

Hearing Date: June 22, 2021 at 10:30 a.m. (Eastern Time)
Objection Deadline: June 15, 2021 at 4:00 p.m. (Eastern Time)

Brett H. Miller
Todd M. Goren
Craig A. Damast
Debra M. Sinclair
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
bmiller@willkie.com
tgoren@willkie.com
cdamast@willkie.com
dsinclair@willkie.com

Proposed Counsel to the Official Committee of Unsecured Creditors

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**NOTICE OF APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO MAY 1, 2021**

PLEASE TAKE NOTICE that on June 4, 2021, the Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V, et al. (collectively, the “Debtors”), by David Kerr, Vice President, The Bank of New York Mellon, in his capacity as a representative of a member of the Committee, The Bank of New York Mellon, filed the attached *Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr &*

¹ 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.

Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021 (the “Application”).

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **June 22, 2021 at 10:30 a.m. (Prevailing Eastern Time)** (the “Hearing”) before the Honorable Judge Shelley C. Chapman, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that, in accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.) (“General Order M-543”),² the Hearing will be conducted telephonically. Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions LLC (www.court-solutions.com). Instructions to register for CourtSolutions LLC are attached to General Order M-543.

PLEASE TAKE FURTHER NOTICE that any responses or objections (together, “Objections”) to the Application shall be in writing, shall comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Court (a) by attorneys practicing in the Court, including attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text- searchable portable document format (PDF) (with a hard copy delivered directly to the chambers of Judge Chapman), in accordance with the customary practices of the Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399, so as to be filed and received no later than **June 15, 2021 at 4:00 p.m. (Prevailing Eastern Time)**.

² A copy of General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/sites/default/files/m543.pdf>.

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Application, the Court may deem any opposition waived, treat the Application as conceded, and enter an order granting the relief requested in the Application without further notice or hearing.

Dated: New York, New York
June 4, 2021

WILLKIE FARR & GALLAGHER LLP

/s/ Brett H. Miller
Brett H. Miller
Todd M. Goren
Craig A. Damast
Debra M. Sinclair
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
bmiller@willkie.com
tgoren@willkie.com
cdamast@willkie.com
dsinclair@willkie.com

*Proposed Counsel to the Official Committee of
Unsecured Creditors*

Hearing Date: June 22, 2021 at 10:30 a.m. (Eastern Time)
Objection Deadline: June 15, 2021 at 4:00 p.m. (Eastern Time)

Brett H. Miller
Todd M. Goren
Craig A. Damast
Debra M. Sinclair
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
bmiller@willkie.com
tgoren@willkie.com
cdamast@willkie.com
dsinclair@willkie.com

Proposed Counsel to the Official Committee of Unsecured Creditors

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO MAY 1, 2021**

The Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V., et al. (collectively, the “Debtors”), by David Kerr, Vice President, The Bank of New York Mellon, in his capacity as a representative of a member of the Committee, The Bank of New York Mellon, hereby submits this application (the “Application”) for entry of a proposed order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the

¹ 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.

retention and employment of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel to the Committee *nunc pro tunc* to May 1, 2021. In support of the Application, the Committee relies upon and incorporates by reference the declaration of David Kerr (the “Kerr Declaration”), attached hereto as Exhibit B, and the declaration of Brett Miller (the “Miller Declaration”), attached hereto as Exhibit C. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION, VENUE, AND STATUTORY PREDICATE

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The statutory predicates for the relief requested herein are sections 328(a) and 1103 of title 11 of the United States Code, as amended (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

BACKGROUND

2. On June 30, 2020 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

3. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Court’s *Order Directing Joint Administration of Chapter 11 Cases* [Docket No. 30].

4. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of the chapter 11 cases is set forth in the *Declaration of Richard Javier Sanchez Baker in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [Docket No. 20].

5. The Office of the United States Trustee (the “U.S. Trustee”) selected the members of the Committee pursuant to section 1102 of the Bankruptcy Code and filed a notice of appointment on July 13, 2020 [Docket No. 92].²

6. On July 15, 2020, following its appointment and the selection of its chairperson, the Committee conducted its initial meeting and selected Morrison & Foerster LLP (“Morrison & Foerster”) as its proposed counsel. On August 5, 2020, the Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 15, 2020* [Docket No. 241]. On September 25, 2020, the Court entered the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 15, 2020* [Docket No. 473].

7. As of May 1, 2021, Brett H. Miller and Todd M. Goren, the attorneys with primary responsibility for the Committee’s representation in the Debtors’ chapter 11 cases, resigned from their positions at Morrison & Foerster and joined Willkie.³ Given that Mr. Miller and Mr. Goren have represented the Committee since its inception and are intimately familiar with the Debtors’ businesses, the Committee’s needs, and the progress of the chapter 11 cases, the Committee now

² The current members of the Committee are as follows: (1) The Bank of New York Mellon, (2) Asociación Sindical de Pilotos Aviadores, (3) Nordic Aviation Capital, (4) Falko Regional Aircraft Limited, and (5) Sabre GLBL Inc.

³ Craig A. Damast, who also represented the Committee while at Morrison & Foerster, also resigned from his position as an attorney at Morrison & Foerster and joined Willkie as counsel as of May 1, 2021.

wishes to retain Willkie as its main counsel as of May 1, 2021. The Committee may continue using Morrison & Foerster's services on a limited basis that is not duplicative of Willkie's services.

RELIEF REQUESTED

8. Subject to this Court's approval, the Committee seeks to employ Willkie as its counsel in connection with the prosecution of these chapter 11 cases and all related matters *nunc pro tunc* to May 1, 2021. Pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Committee respectfully requests that the Court enter the Order authorizing the Committee to employ and retain Willkie as its counsel for the remainder of these chapter 11 cases.

APPLICATION

I. Willkie's Qualifications

9. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code. Mr. Miller and Mr. Goren each have significant experience representing official creditors' committees in large and complex bankruptcy cases, including those of insolvent airlines. Among other cases, Mr. Miller and/or Mr. Goren have represented official committees of unsecured creditors in Northwest Airlines, Eclipse Aviation, Gemini Airgroup, Global Aviation Holdings, Hawaiian Airlines, Independence Air, Kitty Hawk, Mesa Airgroup, Pinnacle Airlines, Inc., Republic Airways Holdings Inc., The NORDAM Group, Skybus, and U.S. Airways. Since the Committee's appointment nearly ten months ago, Mr. Miller and Mr. Goren have worked closely with the Debtors and other parties-in-interest to address legal issues that have arisen in these chapter 11 cases. They are uniquely familiar with the Debtors' businesses and well-positioned to anticipate and resolve legal issues that may arise during the remainder of the cases.

II. Services to be Provided

10. The Committee anticipates that Willkie will, in connection with these chapter 11 cases and subject to orders of this Court, provide a range of services to the Committee similar to those previously provided by Morrison & Foerster, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these cases.

11. Willkie intends to work closely with the Debtors' representatives and the other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

12. Willkie has indicated a willingness to act on behalf of the Committee and has actively coordinated with Morrison & Foerster to ensure a cost-effective, efficient transition of the Committee's representation to Willkie.

III. Professional Compensation

13. Willkie intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustees (the "U.S. Trustee Guidelines"), 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* [Docket No. 360], and any other applicable procedures and orders of the Court (collectively, the "Fee Guidelines").

14. The hourly rates and corresponding rate structure that Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructurings and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

15. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field, and are subject to periodic adjustments to reflect economic and other conditions.⁴ In particular, Willkie's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows⁵:

Billing Category	2021 Hourly Range
Partners and Counsel	\$1,250 to \$1,800
Associates, Other Attorneys and Law Clerks	\$410 to \$1,225
Paraprofessionals	\$280 to \$460

16. The Committee believes that these rates, and the terms and conditions of Willkie's employment, are reasonable.

17. Willkie will also seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf, such as travel expenses, overtime and late night meals and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Miller Declaration. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

18. No promises were received by Willkie or any of its attorneys as to compensation in connection with the chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Willkie, nor any of its attorneys, have any agreement with any other

⁴ As set forth in the Order, Willkie will provide ten (10) business days' notice to the Debtors and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

⁵ Willkie attorneys who billed time to this matter while formerly employed by Morrison & Foerster will bill their time at the same hourly rates as they did before joining Willkie. The billing rates for those attorneys fall within the ranges set forth in this paragraph 15.

entity to share with such entity any compensation received by Willkie in connection with these cases.

IV. Willkie's Disinterestedness

19. Willkie does not hold or represent any interest adverse to the Debtors' estates and, except as disclosed in the Miller Declaration, does not have any "connections" to the Debtors' creditors, affiliates, other parties-in-interest or potential parties-in-interest, the U.S. Trustee or the Assistant U.S. Trustees for the Southern District of New York and attorneys employed by such office, or any judge in the Court. Willkie believes it is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. To the extent that Willkie has a conflict with respect to a particular client or matter, the Committee will utilize separate conflicts counsel.

20. As set forth in the Miller Declaration, Willkie has represented, currently represents, and will likely in the future represent certain parties-in-interest or potential parties-in-interest in these chapter 11 cases in matters unrelated to the Debtors, these chapter 11 cases, or such entities' claims against the Debtors, as part of its customary practice. Willkie is retained in cases, proceedings, and transactions involving many different parties throughout the United States and worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these chapter 11 cases. Pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it previously represented or currently represents the Debtors' creditors, or other parties-in-interest, in matters unrelated to the Debtors or these chapter 11 cases.

21. Willkie has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are

discovered or arise, Willkie will use reasonable efforts to identify such further developments by filing a supplemental declaration with the Court.

22. For these reasons, the Committee believes that the employment of Willkie is necessary, in the best interests of the Debtors' estates, and will enable the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code. Accordingly, the Committee submits that the relief requested in the Application is appropriate and should be granted by the Court.

NOTICE

23. Notice of the Application has been provided in accordance with the procedures set forth in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 79], entered by the Court on July 8, 2020 (the "Case Management Order"). The Committee respectfully submits that no other or further notice needs to be given beyond that required by the Case Management Order. If no objections are timely filed and served in accordance therewith, the relief requested herein may be entered without a hearing.

NO PRIOR REQUEST

24. No previous application for the relief requested herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court: (a) enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein, and (b) grant such other and further relief as the Court may deem just and proper.

Dated: June 4, 2021
New York, New York

Respectfully submitted,

The Official Committee of Unsecured Creditors of
Grupo Aeroméxico, S.A.B. de C.V., *et al.*

By: /s/ David Kerr

David Kerr

Vice President

The Bank of New York Mellon

in its capacity as a Committee member

Exhibit A

Proposed Order

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF WILLKIE
FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO MAY 1, 2021**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V. and its debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”), pursuant to sections 105(a), 328(a), 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Committee to employ and retain Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel, effective as of May 1, 2021; and upon the Miller Declaration and the Kerr Declaration (together, the “Declarations”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having found that no other or further notice is needed or necessary; and the Court having found, based on the representations made in the Declarations, that Willkie (a) does not hold or represent any interest adverse to the Debtors’ estates,

¹ 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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

(b) is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and the Court having reviewed the Application and the Declarations; and the Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and the relief requested in the Application being in the best interests of the Debtors’ estates, their creditors, and other parties in interest; 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. The Application is GRANTED to the extent provided herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, and subject to the terms of this Order, the Committee is hereby authorized to employ and retain Willkie as its bankruptcy counsel to provide the following services, *nunc pro tunc* to May 1, 2021:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors’ affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors’ assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed, and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);

- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these cases as directed by the Committee in connection with these Chapter 11 Cases.

3. Willkie shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law.

4. Prior to any increases in Willkie hourly rates, the Firm shall file a supplemental declaration with the Court and provide ten (10) business days' notice to the Debtors and the U.S. Trustee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code, and state whether the Committee has consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code.

5. Willkie will not seek to use affiliates, independent contractors, subcontractors or subsidiaries to perform services on behalf of the Committee without separate Court approval.

6. Willkie shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these cases.

7. This Order shall be immediately effective and enforceable upon its entry, and the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. Willkie shall be reimbursed for reasonable and necessary documented expenses.

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

Dated: _____, 2021
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Declaration of David Kerr

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**DECLARATION OF DAVID KERR IN SUPPORT OF
THE APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF WILLKIE FARR & GALLAGHER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO MAY 1, 2021**

Pursuant to 28 U.S.C § 1746, I, David Kerr, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am a Vice President of The Bank of New York Mellon (“BNY Mellon”). BNY Mellon is an unsecured creditor in the above-captioned cases of Grupo Aeroméxico, S.A.B. de C.V. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”). I serve as BNY Mellon’s representative on the Committee. In such capacity, I was part of the process and involved in selecting and engaging Morrison & Foerster as counsel for the Committee. I submit this Declaration solely in my capacity as a member of the Committee. All rights of BNY Mellon, including in its individual capacity or as indenture trustee for certain notes, are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel*

¹ 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.

to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021 (the “Application”).² In support of the Application, the Committee relies upon the Miller Declaration, which is attached to the Application as Exhibit C.

3. The attorneys primarily responsible for the Committee’s representation in these chapter 11 cases, Brett H. Miller and Todd M. Goren, have extensive experience representing official committees of creditors in large and complex bankruptcy cases, particularly of insolvent airlines. In addition, since the Committee’s appointment nearly ten months ago, Mr. Miller and Mr. Goren have worked closely with the Debtors and other parties-in-interest to address legal issues that have arisen in these chapter 11 cases.

4. In April 2021, Mr. Miller and Mr. Goren informed the Committee that they intended to resign from their positions at Morrison & Foerster and join the law firm of Willkie Farr & Gallagher LLP (“Willkie”) effective as of May 1, 2021.³ After learning of Mr. Miller and Mr. Goren’s impending move to Willkie, the Committee unanimously decided to retain Willkie as its main counsel as of May 1, 2021. The Committee may continue using Morrison & Foerster’s services on a limited basis.

