

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

-----X
 :
In re : **Chapter 11**
 :
GRUPO AEROMÉXICO, S.A.B. de C.V., et al., : **Case No. 20-11563 (SCC)**
 :
Debtors. : **Jointly Administered**
 :
 -----X

**COVER SHEET FOR THIRD INTERIM APPLICATION
OF SKYWORKS CAPITAL, LLC FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED AS AIRCRAFT FLEET RESTRUCTURING
FINANCIAL ADVISOR FOR THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JANUARY 1, 2021 THROUGH APRIL 30, 2021**

Name of Applicant:	SkyWorks Capital, LLC
Authorized to Provide Professional Services to:	Debtors and Debtors-In-Possession
Date of Retention:	September 23, 2020 (<i>nunc pro tunc</i> to June 30, 2020)
Period for which Compensation and Reimbursement is sought:	January 1, 2021 through April 30, 2021
Amount of Compensation sought as actual, reasonable, and necessary:	\$4,668,910.00 ¹
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$45,218.00
Blended Hourly Rate:	\$1,006.99

¹ This amount includes a voluntary reduction in the total amount of \$49.48 to adjust downward to tenths of an hour certain entries that were initially inadvertently not billed to tenths of an hour in SkyWork's Tenth Monthly Fee Application.

Prior Applications Filed:

Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
Docket No. 492 09/30/2020 (First Monthly Fee Application)	07/01/2020 – 07/31/2020	\$425,000.00	\$23,850.00	\$425,000.00	\$23,850.00
Docket No. 494 09/30/2020 (Second Monthly Fee Application)	08/01/2020 – 08/31/2020	\$425,000.00	\$15,022.50	\$425,000.00	\$15,022.50
Docket No. 537 10/15/2020 (First Interim Fee Application)	07/01/2020- 08/31/2020	\$850,000.00	\$38,872.50	\$765,000.00	\$37,302.50
Docket No. 600 10/30/2020 (Third Monthly Fee Application)	09/01/2020- 09/30/2020	\$3,740,000.00	\$43,050.00	\$3,740,000.00	\$43,050.00
Docket No. 674 11/30/2020 (Fourth Monthly Fee Application)	10/01/2020- 10/31/2020	\$493,475.00	\$20,465.00	\$493,475.00	\$20,465.00
Docket No. 773 12/30/2020 (Fifth Monthly Fee Application)	11/01/2020- 11/30/2020	\$470,062.50	\$26,132.50	\$470,062.50	\$26,132.50
Docket No. 829 01/21/2021 (Sixth Monthly Fee Application)	12/01/2020- 12/31/2020	\$505,637.50	\$8,740.00	\$505,637.50	\$8,740.00
Docket No. 857 01/28/2021 (Second Interim Fee Application)	09/1/2020- 12/31/2020	\$5,209,175.00	\$98,387.50	\$5,209,175.00	\$64,297.50

Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
Docket No. 932 3/01/2021 (Seventh Monthly Fee Application)	01/01/2021- 01/31/2021	\$304,540.00	\$23,805.00	\$243,632.00	\$23,805.00
Docket No. 1039 03/31/2021 (Eighth Monthly Fee Application)	02/01/2021- 02/28/2021	\$1,749,387.50	\$7,018.00	\$1,399,510.00	\$7,018.00
Docket No. 1203 05/18/2021 (Ninth Monthly Fee Application)	03/01/2021- 03/31/2021	\$345,815.00	\$13,631.00	\$276,652.00	\$13,631.00
Docket No. 1238 05/28/2021 (Tenth Monthly Fee Application)	04/01/2021- 04/30/2021	\$2,269,216.98	\$764.00	\$1,815,373.58	\$764.00

