b/a Avianca Peru (T0).

- For Group bookings (G class)

Ticket Validity:	The commission applies to tickets sold between January 1 st , 2017 and December 31 st , 2017.
Fare Rules:	For published fares, the published fare rules apply to all tickets sold pursuant to this Agreement, including, but not limited to, advance purchase requirements, stopovers, refunds, rerouting, open jaw rules, cancellation terms, surcharges and carrier's refusal to transport. For private fares, all applicable private fare rules apply.
Minimum Performance Targets:	The Carriers will review ticket sales on a quarterly basis to determine the continuation of this Agreement under the present terms.
Amendments:	This Agreement shall not be amended except in writing signed by the Parties.
Cancellation:	The Carriers retain the right to cancel the Agreement, in writing, without prior notice, if any of the conditions contained herein (including performance targets) are not met. Without limiting the foregoing, either Party may cancel the Agreement, for any reason or no reason at all, by providing 30 days' advance written notice of the cancellation to the other Party.
Governing Law:	The validity, construction and performance of this Agreement shall be governed by the laws of the State of New York, USA without giving effect to its conflict of law provisions which might provide for the application of the laws of another jurisdiction.

EXHIBIT A

Origin	Destination	Class	Commission
USA / Canada	Central / South America	J / C / D / Y	5%
		Other	8%
South America	USA / Canada	All	5%
Latin America (Except Domestic)	Latin America (Except Domestic)	All	2%

Exceptions

Origin	Destination	Class	Commission
IAD / JFK / SFO / YYZ	SAL	U / T / S	2%
		Other	3%
		J / C / D / Y	5%
IAD / MCO	BOG	U / T / S	0%
		W / Z / P	3%
		Other	5%
MIA	LIM	All	5%
LAX	GUA	All	8%
GUA	LAX	All	8%
SAL	LAX	J / C / D / Y	5%
		Other	8%
USA	Brazil	All	20%

NOTES:

- South America includes Argentina, Brazil, Bolivia, Chile, Colombia, Ecuador, Paraguay, Peru, Uruguay and Venezuela.
- Central America includes Aruba, Barbados, Belize, Costa Rica, Cuba, Curacao, Dominican Republic, El Salvador, Guatemala, Honduras, Mexico, Nicaragua, Panama and Puerto Rico.
- Latin America includes South America and Central America as defined above.
- No commission applies for markets not shown above
- Commission does not apply on G Class.