5. Given that Mr. Miller and Mr. Goren have represented the Committee since its inception, I believe they are uniquely familiar with the Debtors’ businesses and well-positioned to anticipate and resolve legal issues that may arise during the remainder of the cases. Moreover, I understand that Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

³ Craig A. Damast, who also represented the Committee while at Morrison & Foerster, also resigned from his position as an attorney at Morrison & Foerster and joined Willkie as counsel as of May 1, 2021.

6. I, and the other members of the Committee, reviewed Willkie's standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Willkie, I understand that those rates are generally consistent with the Firm's rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members' experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable.

7. Additionally, the Committee, through a designated member or chairperson, will: (a) develop a prospective budget and staffing plan with Willkie to comply with the U.S. Trustee's requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie; (b) review all staffing plans and budgets to supervise Willkie's fees and expenses and to manage costs and, together with Willkie, make adjustments as may be necessary or appropriate; (c) review all applications for compensation submitted by Willkie to ensure that Willkie's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

8. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee and, if called upon to testify, I would testify competently to the facts set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct.

Dated: June 4, 2021

Respectfully submitted,

By: /s/ David Kerr

David Kerr

Vice President

The Bank of New York Mellon

in its capacity as a Committee member

Exhibit C

Declaration of Brett Miller

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**DECLARATION OF BRETT MILLER IN SUPPORT OF THE APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO MAY 1, 2021**

I, Brett Miller, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), with offices at 787 Seventh Avenue, New York, New York 10019, among other locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Willkie. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

2. I submit this Declaration in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V. and its debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”) pursuant to sections 328(a) and 1103 of the Bankruptcy Code,

¹ 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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, for entry of an order authorizing the retention and employment of Willkie as counsel to the Committee *nunc pro tunc* to May 1, 2021. Except as otherwise indicated, the facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

SERVICES TO BE PROVIDED

3. Todd M. Goren and I have been representing the Committee since the appointment of Morrison & Foerster LLP (“Morrison & Foerster”) as its counsel in June 2020. Since the Committee’s appointment, we have been working closely with the Debtors and other parties-in-interest and have become familiar with the Debtors’ businesses and many of the existing and potential legal issues in these chapter 11 cases.

4. On May 1, 2021, Mr. Goren and I resigned from Morrison & Foerster and joined Willkie. The Committee has decided to transfer primary representation of the Committee to Willkie from Morrison & Foerster as of May 1, 2021. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code. Willkie has actively coordinated with Morrison & Foerster to ensure a cost-effective, efficient transition of the Committee’s representation to Willkie. Mr. Goren and I, as members of Willkie, will remain the primary attorneys representing the Committee. It is my understanding that the Committee may continue using Morrison & Foerster’s services on a limited basis.

5. In connection with these chapter 11 cases, the Committee has requested court authorization to retain Willkie as counsel for the Committee to provide the Committee with certain services, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;

- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed, and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these cases.

PROFESSIONAL COMPENSATION

6. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.³ In

³ As set forth in the Order, Willkie will provide ten business days' notice to the Debtors and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

particular, Willkie's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows⁴:

Billing Category	2021 Hourly Range
Partners and Counsel	\$1,250 to \$1,800
Associates, Other Attorneys and Law Clerks	\$410 to \$1,225
Paraprofessionals	\$280 to \$460

7. The hourly rates and corresponding rate structure that Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures. I believe that these rates, and the terms and conditions of Willkie's employment, are reasonable.

8. In addition to the hourly rates set forth above, Willkie customarily charges its clients for all actual out-of-pocket expenses incurred on the clients' behalf, including travel expenses, lodging, overtime and late night meals and transportation, meal charges for business meetings, computer-assisted legal research, photocopying, facsimile transmissions, postage, printing, transcripts, filing fees, overnight courier expenses, messengers, and similar items. Willkie will seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

⁴ Willkie attorneys who billed time to this matter while formerly employed by Morrison & Foerster will bill their time at the same hourly rates as they did before joining Willkie. The billing rates for those attorneys fall within the ranges set forth in this paragraph 6.

9. No promises have been received by Willkie or any of its attorneys as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Willkie has also advised the Committee that neither the Firm nor any of its attorneys have any agreement with any other entity to share with such entity any compensation received by Willkie in connection with these cases.

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

10. In order to ascertain Willkie's "connections," as that term is used in Bankruptcy Rule 2014, Willkie obtained an extensive (but not necessarily complete) list of interested parties and significant creditors (the "Potential Parties in Interest") from the retention applications previously filed on the docket in the Debtors' chapter 11 cases. A copy of the list of the Potential Parties in Interest searched by Willkie is annexed hereto as **Schedule 1** (the "Potential Parties in Interest List").

11. Under the supervision of attorneys in Willkie's Business Reorganization & Restructuring group, an internal search in Willkie's computerized conflict database was conducted to determine if Willkie (or any of its affiliates) currently represents or formerly represented any of the Potential Parties in Interest within the past three years. Willkie also made inquiries to the partners responsible for open matters involving the Potential Parties in Interest or their affiliates to determine the nature of the work and any relationship to the Potential Parties in Interest. Willkie performed this inquiry consistent with its normal and customary practices.

12. The following is a list of the categories of Interested Parties that Willkie searched:

Schedule	Category
Schedule 1(a)	Debtor Entities
Schedule 1(b)	Non-Debtor Entities

Schedule 1(c)	Current Directors & Officers
Schedule 1(d)	Former Directors & Officers (Going Back Six Years)
Schedule 1(e)	Significant Equity Holders
Schedule 1(f)	Restructuring Professionals
Schedule 1(g)	Significant Contract Counterparties
Schedule 1(h)	Unions
Schedule 1(i)	Bankruptcy Judges for the Southern District of New York
Schedule 1(j)	U.S. Trustees for the Southern District of New York
Schedule 1(k)	Taxing Authorities, Government Agencies & Airport Authorities
Schedule 1(l)	Bank & Financial Service Providers
Schedule 1(m)	Fuel Suppliers
Schedule 1(n)	Ordinary Course Professionals
Schedule 1(o)	Significant Vendors
Schedule 1(p)	Top 30 Unsecured Creditors
Schedule 1(q)	Utilities
Schedule 1(r)	Insurance & Benefits Providers
Schedule 1(s)	Aircraft Transactions
Schedule 1(t)	Ad Hoc Group of Noteholders
Schedule 1(u)	Notice of Appearance Parties
Schedule 1(v)	Lenders

13. This search revealed that certain Potential Parties in Interest are or may be currently represented by Willkie. All current and past Willkie representations of Potential Parties in Interest

are identified on the list attached to this Declaration as **Schedule 2**.⁵ To the best of my knowledge, Willkie has no connections with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee – Southern District of New York except as set forth on **Schedule 2**. Based on the results of this search, and through direct inquiries with Willkie attorneys, Willkie determined that the representation of the Potential Parties in Interest disclosed on **Schedule 2** hereto concerned matters in which such clients were not adverse to the Debtors, the Debtors' estates, or the members of the Committee.

14. The status of entities identified as Potential Parties in Interest by the Debtors may have changed or could change during the pendency of the chapter 11 cases without Willkie's knowledge. Willkie will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SPECIFIC DISCLOSURES

15. As specifically set forth below and in the attached schedules, Willkie represents or has represented certain Interested Parties in matters unrelated to the Debtors and these chapter 11 cases; however, Willkie does not hold or represent any interest adverse to the Debtors' estates.

⁵ As referenced in **Schedule 2**, (a) the term "current representation" means an entity listed as a client in the Firm's conflicts search system to whom time was posted in 2020 or 2021, and (b) the term "past representation" means either (1) an entity listed as a client in the Firm's conflicts search system to whom time was posted in 2018 or 2019 but not 2020, or (2) a client matter in Firm's conflicts search system to which time was billed in 2020 but has now been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Firm's representation rather than its potential listing in Firm's conflicts search system. The list generated from Firm's conflicts search system is over-inclusive.

Moreover, pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it represents certain of the Interested Parties in matters unrelated to these chapter 11 cases. Willkie submits that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code.

16. Specifically, Willkie represents, and has in the past represented, certain entities for which Willkie is providing additional disclosures beyond those in **Schedule 2**.

17. Willkie currently represents Blackrock Inc. ("Blackrock") and certain of its subsidiaries and funds in various asset management and corporate matters. Blackrock is listed in the "Significant Equityholders" category on the Potential Parties in Interest List. Willkie has not, and will not, represent Blackrock in connection with the Debtors or these cases. Blackrock represented approximately 1% of Willkie's revenue in 2018 and less than 1% of Willkie's revenue in 2019 and 2020. Willkie intends to continue to represent Blackrock on matters wholly unrelated to the Debtors or these cases.

18. Willkie currently represents, and has in the past represented, Dimensional Fund Advisors Ltd. and/or certain of its affiliates and subsidiaries in matters unrelated to the Debtors or these chapter 11 cases. These entities are listed in the "Significant Equityholders" category on the Potential Parties in Interest List. Willkie is not representing and will not represent these entities in any matters related to the Debtors' chapter 11 cases. To the extent the Committee is actively litigating against these entities in connection with these chapter 11 cases and Willkie has not obtained a waiver of future conflicts from these entities, the Committee will utilize other counsel to represent the interests of the Committee.

19. Willkie currently represents Citigroup Global Markets Inc. and certain of its subsidiaries and affiliates (collectively, "Citigroup") in various litigation and corporate matters.

Citigroup is listed in the “Aircraft Transactions (Structured Financing)” category on the Potential Parties in Interest List. Willkie has not, and will not, represent Citigroup in connection with the Debtors or these cases. Citigroup represented approximately 1% of Willkie’s revenue in 2020 and less than 1% of Willkie’s revenue in 2018 and 2019. Willkie intends to continue to represent Citigroup on matters wholly unrelated to the Debtors or these cases.

20. Willkie currently represents JPMorgan Chase Bank, N.A. and J.P. Morgan Securities LLC (collectively, “JPMorgan”) in various litigation matters. JPMorgan is a Bank and Financial Services Provider and an Aircraft Transactions Lenders to the Debtors. Willkie has not, and will not, represent JPMorgan in connection with the Debtors or these cases. JPMorgan represented less than 2% of Willkie’s revenue in 2019 and less than 1% of Willkie’s revenue in 2018 and 2020. Willkie intends to continue to represent JPMorgan on matters wholly unrelated to the Debtors or these cases.

21. Willkie has provided services to The Bank of New York Mellon, which is a member of the Committee, and/or certain of its subsidiaries and affiliates in connection with matters that are wholly unrelated to the Debtors or these chapter 11 cases. Willkie did not provide any services to The Bank of New York Mellon in 2020. Willkie will not represent The Bank of New York Mellon individually in connection with the Debtors’ chapter 11 cases. To the best of my knowledge and information, Willkie can be adverse to, but cannot sue or litigate against The Bank of New York Mellon in these chapter 11 cases. In any such situation, Willkie would advise the Committee to retain other counsel to represent its interests.

22. Willkie has provided services to General Electric Company⁶, and/or certain of its subsidiaries and affiliates in connection with matters that are wholly unrelated to the Debtors or

⁶ General Electric Company resigned from the Committee on May 27, 2021.

these chapter 11 cases. In 2020, Willkie provided certain litigation services to General Electric Company and certain affiliates. Willkie charged its standard hourly rates for such representations. Willkie did not represent General Electric Company individually in connection with the Debtors' chapter 11 cases. To the best of my knowledge, Willkie cannot be adverse to General Electric Company in these chapter 11 cases. In any such situation, Willkie would advise the Committee to retain other counsel to represent its interests.

23. Willkie currently represents, and has in the past represented, AlixPartners LLP ("AlixPartners"), the Debtors' financial advisor in these cases, in connection with matters wholly unrelated to the Debtors or these chapter 11 cases. Willkie is not representing and will not represent AlixPartners in any matters related to the Debtors' chapter 11 cases. To the extent the Committee is actively litigating against AlixPartners in connection with these chapter 11 cases and Willkie has not obtained a waiver of future conflicts from these entities, the Committee will utilize other counsel to represent the interests of the Committee.

24. Willkie currently represents, and has in the past represented certain entities listed in the "Top 30 Unsecured Creditors" category on the Parties in Interest List. Specifically in 2020, Willkie has represented: (a) Credit Agricole and Investment Bank, in connection with various litigation and financing matters; (b) HSBC Bank USA, N.A., in connection with various litigation matters; (c) an affiliate of Oracle de México, S.A. de C.V., in connection with certain corporate matters; (d) Panasonic Avionics Corporation, in connection with certain litigation matters; and (e) The Boeing Company, in connection with certain regulatory matters. Willkie did not represent BBVA in 2020 on any matters. Each of these representations involve matters wholly unrelated to the Debtors or these chapter 11 cases. To the extent the Committee is actively litigating against these entities in connection with these chapter 11 cases and Willkie has not obtained a waiver of

future conflicts from these entities, the Committee will utilize other counsel to represent the interests of the Committee.

25. Willkie currently represents, and has in the past represented, Deutsche Bank AG and/or certain of its affiliates and subsidiaries (“Deutsche Bank”) in matters unrelated to the Debtors or these chapter 11 cases. Deutsche Bank is a trustee under one of the Debtors’ credit card securitization facilities and is listed in the “Aircraft Transactions” and “Banks & Financial Service Providers” categories on the Parties in Interest List. Willkie is not representing and will not represent Deutsche Bank in any matters related to the Debtors’ chapter 11 cases. To the extent the Committee is actively litigating against Deutsche Bank in connection with these chapter 11 cases and Willkie has not obtained a waiver of future conflicts from Deutsche Bank, the Committee will utilize other counsel to represent the interests of the Committee.

26. For the avoidance of doubt, Willkie will not represent any parties other than the Committee in these chapter 11 cases, irrespective of whether such parties (including any additional interest parties that may be identified in the future) are Willkie clients.

27. Further, should the Committee decided to undertake any litigation against a client of Willkie, including any of the aforementioned clients, and Willkie does not have a conflicts waiver that permits Willkie to be adverse to such clients in these chapter 11 cases, the Committee will retain and use separate conflicts counsel to prosecute such litigation.