**COMPENSATION BY PROFESSIONAL (FOR THE PERIOD FROM JANUARY 1, 2021
THROUGH APRIL 30, 2021)**

Name of Professional Person	Position of Applicant	Hourly Rate²	Total Billed Hours	Total Compensation²
Matthew Landess	Managing Director	N/A	858.30	N/A
Matthew Landess	Managing Director	\$1,250.00	48.20	\$60,250.00
Jeff Craine	Managing Director	N/A	378.40	N/A
Jeff Craine	Managing Director	\$1,250.00	9.80	\$12,250.00
Vanki Chow	Managing Director	N/A	449.70	N/A
Vanki Chow	Managing Director	\$1,250.00	16.60	\$20,750.00
Arif Husain	Senior Vice President	N/A	310.00	N/A
Arif Husain	Senior Vice President	\$1,100.00	33.00	\$36,300.00
Geoff Munger	Senior Vice President	N/A	789.20	N/A
Geoff Munger	Senior Vice President	\$1,100.00	19.20	\$21,120.00
Simon Chiu	Senior Vice President	N/A	344.80	N/A
Simon Chiu	Senior Vice President	\$1,100.00	228.00	\$250,800.00
Brian Lynch	Vice President	N/A	741.60	N/A
Brian Lynch	Vice President	\$800.00	8.90	\$7,120.00
Christian Dietz	Associate	N/A	17.60	N/A
Christian Dietz	Associate	\$575.00	113.60	\$65,320.00
Dawei (Dave) Zhang	Analyst	N/A	269.50	N/A
Dawei (Dave) Zhang	Analyst	\$350.00	0.00	\$0.00
Monthly Advisory Fees (pursuant to Engagement Agreement Section 2(i))				\$800,000.00
Maintenance Contract Evaluation Fees (pursuant to Engagement Agreement Section 2(iii))				\$160,000.00
Success Fees (Based upon Engagement Agreement Section 2(iii)(A))				\$1,430,000.00

² Hourly Rates and Total Compensation are marked “n/a” in this table where services were provided by individuals under non-hourly engagements during the Compensation Period covered by this Application. Fees for such non-hourly engagements are not calculated based upon the number of hours worked times the hourly billings rates for such professionals. Thus, only the hours billed by such professionals are reflected herein for services provided pursuant to such non-hourly engagements.

Name of Professional Person	Position of Applicant	Hourly Rate²	Total Billed Hours	Total Compensation²
Success Fee relating to Boeing Agreement (pursuant to Engagement Agreement Section 2(iii)(C))				\$305,000.00
Sale-Leaseback Agreement Fees (pursuant to Engagement Agreement Section 2(vi))				\$1,500,000.00
Total			4,636.40	\$4,668,910.00³

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees¹
General Financial Advisory Service - Strategy Planning	450.70	N/A
General Financial Advisory Service - Calls/Meeting with Creditors	340.80	N/A
General Financial Advisory Service - Documentation/Business Analysis	1,009.30	N/A
General Financial Advisory Service - Financial Analysis/Modeling	614.90	N/A
General Financial Advisory Service - Calls with Debtors' Counsel	99.90	N/A
General Financial Advisory Service - Calls/ Meetings with Debtors (inc. Strategy Calls)	870.20	N/A
Claims Advisory Services (Strategy Planning)	45.20	\$40,922.50
Claims Advisory Services (Calls/Meetings with Creditors)	55.50	\$54,727.50
Claims Advisory Services (Documentation/Business Analysis)	60.90	\$63,007.50
Claims Advisory Services (Financial Analysis/Modeling)	226.30	\$222,852.50
Claims Advisory Services (Calls with Debtors' Counsel)	15.00	\$16,102.50
Claims Advisory Services (Calls/Meetings with Debtors)	74.40	\$76,297.50
Maintenance Contract Evaluation (Strategy Planning)	77.40	N/A
Maintenance Contract Evaluation (Calls/Meetings with Creditors)	69.00	N/A
Maintenance Contract Evaluation (Documentation/Business Analysis)	263.70	N/A
Maintenance Contract Evaluation (Financial Analysis/Modeling)	139.60	N/A
Maintenance Contract Evaluation (Calls with Debtors' Counsel)	20.50	N/A
Maintenance Contract Evaluation (Calls/Meetings with Debtors)	203.10	N/A
Monthly Advisory Fees (pursuant to Engagement Agreement Section 2(i))	0.00	\$800,000.00

³ This amount includes a voluntary reduction in the total amount of \$49.48 to adjust downward to tenths of an hour certain entries that were initially inadvertently not billed to tenths of an hour in SkyWork's Tenth Monthly Fee Application.

