

**Objection Deadline: November 16, 2020**

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*Special Mexican Counsel to the Debtors  
and Debtors in Possession*

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

**In re:**

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-11563 (SCC)**

**(Jointly Administered)**

**SECOND MONTHLY FEE STATEMENT OF CERVANTES SAINZ, S.C. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES INCURRED AS SPECIAL MEXICAN COUNSEL TO THE  
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM  
SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020**

<b>Name of Applicant</b>	Cervantes Sainz, S.C.
<b>Applicant's Role in Case</b>	Special Mexican Counsel to Grupo Aeroméxico, S.A.B. de C.V., et al.,
<b>Date Order of Employment Signed</b>	September 22, 2020 [Docket No. 448]
<b>Period for which compensation and reimbursement is sought</b>	September 1, 2020 through September 30, 2020

<sup>1</sup> The Debtors in these cases, along with each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

<b>Summary of Total Fees and Expenses Requested</b>	
<b>Total compensation requested in this statement</b>	<b>\$316,097.68</b> <b>(\$272,498.00 in fees</b> <b>plus Value Added Tax</b> <b>(16%) in \$43,599.68)</b>  <b>80% of the total</b> <b>compensation is</b> <b>\$252,878.14</b> <b>(\$217,998.40 in fees</b> <b>plus Value Added Tax</b> <b>of \$34,879.74)</b>
<b>Total reimbursement requested in this statement</b>	<b>\$0</b>
<b>Total compensation requested in this statement</b>	<b>\$252,878.14</b> <b>(\$217,998.40 in fees</b> <b>plus Value Added Tax</b> <b>of \$34,879.74)</b>
<b>This is a(n):</b> <u>  X  </u> Monthly Application <u>      </u> Interim Application <u>      </u> Final Application	

1. Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the United States

Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), the United States Trustee’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expense filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**”), the *Order Approving Application of Debtors for Authority to Employ and Retain Cervantes Sainz, S.C. as Special Mexican Counsel for the Debtors* Nunc Pro Tunc to the Petition Date [Docket No. 448] (the “**Retention Order**”), and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated September 8, 2020 [Docket No. 360] (the “**Interim Compensation Order**”), Cervantes Sainz, S.C. (“**Cervantes Sainz**”), special Mexican counsel for the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period from September 1, 2020 through September 30, 2020* (this “**Fee Statement**”).<sup>2</sup> By this Fee Statement, Cervantes Sainz seeks compensation in the amount of **\$252,878.14 (\$217,998.40 in fees plus Value Added Tax of \$34,879.74)** which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Cervantes Sainz incurred in connection with such services during the Fee Period (i.e., **\$316,097.68 (\$272,498.00 in fees plus Value Added Tax (16%) in \$43,599.68)**). Cervantes Sainz does not seek the reimbursement of expenses by this Fee Statement.

**Itemization of Services Rendered and Disbursements Incurred**

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<sup>2</sup> The period from September 1, 2020 through and including September 30, 2020, is referred to herein as the “**Fee Period**.”

2. Attached hereto as **Exhibit A** is a chart of the number of hours expended and fees incurred (on an aggregate basis) by Cervantes Sainz partners, associates, paraprofessionals and case clerks during the Fee Period with respect to each of the project categories Cervantes Sainz established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Cervantes Sainz incurred **\$316,097.68** in fees during the Fee Period. Pursuant to this Fee Statement, Cervantes Sainz seeks reimbursement for 80% of such fees, totaling **\$252,878.14 (\$217,998.40 in fees plus Value Added Tax of \$34,879.74)**.

3. Attached hereto in **Exhibit B** is a chart of Cervantes Sainz professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$282.50.<sup>3</sup> The blended hourly billing rate of all paraprofessionals is \$138.75.<sup>4</sup>

4. Attached hereto as **Exhibit C** are the time records of Cervantes Sainz for the Fee Period organized by project category with a daily time log describing the time spent by each attorney and other professional during Fee Period as well as an itemization of expenses.

#### **Notice and Objection Procedures**

5. Notice of this Fee Statement shall be served by hand or overnight delivery upon (i) Grupo Aeroméxico, S.A.B. de C.V., Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500, Attn.: Daniel Martinez Martínez and Patricia Bobadilla,

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<sup>3</sup> The blended hourly billing rate of \$282.50 for attorneys is derived by dividing the total hourly rate for attorneys by the number of attorneys.

<sup>4</sup> The blended hourly billing rate of \$138.75 for paraprofessionals is similarly derived by dividing the total hourly rate for paraprofessionals by the total number of paraprofessionals.

Email: dmartinezm@aeromexico.com, mbobadilla@aeromexico.com; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Stephen Piraino, Email: timothy.graulich@davispolk.com, stephen.piraino@davispolk.com; (iii) counsel to the Committee, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn.: Brett Miller, Todd Goren, Erica Richards and Benjamin Butterfield, Email: brettmiller@mofo.com, tgoren@mofo.com, erichards@mofo.com, bbutterfield@mofo.com; (iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov; and (v) Counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn.: Richard J. Cooper, Luke A. Barefoot, Thomas S. Kessler, Email: rcooper@cgsh.com, lbarefoot@cgsh.com, tkessler@cgsh.com (collectively, the “**Notice Parties**”).

6. Objections to the Fee Statement, if any, must be served upon the Notice Parties no later than **November 15, 2020** (the “**Objection Deadline**”), setting forth the nature of the objection and specific amount of fees and expenses at issue.

7. The Debtors will provide notice of this Fee Statement in accordance with the Interim Compensation Order. The Debtors submit that no other or further notice be given.

*[Remainder of Page Left Blank Intentionally]*

WHEREFORE, Cervantes Sainz, in connection with services rendered on behalf of the Debtors, respectfully requests (i) compensation in the amount of **\$252,878.14 (\$217,998.40 in fees plus Value Added Tax of \$34,879.74)** which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Cervantes Sainz incurred in connection with such services during the Fee Period (i.e., **\$316,097.68 (\$272,498.00 in fees plus Value Added Tax (16%) in \$43,599.68)**).

Dated: October 30, 2020  
Mexico City, Mexico

CERVANTES SAINZ, S.C.

/s/ Alejandro Sainz O.

Alejandro Sainz O.

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