28. Mr. Goren and I, either prior to or during the course of our employment at Morrison & Foerster, represented the official committee of unsecured creditors in the chapter 11 cases of *In re Northwest Airlines Corp.*, Case No. 05-17930 (ALG) (Bankr. S.D.N.Y); *In re Hawaiian Airlines, Inc.*, Case No. 03-00817 (RF) (Bankr. D. Haw.); *In re Kitty Hawk, Inc.*, Case No. 07-44536 (RN) (Bankr. N.D. Tex.); *In re Skybus Airlines, Inc.*, Case No. 08-10637 (CSS) (Bankr. D.

Del.); *In re Pinnacle Airlines Corp.*, Case No. 12-11343 (REG) (Bankr. S.D.N.Y); *In re Gemini Cargo Logistics, Inc.*, Case No. 08-18173 (AJC) (Bankr. S.D. Fla.); *In re Eclipse Aviation Corp.*, Case No. 08-13031 (MFW) (Bankr. D. Del.); *In re Global Aviation Holdings*, Case No. 13-12945 (MFW) (Bankr. D. Del.); *In re Independence Air, Inc.*, Case No. 05-20012 (MFW) (Bankr. D. Del.); *In re Mesa Air Group, Inc.*, Case No. 10-10018 (MG) (Bankr. S.D.N.Y); *In re Republic Airways Holdings, Inc.*, Case No. 16-10429 (SHL) (Bankr. S.D.N.Y); *In re NORDAM Group*, Case No. 18-11699 (MFW) (Bankr. D. Del.); *In re US Airways Group, Inc.*, Case No. 04- 13820 (SSM) (Bankr. E.D. Va.); and *In re US Airways Group, Inc.*, Case No. 02-83984 (SSM) (Bankr. E.D. Va.). Willkie does not believe that these representations constitute conflicts.

29. Willkie will not represent the Committee in any adversary proceeding or other litigation against any current client of Willkie unless it has obtained a conflicts waiver from that client. To the extent that Willkie has a conflict with respect to a particular client or matter, the Committee will utilize separate conflicts counsel to represent the interests of unsecured creditors. In addition, and except as disclosed above, Willkie will not represent any client in any matter involving the Debtors or these chapter 11 cases while retained as the Committee's counsel in these chapter 11 cases. Willkie will file a supplemental disclosure with the Court if it receives any conflicts waivers related to its representation of the Committee during the pendency of the Debtors' bankruptcy cases.

30. No agreement or understanding exists between Willkie or any of its attorneys with any other entity to share with such entity any compensation received for services rendered in connection with these chapter 11 cases, other than as permitted by section 504 of the Bankruptcy Code, nor shall Willkie or any of its attorneys share or agree to share compensation received for

services rendered in connection with these cases with any other entity, including any of the Firm's foreign affiliates, other than as permitted by section 504 of the Bankruptcy Code.

31. To the extent the Committee seeks to retain additional professionals to represent the Committee in any matters relating to these chapter 11 cases, Willkie will make all reasonable efforts not to duplicate the services rendered by these professionals.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

32. Willkie intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, 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* [Docket No. 360], and any other applicable procedures and orders of the Court. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Fee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months pre-petition, disclose your billing rates and material financial terms for the pre-petition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: Willkie did not represent the Committee prior to the Debtors' chapter 11 cases. As noted above, Willkie has represented General Electric Company⁷. General Electric Company is currently billed at our standard hourly rates.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: The Committee and Willkie expect to develop a prospective budget and staffing plan to comply with the U.S. Trustees requests for information and additional disclosures, and any other orders of the Court, recognizing that in the course of these chapter 11 cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie.

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

33. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that Willkie is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by sections 328 and 1102 of the Bankruptcy Code, and does not hold or represent any interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof, and (b) Willkie has no connection to the Debtors, their estates, their creditors, the Committee and the members thereof, or other parties-in-interest except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 4, 2021

/s/ Brett H. Miller

Brett H. Miller

⁷ General Electric Company resigned from the Committee on May 27, 2021.

SCHEDULE 1

In re Grupo Aeroméxico, S.A.B. de C.V., et al.

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Brett Miller in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021* (the “Miller Declaration”).

<u>Schedule</u>	<u>Category</u>
1(a)	Debtor Entities
1(b)	Non-Debtor Entities
1(c)	Current Directors & Officers
1(d)	Former Directors & Officers (Going Back Six Years)
1(e)	Significant Equity Holders
1(f)	Restructuring Professionals
1(g)	Significant Contract Counterparties
1(h)	Unions
1(i)	Bankruptcy Judges for the Southern District of New York
1(j)	U.S. Trustees for the Southern District of New York
1(k)	Taxing Authorities, Government Agencies and Airport Authorities
1(l)	Banks & Financial Service Providers
1(m)	Fuel Suppliers
1(n)	Ordinary Course Professionals
1(o)	Significant Vendors
1(p)	Top 30 Unsecured Creditors
1(q)	Utilities
1(r)	Insurance & Benefits Providers
1(s)	Aircraft Transactions
1(t)	Ad Hoc Group of Noteholders
1(u)	Notice of Appearance Parties
1(v)	Lenders

SCHEDULE 1(A)

DEBTOR ENTITIES

AEROLITORAL, S.A. DE C.V.
AEROVÍAS DE MÉXICO, S.A. DE C.V.
AEROVÍAS EMPRESA DE CARGO, S.A. DE C.V.
GRUPO AEROMÉXICO, S.A.B. DE C.V.

SCHEDULE 1(B)

NON-DEBTOR ENTITIES

ADMINISTRACIÓN ESPECIALIZADA DE NEGOCIOS, S.A. DE C.V.
AEROMEXPRESS, S.A. DE C.V.
AEROSYS, S.A. DE C.V.
AM BD GP JV, S. A. P. I. DE C.V.
AM CARGO S.A.P.I. DE CV
AM DL MRO JV, S. A. P. I. DE C.V.
AM FORMACIÓN INTERNA, S.A. DE C.V.
ASOCIACION MEXICANA DE EXPERIENCIA DEL CLIENTE, A.C.
CENTRO DE CAPACITACIÓN ALAS DE AMÉRICA, S.A. DE C.V.
CORPORACIÓN NADMIN, S.A. DE C.V.
EMPRESA DE MANTENIMIENTO AÉREO, S.A. DE C.V.
ESTRATEGIAS ESPECIALIZADAS DE NEGOCIOS, S.A. DE C.V.
F. SEAT
FIDEICOMISO AEROMÉXICO SERVICIOS
FIDEICOMISO F/1748
FUNDACIÓN AEOMÉXICO, A.C.
INMOBILIARIA AVENIDA FUERZA AÉREA MEXICANA 416, S.A. DE C.V.
INMOBILIARIA BOULEVARD AEROPUERTO 161, S.A. DE C.V.
INMOBILIARIA GRUPO AEROMEXICO, S.A. DE C.V.
INMOBILIARIA PASEO DE LA REFORMA 445, S.A. DE C.V.
INTEGRACIÓN Y SUPERVISIÓN DE RECURSOS CORPORATIVOS, S.A. DE C.V.
LOYALTY SERVICIOS PROFESIONALES, S.A. DE C.V.
OPERADORA DE FRANQUICIAS Y PRODUCTOS AÉREOS, S.A. DE C.V.
PLM PREMIER, S. A. P. I. DE C. V.
PREMIUM ALLIANCE SERVICES, LLP
REEMPRESAC COMERCIAL, S.A. DE C.V.
SERVICIOS CORPORATIVOS AEROMÉXICO, S.A. DE C.V.
SISTEMAS CORPORATIVOS DE PERSONAL, S.A. DE C.V.
SISTEMAS INTEGRADOS DE SOPORTE TERRESTRE EN MÉXICO, S.A. DE C.V.
T2 SERVICIOS AEROPORTUARIOS, S.A. DE C.V.

SCHEDULE 1(C)

CURRENT DIRECTORS & OFFICERS

ANDRÉS CASTAÑEDA OCHOA
ANDRÉS CONESA LABASTIDA
ANTONIO COSÍO PANDO
ARTURO MARTÍNEZ DEL CAMPO SAUCEDO
CARLOS VILLARREAL TRICIO
CLAUDIA ANGÉLICA CERVANTES MUÑOZ
EDUARDO TRICIO HARO
EDWARD H. BASTIAN
JAMES WILLIAM SARVIS
JAVIER ARRIGUNAGA GÓMEZ DEL CAMPO
JORGE ESTEVE RECOLONS
JOSÉ ANTONIO TRICIO HARO
LUIS DE LA CALLE PARDO
MARÍA TRICIO GÓMEZ
NICOLAS E. FERRI
RAFAEL TRICIO HARO
RICARDO JAVIER SÁNCHEZ BAKER
ROSA ANGÉLICA GARZA SÁNCHEZ
SERGIO ALFONSO ALLARD BARROSO
VALENTÍN DIEZ MORODO
WILLIAM CARROLL
WILLIAM H. EASTER III

SCHEDULE 1(D)

FORMER DIRECTORS & OFFICERS (GOING BACK SIX YEARS)

ANCO DAVID VAN DER WERFF
MARCO ANTONIO CAMPOS MALDONADO
ANTONIO COSÍO ARIÑO
ARQUÍMEDES ADRIANO CELIS ORDAZ
ARTURO MARTÍNEZ DEL CAMPO
ARTURO PÉREZ ARREDONDO
FERNANDO CANALES CLARIOND
FRANCISCO JAVIER DE ARRIGUNAGA GÓMEZ DEL CAMPO
HÉCTOR MADERO RIVERO
JOSÉ EDUARDO NICOLÁS ESTEVE RECOLÓNS
JUAN FERNANDO FRANCO HERNAÍZ
JUAN FRANCISCO BECKMANN VIDAL
JUAN JOSÉ SAINZ PÉREZ
MARCELO CANALES CLARIOND
RODRIGO FRANCO HERNÁNDEZ
STEPHEN GORMAN

SCHEDULE 1(E)

SIGNIFICANT EQUITYHOLDERS

BLACKROCK ADVISORS (UK) LTD.
BLACKROCK FUND ADVISORS
BLACKROCK MÉXICO OPERADORA S.A. DE C.V. SOFI
DELTA AIR LINES, INC.
DIMENSIONAL FUND ADVISORS LP
DIMENSIONAL FUND ADVISORS LTD.
GBM ADMINISTRADORA DE ACTIVOS, S.A. DE C.V. SOSI
NORGES BANK INVESTMENT MANAGEMENT
OPERADORA ACTINVER S.A. DE C.V.
THE VANGUARD GROUP, INC.

SCHEDULE 1(F)

RESTRUCTURING PROFESSIONALS

ALIXPARTNERS LLP
CERVANTES SAINZ
DAVIS POLK & WARDWELL LLP
FTI CONSULTING, INC.
MORRIS, NICHOLS, ARSHT &
TUNNELL LLP
ROTHSCHILD & CO.
MORRISON & FOERSTER LLP
SANTAMARINA Y STETA, S.C
SKYWORKS CAPITAL, LLC
WHITE & CASE LLP

SCHEDULE 1(G)

SIGNIFICANT CONTRACT COUNTERPARTIES

ACCELYA AMÉRICA, S.A. DE C.V.
ACCUWEATHER INTL., LLC
AETON, S.A. DE C.V.
AIRLINE REPORTING CORPORATION
AIRLINE TARIFF PUBLISHING COMPANY
ASCENT TECHNOLOGY, INC.
AUDIOWEB CONFERENCING, S.A. DE C.V.
AVIANCA PERU S.A.
AVIATION INFORMATION SHARING AND ANALYSIS CENTER, INC.
BICENTEL, S.A. DE C.V.
BTGS MÉXICO, S.A. DE C.V.
CARACARA, LTD
CASA CUERVO, S.A. DE C.V.
CFE (COMISIÓN FEDERAL DE ELECTRICIDAD)
CHAMP
CISCO CAPITAL MÉXICO, S. DE R.L. DE C.V.
CLUDO INC.
COMISIÓN FEDERAL DE ELECTRICIDAD
CONCESIONARIA COMSEG, S.A. DE C.V.
CONDOR INNOVATION & SOLUTIONS LAGUNAS Y COMPAÑÍA, S.N.C.
CONSORCIOS RED UNO, S.A. DE C.V.
CSI LEASING MÉXICO, S. DE R.L. DE C.V.
CX SOFTWARE SOLUTIONS, S.A. DE C.V.
D.H.L SERVICIOS, S.A. DE C.V.
DATAVISIÓN DIGITAL, S.A. DE C.V.
DEREMATE.COM DE MÉXICO, S. DE R.L. DE C.V.
DIEBOLD NIXDORF DE MÉXICO, S.A. DE C.V.
DILIGENT CORPORATION
DIVISIÓN FIDUCIARIA
DOBLE O CONSULTING GROUP, S.C.
ESAMA CONSULTING, S.A. DE C.V. E INSIGHTS MÉXICO, S.A. DE C.V.
EXPEL, INC.
FEDEX
FINKOK, S.A. DE C.V.
FLIGHTSTATS, INC.
GONET MÉXICO, S.A. DE C.V.
GREGORIO HUMBERTO FERNANDO CORTES CASTRO
GUIAR COMERZIALIZADORA DE PRODUCTOS Y SERVICIOS, S.A. DE C.V.
HERBALIFE INTERNACIONAL DE MÉXICO, S.A. DE C.V.
HEWLETT PACKARD
HLS GROUP, S.A. DE C.V.