Project Category	Total Hours	Total Fees¹
Maintenance Contract Evaluation Fees (pursuant to Engagement Agreement Section 2(iii))	0.00	\$160,000.00
Success Fees (Based upon Engagement Agreement Section 2(iii)(A))	0.00	\$1,430,000.00
Success Fee relating to Boeing Agreement (pursuant to Engagement Agreement Section 2(iii)(C))	0.00	\$305,000.00
Sale-Leaseback Agreement Fees (pursuant to Engagement Agreement Section 2(vi))	0.00	\$1,500,000.00
Total	4,636.40	\$4,668,910.00⁴

SUMMARY OF EXPENSES

Project Category	Total Fees
Legal Fees	\$45,218.00
Total	\$45,218.00

⁴ This amount includes a voluntary reduction in the total amount of \$49.48 to adjust downward to tenths of an hour certain entries that were initially inadvertently not billed to tenths of an hour in SkyWork's Tenth Monthly Fee Application.

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

-----X
: **Chapter 11**
: **Case No. 20-11563 (SCC)**
: **Jointly Administered**
: **Debtors.**
: **Jointly Administered**
-----X

**THIRD INTERIM APPLICATION
OF SKYWORKS CAPITAL, LLC FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED AIRCRAFT FLEET RESTRUCTURING
FINANCIAL ADVISOR FOR THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JANUARY 1, 2021 THROUGH APRIL 30, 2021**

Pursuant to sections 328, 330 and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Local Rule 2016-1 and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals* dated September 8, 2020 (the “**Interim Compensation Order**”) [ECF 360],¹ SkyWorks Capital, LLC (“**SkyWorks**”), aircraft fleet restructuring financial advisors, hereby files this third interim application (this “**Application**”) for allowance of compensation for services rendered and for reimbursement of expenses as aircraft fleet restructuring financial advisors for the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) for the period from January 1, 2021 through April 30, 2021 (the “**Compensation Period**”).

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order.

By this Application, SkyWorks requests interim allowance pursuant to the Interim Compensation Order with respect to the sums of \$4,668,910.00² as compensation and \$45,218.00 for reimbursement of actual and necessary expenses for the Compensation Period.

The fees requested in this Application include a monthly Advisory Fee of \$800,000.00 owing pursuant to Section 2(i) of SkyWorks' Engagement Letter with the Debtors. Additionally, pursuant to Section 1(C)(i) of SkyWorks' Engagement Letter, SkyWorks assisted the Debtors in negotiating and consummating Sale-Leaseback Agreements for ten (10) aircraft during the Compensation Period,³ and is therefore entitled to related fees totaling \$1,500,000.00 (representing \$150,000.00 per aircraft subject to such Sale-Leaseback Agreements pursuant to Section 2(vi) of SkyWorks' Engagement Letter). SkyWorks has also included in this Application \$160,000.00 in maintenance contract related fees pursuant to Section 2(viii) of SkyWorks' Engagement Letter. In addition, pursuant to Section 2(iii)(C) of SkyWorks' Engagement Letter, SkyWorks' services to the Debtors in connection with the Debtors' agreement with Boeing (the "**Boeing Agreement**"), approved pursuant to this Court's *Order Authorizing the Debtors to Enter into an Amended Agreement with the Boeing Company and Approval of Compromises Reflected Therein* [Docket No. 459] (the "**Boeing Order**"), satisfied the condition for payment of a related Success Fee to SkyWorks equal to \$750,000.00. As set forth in the *Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 for Authority to Employ and Retain Skyworks Capital, LLC as Aircraft Fleet Restructuring Financial Advisor Effective as of the Petition Date* [Docket No. 459] Retention Order (defined below), "[t]he aggregate Fees in Sections 2(i) and 2(iii), payable to SkyWorks shall be capped at US\$8,000,000 for work performed through February 28, 2021." Retention Order ¶ 4(b). SkyWorks previously earned \$7,695,000 in aggregate fees pursuant to sections 2(i) and 2(iii) of SkyWorks' Engagement Agreement, thus SkyWorks is entitled to

² This amount includes a voluntary reduction in the total amount of \$49.48 to adjust downward to tenths of an hour certain entries that were initially inadvertently not billed to tenths of an hour in SkyWork's Tenth Monthly Fee Application.