HONEYWELL AEROSPACE INC.
IATA CLEARING HOUSE
IATA (NETHERLANDS) B.V.
ICBC (NY BRANCH)
INFLIGHT LOGISTICS, LLC
INFRA, S.A. DE C.V.
ING. LOBSANG MATA GUZMÁN
INSTITUTO TECNOLÓGICO Y DE ESTUDIOS SUPERIORES DE MONTERREY
INTEGRANTE DEL GRUPO FINANCIERO BANAMEX
IT-SEEKERS, S.A. DE C.V.
JEPPESEN SANDERSON, INC.
JOHNSON & JOHNSON MEDICAL MÉXICO, S.A. DE C.V.
KLM ROYAL DUTCH AIRLINES
KODAK DE MÉXICO, S.A. DE C.V.
KONINKLIJKE LUCHTVAART MAATSCHAPPIJ NV
KRONOS DE MÉXICO, S.A. DE C.V.
LATIN AMERICAN SOLUTIONS, LLC
LIEBHERR
LLANTAS Y ARTEFACTOS DE HULE, S.A. DE C.V.
LUFTHANSA TECHNICK AG
MAPFRE TEPEYAC, S.A.
MEDIA MONKS, S. DE R.L. DE C.V.
MEGGIT AIRCRAFT BRAKING SYSTEMS CORPORATION
MERCATOR SOLUTIONS FZE
MIAMI TECHNOLOGY GROUP, INC.
MICROFORMAS, S.A. DE C.V.
MICROSOFT
MITSUBISHI ELECTRIC DE MÉXICO, S.A. DE C.V.
NAFIN, AS TRUSTEE OF AEROMEXICO SERVICIOS TRUST 80644
NCR DE MÉXICO, S. DE R.L. DE C.V.
NEORIS DE MÉXICO, S.A. DE C.V.
NETCONTROLL GROUP, S.A. DE C.V.
ODOM, S.A. DE C.V.
OPERBES, S.A. DE C.V.
OTAY-TIJUANA VENTURE, LLC
PASSUR AEROSPACE, INC
PROOFPOINT, INC.
PROS, INC.
QUALTRICS, LLC
RACKSPACE
RADIOCOMUNICACIONES SAKDA, S.A. DE C.V.
RADIOMOVIL DIPSA, S.A. DE C.V.
REED BUSINESS INFORMATION INC.
RLC DAFFODIL, LTD.
ROZA 14W LLC
SABRE GLBL INC.

SALESFORCE.COM, INC.
SAMSONITE S.A. DE C.V.
SAP MÉXICO, S.A. DE C.V.
SAS INSTITUTE, S.A. DE C.V.
SCITUM, S.A. DE C.V.
SERVICIOS ADMINISTRATIVOS E INFORMÁTICOS JAD, S.A. DE C.V.
SID SOLUTIONS, S.A. DE C.V.
SINDICATO DE TRABAJADORES DE LA INDUSTRIA AERONÁUTICA,
COMUNICACIONES, SIMILARES Y CONEXOS DE LA REPÚBLICA MEXICANA
SINDICATO NACIONAL DE TRABAJADORES AL SERVICIO DE LÍNEAS AÉREAS,
TRANSPORTES, SERVICIOS, SIMILARES Y CONEXOS “INDEPENDENCIA”
SITA INFORMATION NETWORKING COMPUTING USA INC.
SKY
SKY CHEFS DE MÉXICO, S.A. DE C.V.
SOCIEDAD OPERADORA DEL AEROPUERTO INTERNACIONAL ÁNGEL ALBINO
CORZO, S.A. DE C.V.
SOFTEXPERT SOFTWARE MÉXICO, S.A. DE C.V.
SR TECHNICS SWITZERLAND LTD.
SWISS AVIATION SOFTWARE LTD.
TELEDYNE CONTROLS
TELÉFONOS DE MÉXICO, S.A.B. DE C.V. (TELMEX)
TELEPERFORMANCE
TERMINAL ONE GROUP ASSOCIATION, LP
THE COCA-COLA EXPORT CORPORATION, MEXICO BRANCH
UNIFIED NETWORKS, S.A. DE C.V.
UNINET, S.A. DE C.V.
UNIVERSAL AIR TRAVEL PLAN, INC.
WWW.VIAJEZ.COM, S.A. DE C.V.
XKMEX, S.A. DE C.V.

SCHEDULE 1(H)

UNIONS

ASOCIACIÓN SINDICAL DE SOBRECARGOS DE AVIACIÓN DE MÉXICO
MEXICO AIRLINE PILOTS' UNION ASSOCIATION
MEXICO FLIGHT ATTENDANTS' UNION ASSOCIATION
NATIONAL SERVICE WORKERS' UNION FOR AIRLINES, TRANSPORTATION, AND
SIMILAR AND RELATED SERVICES
WORKERS' UNION FOR THE AERONAUTICS INDUSTRY, COMMUNICATIONS AND
SIMILAR AND RELATED INDUSTRIES IN MEXICAN REPUBLIC

SCHEDULE 1(I)

BANKRUPTCY JUDGES FOR THE SOUTHERN DISTRICT OF NEW YORK

CECELIA G. MORRIS
DAVID S. JONES
JAMES L. GARRITY JR.
LISA G. BECKERMAN
MARTIN GLENN
MICHAEL E. WILES
ROBERT D. DRAIN
ROBERT E. GROSSMAN
SEAN H. LANE
SHELLEY C. CHAPMAN
STUART M. BERNSTEI

SCHEDULE 1(J)

U.S. TRUSTEES FOR THE SOUTHERN DISTRICT OF NEW YORK

LINDA A. RIFFKIN
VICTOR ABRIANO
SUSAN ARBEIT
MARIA CATAPANO
DANNY A. CHOY
BENJAMIN J. HIGGINS
NADKARNI JOSEPH
BRIAN S. MASUMOTO
ERCILIA A. MENDOZA
MARY V. MORONEY
RICHARD C. MORRISSEY
SERENE NAKANO
CHEUK M. NG
ALABA OGUNLEYE
ILUSION RODRIGUEZ
ANDREA B. SCHWARTZ
PAUL K. SCHWARTZBERG
SHANNON SCOTT
SYLVESTER SHARP
ANDY VELEZ-RIVERA
MADELEINE VESCOVACCI
GREG M. ZIPES

SCHEDULE 1(K)

**TAXING AUTHORITIES, GOVERNMENT
AGENCIES AND AIRPORT AUTHORITIES**

ABERDEEN REGIONAL AIRPORT
AERIS HOLDING COSTA RICA SA
AEROPORTS DE MONTREAL
ADMINISTRADORA COAHUILENSE DE INFRAESTRUCTURA Y TRANSPORTE
AÉREO, S.A. DE C.V.
AEROPUERTO DE ACAPULCO, S.A. DE C.V.
AEROPUERTO DE AGUASCALIENTES, S.A. DE C.V.
AEROPUERTO DE CHIHUAHUA, S.A. DE C.V.
AEROPUERTO DE CIUDAD JUAREZ, S.A. DE C.V.
AEROPUERTO DE CULIACAN, S.A. DE C.V.
AEROPUERTO DE DURANGO, S.A. DE C.V.
AEROPUERTO DE HERMOSILLO, S.A. DE C.V.
AEROPUERTO DE MAZATLAN, S.A. DE C.V.
AEROPUERTO DE MERIDA, S.A. DE C.V.
AEROPUERTO DE MINATITLAN, S.A. DE C.V.
AEROPUERTO DE OAXACA, S.A. DE C.V.
AEROPUERTO DE PUERTO VALLARTA, S.A. DE C.V.
AEROPUERTO DE SAN JOSE DEL CABO, S.A. DE C.V.
AEROPUERTO DE SAN LUIS POTOSI, S.A. DE C.V.
AEROPUERTO DE TAMPICO, S.A. DE C.V.
AEROPUERTO DE TAPACHULA, S.A. DE C.V.
AEROPUERTO DE TIJUANA, S.A. DE C.V.
AEROPUERTO DE TORREON, S.A. DE C.V.
AEROPUERTO DE VERACRUZ, S.A. DE C.V.
AEROPUERTO DE VILLAHERMOSA, S.A. DE C.V.
AEROPUERTO DEL BAJIO, S.A. DE C.V.
AEROPUERTO INTERCONTINENTAL DE QUERÉTARO, S.A. DE C.V.
AEROPUERTO INTERNACIONAL DE TOCUMEN SA
AEROPUERTOS DOMINICANOS SIGLO XXI SA
AEROSTAR AIRPORT HOLDINGS LLC
AFIP
AFP CONFIA
AFP CRECER
AGENCIA NACIONAL DE AVIACAO CIVIL
AGENCIA TRIBUTARIA
AIRPORT AUTHORITY OF THE CITY OF OMAHA
AIRPORT AUTHORITY OF WASHUE COUNTY
AKRON-CANTON REGIONAL AIRPORT
ALBANY COUNTY AIRPORT
ALBERT J ELLIS JACKSONVILLE AIRPORT
ALBUQUERQUE INTERNATIONAL AIRPORT
ALCALDIA DE MANAGUA ALCALDIA

MAYOR DE BOGOTA
ALEXANDRIA INTERNATIONAL AIRPORT
ALLEGHENY COUNTY AIRPORT AUTHORITY
ANCHORAGE INTERNATIONAL AIRPORT TED STEVENS
ASHEVILLE REGIONAL AIRPORT
ASOCIACION DE LINEAS AEREAS
ASPEN PITKIN COUNTY
AUSTIN STRAUBEL INT'L AIRPORT
AYUNTAMIENTO DE MADRID
BAC SAN JOSE TRIBUTACION DIRECTA
BALTIMORE WASHINGTON INTERNATIONAL AIRPORT
BATON ROUGE AIRPORT
BELASTINGDIENST
BILLINGS LOGAN INTERNATIONAL AIRPORT
BIRMINGHAM INT'L AIRPORT
BISHOP INTERNATIONAL AIRPORT
BLUE GRASS AIRPORT
BOISE AIR TERMINAL
BRADLEY INT'L AIRPORT
BROWNSVILLE SOUTH PADRE
BURBANK GLENDALE PASADENA AIRPORT
BURLINGTON INTERNATIONAL AIRPORT BTV
BUSH FIELD AIRPORT
CAJA COSTARRICENSE DE SEGURIDAD SOCIAL
CAJA DE SEGURO SOCIAL DEPTO DE FINANZAS
CAMARA DE COMERCIO DE LA REPUBLICA DE CUBA
CAPITAL REGION AIRPORT AUTHORITY
CAPITAL REGION AIRPORT COMMISSION
CENTRAL WISCONSIN AIRPORT
CHARLES M SCHULZ SONOMA COUNTY AIRPORT ATTN PFC COLLECTION
CHARLESTON INTERNATIONAL AIRPORT
CHARLOTTE DOUGLAS INTERNATIONAL AIRPORT
CHARLOTTESVILLE ALBEMARLE AIRPORT AUTHORITY
CHATTANOOGA METRO AIRPORT
CHERRY CAPITAL AIRPORT
CINCINNATI NORTHERN KENTUCKY
CITY AND COUNTY OF DENVER
CITY OF AMARILLO
CITY OF ATLANTA
CITY OF AUSTIN
CITY OF CHICAGO MIDWAY
CITY OF CHICAGO O'HARE
CITY OF CORPUS CHRISTI INTERNATIONAL AIRPORT
CITY OF DES MOINES
CITY OF FRESNO
CITY OF FRESNO AIRPORTS
CITY OF IDAHO FALLS IDAHO CITY OF KANSAS CITY
CITY OF KILLEEN

CITY OF LONG BEACH
CITY OF LOS ANGELES, DEPARTMENT OF AIRPORTS
CITY OF LOS ANGELES
CITY OF LUBBOCK TEXAS
CITY OF MCALLEN
CITY OF MIDLAND INTERNATIONAL AIR & SPACE PORT
CITY OF MINOT
CITY OF MISSISSAUGA
CITY OF PHILADELPHIA
CITY OF PHOENIX
CITY OF RAPID CITY
CITY OF RICHMOND
CITY OF SAN ANTONIO
CITY OF SAN JOSE
CITY OF SAN JOSE FINANCE
CITY OF SHREVEPORT
CITY OF SPRINGFIELD MISSOURI
CITY OF YAKIMA
CLARK COUNTY DEPT. OF AVIATION
COASTAL CAROLINA REGIONAL
CORPORACION CENTROAMERICANA
COLORADO SPRINGS AIRPORT
COLUMBUS REGIONAL AIRPPORT AUTHORITY ACCOUNT RECEIVABLE
COMMISSIONER OF TAXATION AND FINACE
COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION
COOK COUNTY TREASURER
COUNTY OF HUMBOLDT
COUNTY OF LOS ANGELES
COUNTY OF SACRAMENTO
COUNTY OF VOLUSIA
CT CORPORATION SYSTEM
CUERPO ESPECIALIZADO DE SEGURIDAD AEROPORTUARIA
DADE COUNTY AVIATION DEPT
DALLAS LOVE FIELD AIRPORT
DANE COUNTY AIRPORT
DAYTONA BEACH INTERNATIONAL AIRPORT
DEPARTAMENTO DE POLICIA FEDERAL
DEPARTMENT OF HOMELAND SECURITY
DEPARTMENT OF HOMELAND SECURITY BUREAU OF CUSTOMS AND BORDER
PROTECTION
DEPARTMENT OF THE TREASURY
DFW INTERNATIONAL AIRPORT
DGAC DIRECTION GENERALE DE
L'AVIATION CIVILE DIAN
IMPUESTOS
DIRECCION GENERAL DE AERONAUTICA
DIRECCION GENERAL DE AVIACION CIVIL DE LA REPUBLICA DE ECUADOR
DIRECCION GENERAL DE IMPUESTOS INTERNOS

DIRECCION GENERAL DE INGRESOS
DIRECCION GENERAL DE MIGRACION
DIRECCION NACIONAL DE MIGRACIONES
DOTHAN HOUSTON COUNTY AIRPORT AUTHORITY
DULUTH INTERNATIONAL AIRPORT
EAGLE COUNTY AIRPORT
EL PASO INT'L AIRPORT
ELKO REGIONAL AIRPORT
EMPRESA ADMINISTRADORA DE AEROPUERTOS INTERNACIONALES
EMPRESA PUBLICA METROPOLITANA DE SERVICIOS AEROPORTUARIOS
ERIE MUNICIPAL AIRPORT
ESTADO MINISTERIO DE HACIENDA
EUGENE AIRPORT
FAIRBANKS INTERNATIONAL AIRPORT
FAYETTEVILLE REGIONAL AIRPORT
FDOS DE ACTVS ESPS DEL MIN JUST Y SEG PUB DGM Y E
FGTS CAIXA ECONOMICA FEDERAL
FIDEICOMISO MERCANTIL FONDO DE PROMOCION TURISTICA DEL ECUADOR
FIDEICOMISO MERCANTIL QUIPORT ONSHORE TRUST
FLORIDA DEPARTMENT OF REVENUE
FONDO PROMOCION TURISTICA COLOMBIA
FORT LAUDERDALE INT'L AIRPORT
FORT SMITH REGIONAL AIRPORT
FORT WAYNE ALLEN CITY
FRIEDMAN MEMORIAL AIRPORT
GAINESVILLE REGIONAL AIRPORT ADMIN
GALLATIN AIRPORT AUTHORITY
GEORGE BUSH INTERCONTINENTAL AIRPORT
GERALD R. FORD INTERNATIONAL AIRPORT
GOB EDO CHIH SECRETARIA DE HACIENDA
GOBIERNO DE LA CIUDAD DE MEXICO
GOBIERNO DEL ESTADO DE BAJA CALIFORNIA
GOBIERNO DEL ESTADO DE CAMPECHE
GOBIERNO DEL ESTADO DE COAHUILA DE ZARAGOZA
GOBIERNO DEL ESTADO DE COLIMA
GOBIERNO DEL ESTADO DE DURANGO
GOBIERNO DEL ESTADO DE MEXICO
GOBIERNO DEL ESTADO DE MICHOACAN DE OCAMPO
GOBIERNO DEL ESTADO DE PUEBLA
GOBIERNO DEL ESTADO DE SONORA
GOBIERNO DEL ESTADO DE TABASCO
GOBIERNO DEL ESTADO DE
VERACRUZ DE IGNACION DE LA
LLAVE GOBIERNO DEL ESTADO
LIBRE Y SOBERANO DE QUINTANA
ROO GOLDEN TRIANGLE REGIONAL
GRAND JUNCTION REGIONAL AIRPORT AUTHORITY
GREAT FALLS INT'L AIRPORT

GREATER ORLANDO AVIATION AUTHORITY
GULFPORT BILOXI INTERNATIONAL AIRPORT
HELENA REGIONAL AIRPORT AUTHORITY
HILLSBOROUGH COUNTY AVIATION AUTH
HILTON HEAD ISLAND AIRPORT
HM REVENUE AND CUSTOMS UK TAX
HONOLULU INTERNATIONAL AIRPORT
HUNTSVILLE MADISON COUNTY AIRPORT AUTHORITY
INCHEON INTERNATIONAL AIRPORT CORPORATION
INDIANAPOLIS INT'L AIRPORT
INSTITUTO COSTARRICENSE DE TURISMO ICT
INSTITUTO DEL FONDO NACIONAL DE LA VIVIENDA PARA LOS TRABAJADORES
INSTITUTO DOMINICANO DE AVIACION CIVIL
INSTITUTO ECUATORIANO DE SEGURIDAD SOCIAL
INSTITUTO GUATEMALTECO DE SEGURIDAD S
INSTITUTO MEXICANO DEL SEGURO SOCIAL
INSTITUTO NACIONAL DE CAPACITACION Y EDUCACION SOCIALISTA
INSTITUTO NACIONAL DE FORMACION TECNICO PROFESIONAL
INSTITUTO NACIONAL TECNOLÓGICO
INSTITUTO NICARAGUENSE DE SEGURIDAD SOCIAL
INSTITUTO NICARAGUENSE DE TURISMO
INSTITUTO SALVADOREÑO DE SEG SOCIAL
INSTITUTO VENEZOLANO DE SEG SOCIAL
JACKSON HOLE AIRPORT
JACKSON MUNICIPAL AIRPORT AUTHORITY
JACKSONVILLE AIRPORT AUTHORITY
JOHN WAYNE AIRPORT
JOSLIN FIELD MAGIC VALLEY RGNL
JUNEAU INTERNATIONAL AIRPORT ATTN AIRPORT MANAGER
KAHULUI AIRPORT
KALAMAZOO BATTLE CREEK INT'L AIRPORT
KALISPELL GLACIER NATIONAL PARK AIRPORT
KEY WEST INTERNATIONAL AIRPORT
KONA INT'L AIRPORT AT KEAHOLE
KOUJIMACHI TAX OFFICE
LAFAYETTEVILLE AIRPORT COMMISSION
LAKE CHARLES REGIONAL AIRPORT
LAMBERT ST LOUIS INT'L AIRPORT
LAREDO INTERNATIONAL AIRPORT
LB HILLINGDON REVENUES & BENEFITS SERVICES
LEE COUNTY PORT AUTHORITY
LEHIGH NORTHAMPTON AIRPORT AUTHORITY
LEWISTON NEZ PERCE REGIONAL COUNTY REGIONAL AIRPORT
LIHUE AIRPORT
LOS ANGELES WORLD AIRPORTS
LOS ANGELES COUNTY TAX COLLECTOR
LOUISVILLE REGIONAL AIRPORT AUTHORITY
MANCHESTER BOSTON REGIONAL AIRPORT

MASSACHUSETTS PORT AUTHORITY
MBS INT'L AIRPORT COMMISSION
MCCARRAN INTERNATIONAL AIRPORT
MEDFORD JACKSON COUNTY AIRPORT
MELBOURNE AIRPORT AUTHORITY ATTN PFC REMITTANCE
MEMPHIS INT'L AIRPORT
METROPOLITAN AIRPORT AUTHORITY OF PEORIA
METROPOLITAN AIRPORT AUTHORITY OF ROCK ISLAND COUNTRY ILLINOIS
METROPOLITAN KNOXVILLE AIRPORT AUTHORITY INC
METROPOLITAN NASHVILLE AIRPORT AUTHORITY
METROPOLITAN WASHINGTON AIRPORT
MIAMI-DADE AVIATION DEPARTMENT
MILWAUKEE COUNTY AIRPORT DIVISION
MINISTER OF REVENUE OF QUEBEC
MINISTERIE VAN BINNENLANDSE ZAKEN EN KONINKRIJKSRELATIES
MINISTERIO COMERCIO INDUSTRIA Y TURISMO
MINISTERIO DA FAZENDA
MINISTERIO DA PREV E ASSISTENCIA SOCIAL
MINISTERIO DE ECONOMIA Y FINANZAS
MINISTERIO DE HACIENDA
MINISTERIO DE TURISMO
MINNEAPOLIS ST PAUL INTERNATIONAL
MISSOULA INT'L
MOBILE AIRPORT AUTHORITY
MONTEREY PENINSULA AIRPORT DISTRICT
MONTGOMERY AIRPORT AUTHORITY
MUNICIPAL AIRPORT AUTHORITY
MUNICIPALIDAD DE ALAJUELA
MUNICIPALIDAD SAN PEDRO SULA
MUNICIPIO DE BENITO JUAREZ
MUNICIPIO DE COZUMEL
MUNICIPIO DE PALMIRA
MUNICIPIO DE PANAMA
MUNICIPIO DE ZIHUATANEJO DE AZUETA GUERRERO
MYRTLE BEACH INTERNATIONAL AIRPORT
NYC DEPARTMENT OF FINANCE GENERAL CORPORATION TAX
NATRONA COUNTY INT'L AIRPORT
NEVADA SECRETARY OF STATE
NEW HANOVER AIRPORT AUTHORITY
NEW ORLEANS AVIATION BOARD
NIAGARA FRONTIER TRANSPORTATION AUTHORITY
NORFOLK INT'L AIRPORT
NORTHWEST ARKANSAS REGIONAL AIRPORT
OKLAHOMA CITY DEPARTMENT OF AIRPORTS WILL ROGERS WORLD AIRPORT
ONTARIO INTERNATIONAL AIRPORT AUTHORITY
OPCALIA
OSDE
OSKALOOSA AIRPORT

OUTAGAMIE COUNTY
PALM BEACH COUNTY DEPARTMENT OF AIRPORTS
PALM SPRINGS REGIONAL AIRPORT
PANGHORN MEMORIAL AIRPORT
PELLSTON REGIONAL AIRPORT OF EMMET COUNTY
PENINSULA AIRPORT COMMISSION
PENSACOLA REGIONAL AIRPORT
PIEDMONT TRIAD AIRPORT AUTHORITY
PORT DEPARTMENT OF THE CITY OF OAKLAND
PORT OF PASCO
PORT OF PORTLAND
PORT OF SEATTLE
PORTLAND INTERNATIONAL AIRPORT CITY OF PORTLAND
PREFEITURA DO MUNICIPIO DE SÃO PAULO
PREFEITURA MUNICIPAL DE GUARULHOS
RDU AIRPOT AUTHORITY PFC REMITTANCE ACCOUNT
RECEIVER GENERAL FOR CANADA
REDDING MUNICIPAL AIRPORT
REDMOND MUNICIPAL AIRPORT CITY OF REDMOND
RHODE ISLAND AIRPORT CORP
RICHLAND LEXINGTON AIRPORT DISTRICT
ROANOKE INSURANCE GROUP
ROANOKE REGIONAL AIRPORT COMMISSION
ROCHESTER AIRPORT COMPANY
ROCHESTER INTERNATIONAL AIRPORT MONROE COUNTY
ROCK SPRINGS SWEETWATER
ROUTT COUNTY
SACRAMENTO METRO AIRPORT
SALT LAKE CITY CORPORATION
SAN ANTONIO INTERNATIONAL AIRPORT
SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY
SAN FRANCISCO INTERNATIONAL AIRPORT
SAN LUIS OBISPO CO AIRPORT
SAN MATEO COUNTY
SANTA BARBARA INTERNATIONAL AIRPORT
SARASOTA MANATEE AIRPORT AUTHORITY
SAVANNAH AIRPORT COMMISSION/HILTON HEADINT'L
SBC TAX COLLECTOR SECRETARIA DA FAZENDA
SECRETARIA DE ADMINISTRACION Y FINANZAS
SECRETARIA DE ADMINISTRACION Y FINANZAS GOBIERNO DEL ESTADO DE
SINALOA
SECRETARIA DE FINANZAS DEL ESTADO DE AGUASCALIENTES
SECRETARIA DE FINANZAS DEL GOBIERNO DEL ESTADO BAJA CALIFORNIA SUR
SECRETARIA DE FINANZAS Y ADMINISTRACION DEL ESTADO DE GUANAJUATO
SECRETARIA DE FINANZAS Y ADMINISTRACION DEL GOBIERNO DEL ESTADO DE
GUERRERO
SECRETARIA DE FINANZAS Y TESORERIA GENERAL DEL ESTADO NUEVO LEON
SECRETARIA DE HACIENDA DEL ESTADO

SECRETARIA DE PLANEACION DEL GOBIERNO DE BAJA CALIFORNIA SECRETARIA DE
PLANEACION Y FINANZAS DEL ESTADO DE JALISCO SERVICIO DE ADMINISTRACION
DE RENTAS
SERVICIO NACIONAL DE ADUANA DEL ECUADOR SENAE
SERVICIO NACIONAL DE MIGRACION
SERVICIO RENTAS INTERNAS
SOUTH JOSEPH COUNTY AIRPORT AUTHORITY
SOUTHWEST GEORGIA REGIONAL AIRPORT
SPHERE ONE AVIATION CEDAR CITY REGIONAL AIRPORT
SPOKANE INT'L AIRPORT
ST. GEORGE MUNICIPAL AIRPORT
SUPER INTENDENCIA NACIONAL DE ADUANA Y DE ADMINISTRACION
TRIBUTARIA
SUPERINTENDENCIA DE ADMON TRIBUTARIA
SUPERINTENDENCIA DE COMPAÑIAS VALORES Y SEGUROS
SUPERINTENDENCIA DE PUERTOS Y TRANSPORTE
SUSQUEHANNA AREA REGIONAL AIRPORT AUTHORITY
SYRACUSE REGIONAL AIRPORT AUTHORITY
TALLAHASSEE REGIONAL AIRPORT
TARRANT COUNTY TAX OFFICE
TESORERIA DE LA SEGURIDAD SOCIAL
TESORERIA DE S SOCIAL
THE CITY OF WICHITA KANSAS
THE EASTERN IOWA AIRPORT
THE PORT AUTHORITY OF NY AND NJ
THE AIRPORT CONCESSIONAIRES OF GRUPO AEROPORTUARIO CENTRO NORTE
THE AIRPORT CONCESSIONAIRES OF GRUPO AEROPORTUARIO DEL PACÍFICO
THE AIRPORT CONCESSIONAIRES OF GRUPO AEROPORTUARIO DEL SURESTE
TOMPKINS COUNTY AIRPORT
TRANSPORTATION SECURITY ADMINISTRATION
TREASURER CITY OF CLEVELAND
TRESOR PUBLIC
TRI CITIES AIRPORT AUTHORITY
TUCSON INT'L
TULSA INTERNATIONAL
URSSAF
USDA OFM NATL FIN CTR
VALLEY INTERNATIONAL AIRPORT
VANCOUVER INTERNATIONAL AIRPORT AUTHORITY
VIRGINIA DEPARTMENT OF MOTOR VEHICLES
WASHINGTON DULLES METROPOLITAN WASHINGTO
WASHINGTON STATE DEPARTMENT OF LABOR & INDUSTRIES
WAYNE COUNTY AIRPORT AUTHORITY
WESTCHESTER COUNTY AIRPORT
WILKES-BARRE SCRANTON INTERNATIONAL AIRPORT
WILLIAM P. HOBBY AIRPORT
YEAGER CENTRAL W VA REGIONAL AIRPORT
YUMA COUNTY AIRPORT AUTHORITY INC TESORERIA DE LA FEDERACION

SCHEDULE 1(L)

BANKS & FINANCIAL SERVICE PROVIDERS

ACTINVER
AMEX RECEIVABLES BACKED LOAN
ARRENDADORA ACTINVER S.A. DE C.V.
BANCA MIFEL, S.A.
BANCO ACTINVER, S.A.
BANCO BASE
BANCO DE AMÉRICA CENTRAL
BANCO DE COSTA RICA
BANCO DE LA NACION ARGENTINA ANAC
BANCO DEL CRÉDITO DE PERÚ
BANCO FINANCIERO INTERNACIONAL
BANCO MERCANTIL
BANCO NACIONAL DE MEXICO SA
BANCO NACIONAL DEL EJERCITO, FUERZA AEREA Y ARMADA
BANCO OCCIDENTAL DEL DESCUENTO
BANCO POPULAR
BANCO SANTANDER
BANK OF AMERICA, NA
BANK OF TOKYO MITSUBISHI UFJ
BANK OF UTAH
CI BANCO
CITIBANAMEX
CITIBANK, N.A.
COLPATRIA
CRÉDIT INDUSTIREL ET COMMERCIAL, NY BRANCH
DRAKE JET LEASING 2 DESIGNATED ACTIVITY COMPANY
DEUTSCHE BANK (LONDON BRANCH)
DEUTSCHE BANK MÉXICO, S.A AS TRUSTEE OF TRUST F/1748 (BOND HOLDERS)
DEUTSCHE BANK MEXICO, S.A
DVB BANK SE
EAST WEST BANK
ELEVON
EXPORT DEVELOPMENT CANADA
GRUPO FINANCIERO HSBC
GRUPO FINANCIERO MIFEL
HSBC
ICBC (NY BRANCH)
INDUSTRIAL AND COMMERCIAL BANK OF CHINA
INVESTEC BANK PLC
ITAU
J. ARON & COMPANY
JPMORGAN CHASE BANK, N.A.
MERRILL LYNCH COMMODITIES INC.