³ The Debtors were authorized to effectuate these Sale-Leaseback Agreements pursuant to this Court's *Order Authorizing the Lessee Debtor to Effectuate the Transactions Related to the Sale-Leaseback Agreements and Related Transactions with AerCap Ireland Limited* [Docket No. 1157].

approval and payment of \$305,000.00 of the \$750,000.00 fee related to the Boeing Agreement. SkyWorks has also included in this Application \$473,910.00 in hourly Claims Advisory Fees for claims advisory services provided during the Compensation Period pursuant to the Retention Order. Finally, pursuant to Section 2(iii)(A) of the Engagement Letter, SkyWorks' services to the Debtors in connection with Power by the Hour Stipulations approved by the Court have generated aircraft fleet savings across 22 aircraft satisfying the conditions for payment of Success Fees equal to \$65,000 per aircraft, for a total of \$1,430,000.00 included in this Application. Thus, the aggregate fees requested in this Application total \$4,668,910.00.

BACKGROUND

1. On June 30, 2020 (the "**Petition Date**"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 13, 2020, the United States Trustee for the Southern District of New York (the "**U.S. Trustee**") appointed the official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code [ECF No. 92]. No request has been made for the appointment of a trustee or examiner in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* [ECF No. 30] entered by the Court in each of the Chapter 11 Cases.

2. On July 30, 2020, the Debtors filed the *Application of the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 for Authority to Employ and Retain SkyWorks Capital, LLC as Aircraft Fleet Restructuring Financial Advisor Effective as of the Petition Date* (the "**Retention Application**," ECF No. 219). The Retention Application was approved effective as of the Petition Date, pursuant to this Court's related Order dated September

23, 2020. The Retention Order set forth the terms and conditions of SkyWorks' employment in these Chapter 11 Cases. The Retention Order also authorized SkyWorks to be compensated for services rendered and to be reimbursed for actual and necessary related expenses.

3. As noted in SkyWorks' declaration annexed to the Retention Application (the "**Landess Declaration**"), as of July 28, 2020, SkyWorks was holding an advance payment retainer balance totaling \$850,000 (the "**Retainer**"). SkyWorks applied the Retainer to the fees and expenses approved pursuant to SkyWorks' First Monthly Statement (defined below) and SkyWorks' Second Monthly Statement (defined below).

4. On November 5, 2020, the Debtors filed the *Motion of the Debtors for Entry of an Order Authorizing Skyworks Capital, LLC as Aircraft Fleet Restructuring Financial Advisor to Render and be Compensated for Certain Services Nunc Pro Tunc to November 5, 2020* (the "**Supplemental Retention**," ECF 616). The Supplemental Retention Order was approved effective as November 5, 2020, pursuant to this Court's related Order dated November 23, 2020.

5. On September 30, 2020, SkyWorks filed *its Notice of First Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from July 1, 2020 through July 31, 2020* (the "**First Monthly Statement**," ECF No. 492).

6. On September 30, 2020, SkyWorks filed *its Notice of Second Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from August 1, 2020 through August 31, 2020* (the "**Second Monthly Statement**," ECF No. 493).

7. On October 15, 2020, Skyworks filed its *First Interim Application of Skyworks Capital, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred Aircraft Fleet Restructuring Financial Advisor for the Debtors and Debtors in Possession for the Period From July 1, 2020 through August 31, 2020* (the “**First Interim Fee Application**,” ECF 537). The First Interim Fee Application reflected fees in the amount of \$850,000.00 and expenses in the amount of \$38,872.50. By order dated November 30, 2020, SkyWorks was allowed interim fees in the amount \$765,000.00 and expenses in the amount of \$37,302.50.

8. On October 30, 2020, SkyWorks filed its *Notice of Third Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from September 1, 2020 through September 30, 2020* (the “**Third Monthly Statement**,” ECF No. 600).

9. On November 30, 2020, SkyWorks filed its *Notice of Fourth Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from October 1, 2020 through October 31, 2020* (the “**Fourth Monthly Statement**,” ECF No. 674).

10. On December 30, 2020, SkyWorks filed its *Notice of Fifth Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from November 1, 2020 through November 31, 2020* (the “**Fifth Monthly Statement**,” ECF No. 773).

11. On January 21, 2021, SkyWorks filed *its Notice of Sixth Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from December 1, 2020 through December 31, 2020* (the “**Sixth Monthly Statement**,” ECF No. 829).

12. On January 28, 2021, Skyworks filed its *Second Interim Application of Skyworks Capital, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred Aircraft Fleet Restructuring Financial Advisor for the Debtors and Debtors in Possession for the Period From September 1, 2020 through December 31, 2020* (the “**Second Interim Fee Application**,” ECF 857). The Second Interim Fee Application reflected fees in the amount of \$5,209,175.00 and expenses in the amount of \$98,387.50. By order dated March 17, 2021, SkyWorks was allowed interim fees in the amount \$5,209,175.00 and expenses in the amount of \$64,297.50.

13. On March 1, 2021, SkyWorks filed *its Notice of Seventh Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from January 1, 2021 through January 31, 2021* (the “**Seventh Monthly Statement**,” ECF No. 932).

14. On March 31, 2021, SkyWorks filed *its Notice of Eighth Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from February 1, 2021 through February 28, 2021* (the “**Eighth Monthly Statement**,” ECF No. 1039).

15. On May 18, 2021, SkyWorks filed *its Notice of Ninth Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from March 1, 2021 through March 31, 2021* (the “**Ninth Monthly Statement**,” ECF No. 1203).

16. On May 28, 2021, SkyWorks filed *its Notice of Tenth Monthly Statement of SkyWorks Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Aircraft Fleet Restructuring Financial Advisors for the Debtors and Debtors In Possession for the Period from April 1, 2021 through April 30, 2021* (the “**Tenth Monthly Statement**,” ECF No. 1238).

COMPENSATION PAID AND ITS SOURCE

17. All services for which SkyWorks requests compensation and reimbursement were performed for or on behalf of the Debtors. The compensation requested in this Application includes monthly Advisory Fees, transaction based fees, and certain hourly fees incurred pursuant to the terms of SkyWorks’ Engagement Letter with the Debtors.

18. SkyWorks has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity in connection with the matters covered by this Application.

SUPPORTING DETAIL

19. The supporting detail for this Application is attached hereto as Exhibits A, B and C. **Exhibit A** contains a listing of SkyWorks professionals (the “**SkyWorks Professionals**”), that rendered services to the Debtors, including the number of hours spent by SkyWorks Professionals who rendered services to the Debtors during the Compensation Period. **Exhibit B** contains the daily time information for SkyWorks Professionals during the Compensation Period.

Exhibit C includes copies of supporting documentation for expenses incurred during the Compensation Period.

SUMMARY OF SERVICES BY PROJECT

20. During the Compensation Period, SkyWorks provided extensive professional services to the Debtors. Such services included, among other things (as set forth in further detail in **Exhibit B**):

A. General Financial Advisory Service - Strategy Planning

Fees: N/A⁴ Hours: 450.70

This category includes coordination and development of fleet strategy and tactics with and for the Debtors with respect to the Debtors' strategy regarding various lease and loan instruments, including analysis of the market and Debtors' related fleet plans and objectives, and negotiating plans with respect to restructured fleet arrangements, new sale and leaseback arrangements and/or the introduction of additional aircraft to the fleet.

B. General Financial Advisory Service - Calls/Meeting with Creditors

Fees: N/A² Hours: 340.80

This category includes many telephone calls and meetings with creditors to resolve issues related to their agreements with the Debtors, including to address various proposals received from creditors and negotiations with creditors related to letters of intent and lease and loan agreements.

C. General Financial Advisory Service -Documentation/Business Analysis

Fees: N/A² Hours: 1,009.30

⁴ Fees marked "n/a" were provided under non-hourly engagements during the Compensation Period covered by this Application.

This category includes work by the SkyWorks team analyzing the Debtors' aircraft documentation, summarizing various leases of the Debtors, and preparation of power by the hour exhibits. Time spent also included review, drafting and commenting on letters of intent and lease and loan documentation to reflect commercial discussions and agreements with creditors. Additionally, SkyWorks spent time reviewing fleet plan implications of various actions and proposals.

D. General Financial Advisory Service - Financial Analysis/Modeling

Fees: N/A² Hours: 614.90

This category includes modeling various scenarios of cost savings to the Debtor. Additionally, SkyWorks analyzed, prepared, and provided status and savings reports to the Debtors, Creditors Committee, Ad Hoc Committee and DIP Lenders on a regular basis that required an intensive amount of detail with respect to the aircraft. Extensive work on various modeling aircraft maintenance and ownership costs was also performed.

E. General Financial Advisory Service - Calls with Debtors' Counsel

Fees: N/A² Hours: 99.90

This category includes coordinating with Debtors' counsel regarding various positions taken by creditors, as well as on motions related to agreements with Boeing and certain lessors related to amended leases and new sale and leaseback agreements. Each creditor negotiation also required consultation and coordination with Debtors' counsel.