MORGAN STANLEY CAPITAL GROUP INC.
NAFIN, AS TRUSTEE OF AEROMEXICO SERVICIOS TRUST 80644
PAYPAL
PRODUBANCO
ROYAL BANK OF CANADA
SAFRA
SCOTIABANK
SHINSEI BANK JIMU SHUCHUBU BC
VE POR MAS
WORLD PAY
WELLS FARGO
WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS TRUSTEE
UNDER TRUST AGREEMENTS MSN 43704, 43756, 43712, 43762 AND 43763

SCHEDULE 1(M)

FUEL SUPPLIERS

AIR BP BRASIL LTDA
AIR BP PBF DEL PERU SAC
AIR TOTAL INTERNATIONAL SA
AIRCRAFT SERVICE INTERNATIONAL INC
ALLIED AVIATION LLC
ALLIED SERVICES OF CANADA ULC
ASSOCIATED ENERGY GROUP LLC
ATLANTIC LOS ANGELES
AUTOSERVICIO VILLA BONITA SA DE CV
AVFUEL CORPORATION
BP INTERNATIONAL LIMITED
BP OIL ESPAÑA SA
BP PRODUCTS NORTH AMERICA INC.
BP WEST COAST PRODUCTS LLC
C I CHEVRON EXPORT SAS
CHEVRON PRODUCTS COMPANY
CLH AVIACION SA
COMERCIALIZADORA DE COMBUSTIBLES Y DERIVADOS FUENTES S.A. DE C.V.
COMMERCHAMP SA
COSMO OIL MARKETING CO LTD
DALLAS FORT WORTH FUEL COMPANY LLC
ECASA
EPIC AVIATION LLC
EPSILON TRADING LLC
EURO JET INTERCONTINENTAL LIMITED
EXXON MOBIL AVIATION DIVISION OF EMPC BV
FIDEICOMISO MERCANTIL TAGSA
FSM GROUP LLC
GAS FLAMAZUL S.A. DE C.V.
GASOLINERIA RODRIGUEZ MARRON S.A. DE C.V.
IAD FUELS LLC
IAH FUEL COMPANY LLC
J&D OILFIELD INTERNATIONAL LTD
LAPSACO S.A. DE C.V.
LASFUEL CORPORATION
LAXFUEL CORPORATION
LOS ANGELES WEST TERMINAL FUEL CO
MONTREAL INTERNATIONAL FUEL FACILITIES CORPORATION
OCEANCARD DE MEXICO S.A. DE C.V.
ORGANIZACION TERPEL REPUBLICA DOMINICANA SAS
ORGANIZACION TERPEL SA
ORLANDO FUEL FACILITIES LLC
PARKLAND REFINING BC LTD

PEARSON INTERNATIONAL FUEL FACILITIES CORPORATION
PETROLERA DEL NORTE S DE RL
PETROSERVICIOS DE COSTA RICA SRL
PORTLAND FUELING FACILITIES CORPORATION
PRONTOGAS S.A. DE C.V.
PUMA ENERGY AVIATION SA
PUMA ENERGY GUATEMALA SOCIEDAD ANONIMA
REGIO GAS S.A. DE C.V.
REPSOL CIAL DE PROD PETROLEROS SA
S OIL CORPORATION
SERVICIO DE AVIACION ALLIED ECUATORIANA
SERVICIOS ESTATALES AEROPORTUARIOS
SERVICIOS WFSE ECUADOR
SFO FUEL COMPANY LLC
SHELL NEDERLAND VERKOOPMAATSCHAPPIJ BV
SIGNATURE FLIGHT SUPPORT CORPORATION
SOLIS MUÑIZ MARGARITA
SWISSPORT
TRAFIGURA MEXICO S.A. DE C.V.
TUCSON FUEL FACILITIES LLC
UNO EL SALVADOR SA
UNO HONDURAS S.A. DE C.V.
UNOPETROL SA
VANCOUVER AIRPORT FUEL FACILITIES CORPORATION
VITOL
YPF

SCHEDULE 1(N)

ORDINARY COURSE PROFESSIONALS

ABOGADOS Y ASESORES JURÍDICOS DIEZ, S.C.
ACCURACY LEGAL AND CONSULTING, S.C.
ADORNA 35, S.C.
AZIZ & KAYE ABOGADOS, S.C.
BUFETE GÓMEZ ALCALÁ, S.C.
CARMONA MUÑOZ ABOGADOS, S.C.
CARPIO, OCHOA Y ASOCIADOS, S.C
CLIFFORD CHANCE US, LLP
CREEL, GARCÍA-CUELLAR, AIZA Y ENRIQUEZ, S.C.
CYC ASESORES JURÍDICOS, S.C
DE HOYOS Y AVILÉS, S.C.
EF EDUCATION FIRST, LTD
FERNÁNDEZ OROPEZA Y ASOCIADOS, S.C.
FREIDENBERG, FREIDENBERG & LIFSIC
GUERRA GONZÁLEZ Y ASOCIADOS, S.C.
HOGAN LOVELLS
JUNHE, LLP
JURIDICANH, S.C.
KIM CHANG LEE
LAW OFFICE OF JOHN MIETUS
LEGAL TRAKING, S.A. DE C.V.
LÓPEZ MELIH Y ESTRADA, S.C.
LUIS ALBERTO VALLE VIDAL
MARÍA INÉS OJEDA PESQUERA
MARTÍNEZ ALGABA DE HARO Y CURIEL, S.C.
MCKITRICK, S.A. DE C.V.
MEDINA Y ROJAS ABOGADOS, S.C.
MORGAN, LEWIS & BOCKIUS, LLP.
MORRIS JAMES, LLP
NORTON ROSE FULBRIGHT LLP.
REYES RETANA TELLO ABOGADOS, S.C.
RITCH, MUELLER, HEATHER Y NICOLAU; S.C.
SANTIAGO MEDIANO ABOGADOS, S.L.
SISTEMATIZACIÓN DE PROCESO JURÍDICOS, S.A. DE C.V.
SUSMAN GODFREY, LLP
THE LAW OFFICE MATTHEW WILHOIT, LTD.
THE LEE GROUP PLLC
VAN OOSTEN SCHULZ DE KORTE
VEDDER PRICE
WINSTON & STRAWN, LLP
YYZ LAW (WILLIAM F. CLARK)

SCHEDULE 1(O)

SIGNIFICANT VENDORS

AIR FRANCE SA SOCIETE
AIRPORT TERMINAL SERVICES CANADIAN COMPANY
ALLIANCE GROUND INTERNATIONAL LLC
AM DL MRO JV SAPI DE CV
ARINC INCORPORATED
AVANZIA INSTALACIONES S.A. DE C.V.
AVENGER FLIGHT GROUP LLC
AVIATION INDUSTRY CONSULTANTS LLC
AVOLON AEROSPACE LEASING LIMITED
B E AEROSPACE INC
COMANDO DA AERONAUTICA
CT CORPORATION SYSTEM
ECS AERO CARGO INTERNACIONAL
EMBRAER AIRCRAFT CUSTOMER SERVICES, INC.
EUROCONTROL
EUROPEAN PNEUMATIC COMPONENT OVERHAUL AND REPAIR EPCOR BV
FARELOGIX INC
FLIGHTSAFETY CAPITAL CORP
G4S DOCUMENTA SOCIEDAD ANONIMA
GATE GOURMET & MAASA MEXICO SAPI DE CV
GATE GOURMET, INC.
GE ENGINE LEASING HOLDINGS INC
GE ENGINE SERVICES DISTRIBUTION LLC
GE ENGINE SERVICES LLC
GLOBAL AVIATION EQUIPMENT LEASING I IRELAND LIMITED
GOGO LLC
GOOGLE OPERACIONES DE MEXICO S DE RL DE CV
GREATER TORONTO AIRPORT AUTHORITY
HONEYWELL INTERNATIONAL INC
INFOASIST INFORMACION Y ASISTENCIA S DE RL DE CV
INTERNATIONAL SEWING COMPANY S.A. DE C.V.
JEPPESEN SYSTEMS AB
LIEBHERR AEROSPACE SALINE INC
MAPFRE MEXICO SA
MERKAFON DE MEXICO S.A. DE C.V.
MOODY'S INVESTORS SERVICE INC
MTU MAINTENANCE BERLIN BRANDENBURG
NEWREST SERVAIR SL
NTT DATA SERVICES MEXICO OPERATIONS S DE RL DE CV
PROFESSIONAL AIRCRAFT ACCESSORIES INC
PROPIMEX S DE RL DE CV
RACKSPACE US INC

REGENT AEROSPACE CORP
SAFRAN LANDING SYSTEMS SAS
SISTEMAS INTEGRALES PARA EL TRANSPORTE S.A. DE C.V.
SKY CHEFS INC
SOLUTIA TLAXCALA S.A. DE C.V.
SPAFAX AIRLINE NETWORK S PTE LTD
SR TECHNICS SWITZERLAND AG
TRANSAVIA FRANCE SAS
TRUSTED AVIATION SERVICES
TV AZTECA SAB DE CV
UNINET S.A. DE C.V.

SCHEDULE 1(P)

TOP 30 UNSECURED CREDITORS

AEROPUERTO DE CANCUN S.A. DE C.V.
AEROPUERTO DE GUADALAJARA S.A. DE C.V.
AEROPUERTO DE MONTERREY S.A. DE C.V.
AEROPUERTO INTERNACIONAL DE LA CIUDAD DE MÉXICO, S.A. DE C.V.
AEROPUERTOS Y SERVICIOS AUXILIARES
AIR LEASE CORPORATION
ASOCIACIÓN SINDICAL DE PILOTOS AVIADORES DE MÉXICO
BBVA
CELESTIAL AVIATION TRADING
CREDIT AGRICOLE AND INVESTMENT BANK, TOKYO BRANCH
ENTSERV ENTERPRISE SERVICES MEXICO S DE RL DE CV
GENERAL ELECTRIC COMPANY
GRUPO TELVISTA S.A. DE C.V.
HSBC BANK USA, N.A.
HSBC MEXICO S.A.
IBM
MTU MAINTENANCE
NORDIC AVIATION CAPITAL
ORACLE DE MÉXICO, S.A. DE C.V.
PANASONIC AVIONICS CORPORATION
SABRE GROUP INC
SMBC AVIATION CAPITAL LIMITED
TESORERIA DE LA FEDERACION
THE BANK OF NEW YORK MELLON
THE BOEING COMPANY
US DEPARTMENT OF TRANSPORTATION FAA
WILMINGTON TRUST COMPANY
WORLD FUEL SERVICES

SCHEDULE 1(Q)

UTILITIES

AENA SA
AERONAUTICAL TELECOMMUNICATIONS LTD
AGENCIA NACIONAL DE TELECOMUNICACIONES ANATEL
AGP CORPORATION
AICS
AIRESPRING INC
AMERICA MOVIL SAC
AMX ARGENTINA SA
AQUALINE SA
ARAKELLAN ENTERPRISES INC
AT&T
AT&T COMERCIALIZACION MOVIL S DE RL DE CV
AT&T COMUNICACIONES DIGITALES S DE RL DE CV
AUDIOWEBCONFERENCING S.A. DE C.V.
AVANTEL SAS
BELL CANADA
BICENTEL SA DE CV
BOUYGUES TELECOM SA
BT LATAM MEXICO S.A. DE C.V.
BUFETE DE INGENIERIA EN TELECOMUNICACIONES Y SISTEMAS S.A. DE C.V.
CABLE & WIRELESS PANAMA SA
CATALAN RIVERA JAIME
CENTRO DE TELECOMUNICACIONES Y PUBLICIDAD DE MEXICO S.A. DE C.V.
CENTURYLINK
CENTURYLINK PERU SA
CESPA GESTION DE RESIDUOS SA
CHINA TELECOM
CITY OF LOS ANGELES DEPARTMENT OF WATER AND POWER
CLARO CHILE SA
CLARO CR TELECOMUNICACIONES SA
CLARO GUATEMALA SA
CLARO PANAMA SA
CLARO SA
CODENSA
COLUMBUS NETWORKS DOMINICANA SA
COMERCIAL QUINCE SA
COMERCIO ELECTRONICO EN INTERNET SA CENET SA
COMPAÑIA DOMINICANA DE TELEFONOS SA
COMPAÑIA NACIONAL DE FUERZA Y LUZ SA
COMPAÑIA TELECOMUNICACIONES EL SALVADOR
COMUNICACION CELULAR SA COMCEL SA
CONCOURSE TELECOMUNICACOES BRASIL LTDA
CONSORCIO ECUATORIANO DE

TELECOMUNICACIONES SA CONVERGEONE UNIFIED
TECHNOLOGY SOLUTIONS CORPORACION NACIONAL
DE TELECOMUNICACIONES CNT COX
COMMUNICATIONS INC.
DRACONIS SA
ECO EFICIENTES EN GAS LP S.A. DE C.V.
EDF GDF
ELITETELECOM PLC
EMPRESA DE ACUEDUCTO Y ALCANTARILLADO DE BOGOTA
EMPRESA DE TELECOMUNICACIONES DE CUBA SA
EMPRESA DISTRIBUIDORA SUR SA
EMPRESA ELECTRICA DE GUATEMALA
EMPRESA NICARAGUENSE DE TELECOMUNICACIONES SA ENITEL
FRANCE TELECOM
GAS NATURAL SERVICIOS SDG SA
GESTION INTEGRAL DE RESIDUOS SL S.A. DE C.V.
HONDUTEL
HUB ONE SA
INSTITUTO COSTARRICENSE DE ELECTRICIDAD
INTELLIGENT COMMUNICATION SERVICES
INTRADO MEXICO S DE RL DE CV
IPASS INC
KDDI CORPORATION
KONECTA DE MEXICO S DE RL DE CV
LA POSTE SA
LG U PLUS
LUZ DEL SUR
MCI WORLDCOM
MEXICO RED DE TELECOMUNICACIONES S DE RL DE CV
NAA KUKOJOHO
NAVEGA S.A. DE C.V.
NEC CORPORATION OF AMERICA
OPTICAL TECHNOLOGIES SAC
ORANGE SA
OTECEL SA
RECOLECCION DE CONTAMINANTES Y RESIDUOS DEL PAIS 2000 S.A. DE C.V.
RECOLECTORA DE DESECHOS Y RESIDUOS KING KONG S.A. DE C.V.
RIO RESIDUOS S.A. DE C.V.
SANEAMIENTO SANA SC DE RL
SCHIPHOL CONNECT BV
SCHIPHOL TELEMATICS BV
SERMANT GASO S.A. DE C.V.
SERVICIO NACIONAL DE SANIDAD INOCUIDAD Y CALIDAD AGROALIMENTARIA
SERVICIOS DE COMUNICACIONES DE HONDURAS SA
SERVICIOS INTEGRALES DE RECOLECCION DE RESIDUOS S.A. DE C.V.
SISTEMAS EN MANEJO Y ADMINISTRACION DE RESIDUOS S.A. DE C.V.
SMARTNETT CARRIER S.A. DE C.V.
SOCIETE FRANCAISE DU RADIOTELEPHONE SA

SOFTBANK TELECOM
SPRINT COMMUNICATIONS INC
SPRINT SOLUTIONS INC
T MOBILE NETHERLANDS BV
T MOBILE PCS HOLDINGS LLC
TELECOM ARGENTINA SA
TELECOMUNICACIONES DE GUATEMALA SA
TELECOMUNICACIONES VG Y ASOCIADOS S.A. DE C.V.
TELECOMUNICAÇÕES DE SÃO PAULO SA
TELEFONIA CELULAR DE NICARAGUA SA
TELEFONICA CHILE SA
TELEFONICA DE ESPAÑA SA
TELEFONICA DEL PERU SA
TELEFONOS DE MEXICO SAB DE CV
TELEFONOS DEL NOROESTE S.A. DE C.V.
TELMEX ARGENTINA SA
TELMEX COLOMBIA SA
TELUS
TOTAL PLAY TELECOMUNICACIONES S.A. DE C.V.
UNIGAS S.A. DE C.V.
VODAFONE ESPAÑA SAU
VODAFONE GROUP SERVICES LIMITED

SCHEDULE 1(R)

INSURANCE & BENEFITS PROVIDERS

AETNA U S HEALTHCARE
AMERICAN ALTERNATIVE INSURANCE CORPORATION
AMERICAN ALTERNATIVE INSURANCE CORPORATION C/O ROANOKE INSURANCE
GROUP INC.
ARTHUR J. GALLAGHER RISK MANAGEMENT SERVICES, INC.
AXA SEGUROS S.A. DE C.V.
CHUBB SEGUROS MÉXICO S.A. DE C.V.
DENTEGRA SEGUROS DENTALES SA
DISCOVERY BENEFITS INC
GRUPO NACIONAL PROVINCIAL S.A.B.
IPFS CORPORATION
ITAU SEGUROS SA
MAPFRE PERU CIA DE SEGUROS Y REASEGUROS
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY
METLIFE
PHL VARIABLE INSURANCE COMPANY
PHOENIX LIFE INSURANCE COMPANY
ORGANISMO INTERNACIONAL REGIONAL DE SANIDAD AGROPECUARIA
SEGUROS DEL ESTADO SA
SEGUROS INBURSA S.A. GRUPO FINANCIERO INBURSA
STERLING RE INTERMEDIARIO DE REASEGURO SAPI DE CV
SUL AMERICA COMPANHIA DE SEGUROS SAUDE
TECNOLOGIA EN SEGURIDAD PRIVADA SSIA Q ROO S.A. DE C.V.

SCHEDULE 1(S)

AIRCRAFT TRANSACTIONS

OPERATING LEASES

COUNTERPARTY	SERVICER
AERGEN AIRCRAFT SIXTEEN LIMITED	CARLYLE AVIATION PARTNERS
ALC B879 39292, LLC	AIR LEASE CORPORATION
ALC B879 60285, LLC	AIR LEASE CORPORATION
ALDUS PORTFOLIO LEASING LIMITED	NORDIC AVIATION CAPITAL
AVIATOR IRELAND AMX DAC	AVIATOR CAPITAL
AVOLON AEROSPACE AOE 116 LIMITED	AVOLON
AVOLON AEROSPACE AOE 117 LIMITED	AVOLON
BANK OF UTAH, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE, FOR THE BENEFIT OF WILLIS LEASE FINANCE CORPORATION	WILLIS LEASE FINANCE CORPORATION
BC2 42019, LLC	AIR LEASE CORPORATION
BC2 43862, LLC	AIR LEASE CORPORATION
BEAUTECH POWER SYSTEMS, LLC	BEAUTECH POWER SYSTEMS
BOC AVIATION (IRELAND) LIMITED	BOC AVIATION
CELESTIAL AVIATION TRADING 100 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 15 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 44 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 50 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 7 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 71 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 14 LIMITED	GE CAPITAL AVIATION SERVICES
CELESTIAL AVIATION TRADING 15 LIMITED	GE CAPITAL AVIATION SERVICES
COMMUTER AIRCRAFT LEASING 2017 V LIMITED	CHORUS AVIATION
COMMUTER AIRCRAFT LEASING 2017 VI LIMITED	CHORUS AVIATION
CONSTITUTION AIRCRAFT LEASING (IRELAND) 9 LIMITED	AIRCASTLE LIMITED
DRAKE JET LEASING 6 DESIGNATED ACTIVITY COMPANY	FALKO REGIONAL AIRCRAFT LIMITED
ENGINE LEASE FINANCE CORPORATION	ENGINE LEASE FINANCE CORPORATION
FGL AIRCRAFT IRELAND LIMITED	FUYO
GLOBAL AVIATION EQUIPMENT LEASING 1 IRELAND LIMITED	SMBC AVIATION CAPITAL
JET-I 34293 LEASING LIMITED	BBAM AIRCRAFT LEASING & MANAGEMENT

COUNTERPARTY	SERVICER
JET-I 34295 LEASING LIMITED	BBAM AIRCRAFT LEASING & MANAGEMENT
JLPS LEASING CAELUM LIMITED	JP LEASE
JLPS LEASING DORADO LIMITED	JP LEASE
PK AIRFINANCE S.A.R.L.	JP LEASE
MACQUARIE AEROSPACE FINANCE 36707 TRUST	MACQUARIE
MSN 39439 TRUST	DUBAI AEROSPACE ENTERPRISE
NAC AVIATION 19 LIMITED	NORDIC AVIATION CAPITAL
NAC AVIATION 25 LIMITED	NORDIC AVIATION CAPITAL
NAC AVIATION 25 LIMITED	NORDIC AVIATION CAPITAL
NAC AVIATION 29 DESIGNATED ACTIVITY COMPANY	NORDIC AVIATION CAPITAL
NAC AVIATION 32 LIMITED	NORDIC AVIATION CAPITAL
NAC AVIATION 33 LIMITED	NORDIC AVIATION CAPITAL
NAS INVESTMENTS 75, INC.	GE CAPITAL AVIATION SERVICES
NAS INVESTMENTS 76, INC.	GE CAPITAL AVIATION SERVICES
NORTH SHORE AVIATION CAPITAL, LLC	GE CAPITAL AVIATION SERVICES
PAAL ARIES ASSETS COMPANY LIMITED	PING AN / CLOVER
RAPIDE LEASING SERVICES LIMITED	FALCO
RAVELIN JET LEASING 1 DESIGNATED ACTIVITY COMPANY	FALCO
SMBC AERO ENGINE LEASE B.V.	SMBC AERO ENGINE LEASE
SMBC AVIATION CAPITAL LIMITED	SMBC AVIATION CAPITAL
TECOLUTLA AVIATION LEASING LIMITED	GOSHAWK AVIATION LIMITED
TRUENOORD NAZAS LTD	TRUENOORD REGIONAL AIRCRAFT LEASING
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR THE BENEFIT OF WILLIS LEASE FINANCE CORPORATION	WILLIS LEASE FINANCE CORPORATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR DRAKE JET LEASING 2 DESIGNATED ACTIVITY COMPANY, AS OWNER PARTICIPANT	FALCO REGIONAL AIRCRAFT LIMITED
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR GASL BERMUDA A-1 LIMITED	GENESIS AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS	GENESIS AVIATION

COUNTERPARTY	SERVICER
OWNER TRUSTEE FOR CRA AIRCRAFT HOLDINGS BERMUDA LIMITED	
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR AVIATION CAPITAL GROUP SINGAPORE PTE. LTD	AVIATION CAPITAL GROUP
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR JSA AIRCRAFT 36699, LLC	JACKSON SQUARE AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR JSA AIRCRAFT 36705, LLC AS BENEFICIARY	JACKSON SQUARE AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR JSA AIRCRAFT 36706, LLC AS BENEFICIARY	JACKSON SQUARE AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR JSA AIRCRAFT 36880, LLC AS BENEFICIARY	JACKSON SQUARE AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR JACKSON SQUARE AVIATION IRELAND LIMITED AS BENEFICIARY	JACKSON SQUARE AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR SMBC AVIATION CAPITAL LIMITED AS BENEFICIARY	SMBC AVIATION CAPITAL
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE FOR JSA INTERNATIONAL U.S. HOLDINGS, LLC AS BENEFICIARY	JACKSON SQUARE AVIATION
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE FOR AVOLON AEROSPACE (IRELAND) AOE 118 LIMITED AS BENEFICIARY	AVOLON
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE FOR CIT AEROSPACE INTERNATIONAL AS BENEFICIARY	AVOLON
WELLS FARGO TRUST COMPANY, N.A., NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE UNDER THE TRUST	AIR LEASE CORPORATION

COUNTERPARTY	SERVICER
AGREEMENT MSN 35121 FOR AIR LEASE CORPORATION AS BENEFICIARY	
WILMINGTON TRUST COMPANY SP SERVICES (DUBLIN) LIMITED, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS TRUSTEE FOR THE AIRCRAFT MSN 34954 (IRELAND) TRUST	BBAM AIRCRAFT LEASING & MANAGEMENT
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE OF AIRCRAFT 78B-35311 (DELAWARE) TRUST	SKYWORKS LEASING (IRELAND) LIMITE
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE OF THE AIRCRAFT 73B-30671 (DELAWARE) TRUST	AERCAP
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE OF THE AIRCRAFT 78B-35306 (DELAWARE) TRUST	AERCAP
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE OF THE AIRCRAFT 78B-35307 (DELAWARE) TRUST	AERCAP
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE OF THE AIRCRAFT 78B-35308 (DELAWARE) TRUST	AERCAP
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE OF THE AIRCRAFT 78B-35312 (DELAWARE) TRUST	AERCAP
WILMINGTON TRUST SP SERVICES (DUBLIN) LIMITED, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS TRUSTEE FOR AIRCRAFT MSN 35120 TRUST AND THUNDERBOLT III AIRCRAFT LEASE LIMITED AS BENEFICIARY	AIR LEASE CORPORATION
WILMINGTON TRUST SP SERVICES (DUBLIN) LIMITED, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS TRUSTEE OF THE AIRCRAFT 78B-65092 (IRELAND) TRUST	AERCAP
WINGS 35115 LLC	WINGS CAPITAL PARTNERS

IOLCOS

CARACARA LTD.
COMMERZBANK AKTIENGESELLSCHAFT, TOKYO BRANCH
CREDIT AGRICOLE AND INVESTMENT BANK
CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH
DEVELOPMENT BANK OF JAPAN
FO GALAXY LEASING LTD.
FUYO GENERAL LEASE CO., LTD.
IBJ LEASING CO., LTD.
JA MITSUI LEASING, LTD.
LOBELIA LEASING, INC.
NATIXIS, NEW YORK BRANCH
NBB LORETO LEASE CO., LTD.
NOMURA BABCOCK & BROWN CO., LTD.
NTT FINANCE CORPORATION
NTT TC LEASING CO., LTD.
PINATA LEASING CO., LTD.
SHOWA LEASING CO., LTD.
SUMITOMO MITSUI BANKING CORPORATION, NEW YORK BRANCH
SUMITOMO MITSUI FINANCE AND LEASING COMPANY, LIMITED
TLC DAFFODIL LTD.
TOKYO CENTURY CORPORATION
YAMASA AIRCRAFT AM1 KUMIAI
YAMASA AMX1 LEASE CO., LTD.
YAMASA AMX2 LEASE CO., LTD.
YAMASA AMX IPPAN SHADAN HOJIN
YAMASA CO., LTD.

STRUCTURED FINANCING

EXIM BANK-GUARANTEED FINANCINGS

BANCO NACIONAL DE MEXICO, S.A., INTEGRANTE DEL GRUPO FINANCIERO
BANAMEX
CITIGROUP GLOBAL MARKETS INC.
CODAN TRUST COMPANY LIMITED, NOT IN ITS INDIVIDUAL CAPACITY, BUT
SOLELY AS TRUSTEE OF THE MEXICAN AIRCRAFT FINANCE III PURPOSE TRUST
CODAN TRUST COMPANY LIMITED, NOT IN ITS INDIVIDUAL CAPACITY, BUT
SOLELY AS TRUSTEE OF THE MEXICAN AIRCRAFT FINANCE IV PURPOSE TRUST
CODAN TRUST COMPANY LIMITED, NOT IN ITS INDIVIDUAL CAPACITY, BUT
SOLELY AS TRUSTEE OF THE MEXICAN AIRCRAFT FINANCE V PURPOSE TRUST
DEUTSCHE BANK MÉXICO, S.A., INSTITUCIÓN DE BANCA MÚLTIPLE, DIVISIÓN
FIDUCIARIA, AS TRUSTEE OF FIDEICOMISO NO. F/1604
DEUTSCHE BANK MÉXICO, S.A., INSTITUCIÓN DE BANCA MÚLTIPLE, DIVISIÓN
FIDUCIARIA, AS TRUSTEE OF FIDEICOMISO NO. F/1698
DEUTSCHE BANK MÉXICO, S.A., INSTITUCIÓN DE BANCA MÚLTIPLE, DIVISIÓN
FIDUCIARIA, AS TRUSTEE OF FIDEICOMISO NO. F/1865
EXPORT-IMPORT BANK OF THE UNITED STATES HSBC SECURITIES (USA) INC.

J.P. MORGAN SECURITIES LLC
MEXICAN AIRCRAFT FINANCE III, LLC
MEXICAN AIRCRAFT FINANCE IV, LLC
MEXICAN AIRCRAFT FINANCE V, LLC
WELLS FARGO BANK, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY
AS SECURITY TRUSTEE

BNDES

BANCO NACIONAL DE DESENVOLVIMENTO ECONOMICO E SOCIAL - BNDES
BRASILMEX LEASING, LLC
WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY
AS SECURITY TRUSTEE

MUFG

BANK OF UTAH, NOT IN ITS INDIVIDUAL CAPACITY, BUT AS OWNER TRUSTEE
UNDER THAT CERTAIN TRUST AGREEMENT (N784XA)
BANK OF UTAH, NOT IN ITS INDIVIDUAL CAPACITY, BUT AS OWNER TRUSTEE
UNDER THAT CERTAIN TRUST AGREEMENT (N788XA)
BANK OF UTAH, NOT IN ITS INDIVIDUAL CAPACITY, BUT AS OWNER TRUSTEE
UNDER THAT CERTAIN TRUST AGREEMENT (N997AM)
MUFG BANK, LTD. (AS SUCCESSOR TO DVB BANK SE)

PDP FINANCINGS

ACORN INVESTMENTS LIMITED
ALTER DOMUS (IRELAND) LIMITED
BANCO NACIONAL DE COMERCIO EXTERIOR, S.N.C., INSTITUCIÓN DE BANCA DE
DESARROLLO
BANCO SANTANDER (MÉXICO), S.A.
BANCO SANTANDER (MÉXICO), S.A., INSTITUCIÓN DE BANCA MÚLTIPLE, GRUPO
FINANCIERO SANTANDER MÉXICO
CABALLERO AGUILA AIRCRAFT HOLDINGS LIMITED
CARLYLE AVIATION MANAGEMENT LIMITED
CFM INTERNATIONAL INC.
CLOVER AIRCRAFT LEASING COMPANY LIMITED (FORMERLY KNOWN AS PING
AN AIRCRAFT LEASING COMPANY LIMITED)
DEUTSCHE BANK MÉXICO S.A., INSTITUCIÓN DE BANCA MÚLTIPLE DIVISIÓN
FIDUCIARIA
FIDEICOMISO NO. F/1930 (A TRUST ESTABLISHED UNDER THE LAWS OF MÉXICO)
JSA INTERNATIONAL U.S. HOLDINGS, LLC
MAPLES FIDUCIARY SERVICES (IRELAND) LIMITED
MAPLESFS TRUSTEES IRELAND LIMITED
MAYAN AIRCRAFT HOLDINGS LIMITED
MEXICAN DRAGON AIRCRAFT HOLDINGS LIMITED
NATIXIS S.A.
PAAL CETUS COMPANY LIMITED
PING AN INTERNATIONAL FINANCIAL LEASING CO., LTD.
RUNWAY PDP BORROWER IRISH DESIGNATED ACTIVITY COMPANY

RUNWAY PDP LENDER ONE LLC
SABCAPITAL, S.A. DE C.V. SOFOM, E.R.,
SUMIDERO LIMITED
SUMITOMO MITSUI BANKING CORPORATION BRUSSELS BRANCH
SUMITOMO MITSUI BANKING CORPORATION EUROPE LIMITED

SCHEDULE 1(T)
AD HOC GROUP OF NOTEHOLDERS

AMUNDI PIONEER ASSET MANAGEMENT, INC.
AMUNDI (UK) LIMITED
BLUE BAY ASSET MANAGEMENT
CERBERUS SOUTH AMERICAN INVESTMENTS, LLC
DIRICHLET PRINCIPAL PARTNERS
GML CAPITAL GROUP
INVESTMENT PLACEMENT GROUP INC.
MACQUARIE INVESTMENT MANAGEMENT
MONEDA ASSET MANAGEMENT
TEACHERS ADVISORS, LLC
STONE HARBOR INVESTMENT PARTNERS
VR GLOBAL PARTNERS, L.P.
BLUE BAY CAPITAL LLC
DSC MERIDIAN CAPITAL LP
SANDGLASS CAPITAL ADVISORS LLC

SCHEDULE 1(U)

NOTICE OF APPEARANCE PARTIES

AERITAS LLC
AIMIA
AMERIJET INTERNATIONAL, INC.
BEXAR COUNTY
DECOLAR.COM LTDA.
FEDERATIVE REPUBLIC OF BRAZIL
GAT AIRLINE GROUND SUPPORT, INC.
HARRIS COUNTY
INSTITUCIÓN DE BANCA DE
DESARROLLO, DIRECCIÓN FIDUCIARIA
KFW IPEX-BANK GMBH,
MC ENGINE LEASING LTD.
MSN 39429
NACIONAL FINANCIERA, S.N.C.
NIT DATA SERVICES
PARAMOUNT PICTURES CORPORATION
RIU CALIFORNIA LLC
THE CHUGOKU BANK, LTD.

SCHEDULE 1(V)

LENDERS

INVEX GRUPO FINANCIERO S.A. DE C.V.
LINCOLN NATIONAL LIFE INSURANCE COMPANY
NASSAU LIFE INSURANCE

Schedule 2

**Disclosure of Willkie Farr & Gallagher LLP (“Willkie”)
of Current and Prior Representations of Interested Parties**

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Aetna U.S. Healthcare	Insurance & Benefit Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Air France SA Societe	Significant Vendors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
AlixPartners LLP	Restructuring Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Allied Aviation LLC	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Allied Services of Canada	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
America Movil SAC	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AT&T	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AXA Seguros S.A. de C.V.	Insurance & Benefit Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Banco Del Crédito De Perú	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Bank of America, NA	Bank & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BBVA	Top 30 Unsecured Creditors	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blackrock Advisors (UK) Ltd.	Significant Equityholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blackrock Fund Advisors	Significant Equityholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blackrock México Operadora S.A. de C.V. SOFI	Significant Equityholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Bouygues Telecom SA	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BP International Limited	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BP Oil España SA	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BP Products North America Inc.	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BP West Coast Products LLC	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Carlyle Aviation Management Limited	Aircraft Transactions (PDP Financings)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Carlyle Aviation Partners	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
CenturyLink CenturyLink Peru SA	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Chubb Seguros México S.A. de C.V.	Insurance & Benefits Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Cisco Capital México, S. de R.L. de C.V.	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Citibank N.A.	Banks & Financial Services Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Citigroup Global Markets Inc.	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Clifford Chance US, LLP	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Commerzbank Aktiengesellschaft, Tokyo Branch	Aircraft Transactions (JOLCOS)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Credit Agricole and Investment Bank	Aircraft Transactions (JOLCOS)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Credit Agricole and Investment Bank Tokyo Branch	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Davis Polk & Wardell LLP	Restructuring Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Deutsche Bank (London Branch)	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Deutsche Bank Mexico, S.A.	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Deutsche Bank México, S.A., as Trustee of Trust F/1748 (Bond Holders)	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Deutsche Bank México, S.A., Institución de Banca Múltiple, División Fiduciaria, as Trustee of Fideicomiso No. F/1604, F/1698 and F/1865	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Deutsche Bank México S.A., Institución De Banca Múltiple División Fiduciaria	Aircraft Transactions (PDP Financings)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Diligent Corporation	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Dimensional Fund Advisors LP Dimensional Fund Advisors Ltd.	Significant Equityholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
EDF GDF	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Exxon Mobil Aviation Division of EMPC BV	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
FedEx	Significant Contract Counterparties	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
France Telecom	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
FTI Consulting, Inc.	Restructuring Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
GE Capital Aviation Services	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
General Electric Company	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Google Operaciones de Mexico S de RL de CV	Significant Vendors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
HSBC Bank USA, N.A.	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
HSBC Mexico S.A.	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
HSBC Securities (USA) Inc.	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
ICBC (NY Branch)	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Itau	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Itau Seguros SA	Insurance & Benefits Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
J.P. Morgan Securities LLC	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
JPMorgan Chase Bank, N.A.	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
KLM Royal Dutch Airlines	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
LG U Plus	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lufthansa Technick AG	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Macquarie Macquarie Aerospace Finance 36707	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Macquarie Investment Management	Ad Hoc Group of Noteholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Massachusetts Mutual Life Insurance Company	Insurance & Benefits Providers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Merrill Lynch Commodities Inc.	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
MetLife	Insurance & Benefits Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Microsoft	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Moneda Asset Management	Ad Hoc Group of Noteholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Morgan Stanley Capital Group Inc.	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
MUFG Bank, Ltd. (as Successor to DVB Bank SE)	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Natixis, New York Branch	Aircraft Transactions (PDP Financings)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NTT Data Services Mexico Operations s de RL de CV	Significant Vendors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NTT Finance Corporation	Aircraft Transactions (JOLCOS)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NTT TC Leasing Co., Ltd.	Aircraft Transactions (JOLCOS)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Oracle de México, S.A. de C.V.	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Orange SA	Utilities	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Panasonic Avionics Corporation	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Paramount Pictures Corporation	Notice of Appearance Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Paypal	Banks & Financial Service Providers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Royal Bank of Canada	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Salesforce.com, Inc.	Significant Contract Counterparties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
ScotiaBank	Banks & Financial Service Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Shell Nederland Verkoopmaatschappij BV	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Sumitomo Mitsui Banking Corporation Brussels Branch	Aircraft Transactions (JOLCOS)	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Sumitomo Mitsui Banking Corporation, New York Branch	Aircraft Transactions (JOLCOS)	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Teleperformance	Significant Contract Counterparties	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
The Bank of New York Mellon	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
The Boeing Company	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
The Vanguard Group	Significant Equityholders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Trafigura Mexico S.A. de C.V.	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Vitol	Fuel Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo	Banks & Financial Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Bank Northwest, National Association, as Trustee Under Trust Agreements MSN 43704, 43756, 43712, 43762 and 43763	Banks & Financial Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., not in its Individual Capacity but	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Solely as Owner Trustee for Aviation Capital Group		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For The Benefit Of Willis Lease Finance Corporation	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For Drake Jet Leasing 2 Designated Activity Company, As Owner Participant	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For GASL Bermuda A-1 Limited	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For CRA Aircraft Holdings Bermuda Limited	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For Aviation Capital Group Singapore Pte. Ltd	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For JSA Aircraft 36699, LLC	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For JSA Aircraft 36705, LLC As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For JSA Aircraft 36706, LLC As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For JSA Aircraft 36880, LLC As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For Jackson Square Aviation Ireland Limited As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For SMBC Aviation Capital Limited As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity But Solely As Owner Trustee For JSA International U.S. Holdings, LLC As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity, But Solely As Owner Trustee For Avolon Aerospace (Ireland) AOE 118 Limited As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity, But Solely As Owner Trustee For CIT Aerospace International As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Trust Company, N.A., Not In Its Individual Capacity, But Solely As Owner Trustee Under The Trust Agreement Msn 35121 For Air Lease Corporation As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wells Fargo Bank, National Association, As Indenture Trustee	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company	Top 30 Unsecured Creditors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Wilmington Trust Company SP Services (Dublin) Limited, Not In Its Individual Capacity, But Solely As Trustee For The Aircraft Msn 34954 (Ireland) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Owner Trustee Of Aircraft 78b-35311 (Delaware) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Owner Trustee Of The Aircraft 73b-30671 (Delaware) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Owner Trustee Of The Aircraft 78b-35306 (Delaware) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Owner Trustee Of The Aircraft 78b-35307 (Delaware) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Owner Trustee Of The Aircraft 78b-35308 (Delaware) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Owner Trustee Of The Aircraft 78b-35312 (Delaware) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust SP Services (Dublin) Limited, Not In Its Individual Capacity, But Solely As Trustee For Aircraft Msn 35120 Trust And Thunderbolt Iii Aircraft Lease Limited As Beneficiary	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust SP Services (Dublin) Limited, Not In Its Individual Capacity, But Solely As Trustee Of The Aircraft 78b- 65092 (Ireland) Trust	Aircraft Transactions (Operating Leases)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Security Trustee	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Trust Company, Not In Its Individual Capacity, But Solely As Security Trustee	Aircraft Transactions (Structured Financing)	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.