F. General Financial Advisory Service - Calls/Meetings with Debtors (including Strategy Calls)

Fees: N/A² Hours: 870.20

This category includes continually communicating and refining the Debtors' strategy with Debtors and their counsel. Telephone calls were regularly held to review and, if

necessary, revise the strategy, and brief the Debtors on, and receive direction from, the Debtors with respect to various negotiations conducted between SkyWorks and various creditors. SkyWorks participated in daily telephone conferences with the Debtors to update the Debtors on work underway and coordinate efforts to reach the best possible outcome for the Debtors.

G. Claim Advisory Services (Strategy Planning)

Fees: \$40,922.50 Hours: 45.20

This category includes forming and refining a strategy and tactics to accomplish such strategy with respect to aircraft claims negotiations and methodology for claims calculations.

H. Claim Advisory Services (Calls/Meetings with Creditors)

Fees: \$54,727.50 Hours: 55.50

This category includes calls with counterparties to negotiate satisfactory resolutions of claims, including with the Creditors Committee, Ad Hoc Committee and DIP Lenders to ensure agreement on the resolutions of aircraft creditor claims.

I. Claim Advisory Services (Documentation/Business Analysis)

Fees: \$63,007.50 Hours: 60.90

This category includes review and analysis of various contracts with counterparties for estimated claims, including review and analysis of relevant terms associated with claim components, and review of motions for resolution of claims to ensure the proper claim amounts were filed as agreed.

J. Claim Advisory Services (Financial Analysis/Modeling)

Fees: \$222,852.50 Hours: 226.30

This category includes developing a methodology for each aircraft and engine pool to estimate damages that can be claimed by counterparties from their prepetition agreements. The methodology identifies the economic components that can be included in the claim and the

respective calculation method. Work also involved the creation of a model to calculate the claim amount on an aircraft-by aircraft and engine-by-engine basis using the terms extracted.

K. Claim Advisory Services (Calls with Debtors' Counsel)

Fees: \$16,102.50 Hours: 15.00

This category includes calls with Debtors' legal counsel to discuss contract terms and assessments of possible claims.

L. Claim Advisory Services (Calls/Meetings with Debtors)

Fees: \$76,297.50 Hours: 74.40

This category includes discussions with Debtors regarding analyses, methodology, and models regarding possible claims. The Debtors also provided feedback to SkyWorks.

M. Maintenance Contract Evaluation (Strategy Planning)

Fees: N/A² Hours: 77.40

This category includes coordinating and planning strategy and tactics relating to various maintenance contracts under negotiation, or to be under negotiation in the future.

N. Maintenance Contract Evaluation (Documentation/Business Analysis)

Fees: N/A² Hours: 263.70

This category includes review of contracts, and related amendments and side letters, to analyze and determine relevant terms and major commercial points, and to assess commercial and technical provisions for possible amendment. This category also includes analysis and comparison of terms and pricing to industry average costs within the framework of Aeromexico's operations.

O. Maintenance Contract Evaluation (Calls/Meetings with Creditors)

Fees: N/A² Hours: 69.00

This category includes extensive calls between SkyWorks, GE Engines, and CFM International, and their respective professionals, to discuss various maintenance contracts and related amendments governing the purchase and repair of GE and CFM International engine products.

P. Maintenance Contract Evaluation (Financial Analysis/Modeling)

Fees: N/A² Hours: 139.60

This category includes financial analysis and modeling, and development of a bespoke model, to help Debtors and SkyWorks evaluate GE and CFM International proposals, and to assess the benefits and effect of various options under negotiation.

Q. Maintenance Contract Evaluation (Calls with Debtors' Counsel)

Fees: N/A² Hours: 20.50

This category includes calls with Debtors' counsel regarding the review and drafting of the final GE and CFM International power by the hour and general terms of agreements, as well as various maintenance contracts and models.

R. Maintenance Contract Evaluation (Calls/Meetings with Debtors)

Fees: N/A² Hours: 203.10

This category includes discussion with Debtors' working groups for input on maintenance contract administration and past payments. This also includes calls with Debtors to review, discuss options, analyze and assess GE and CFM International proposals and Debtors' related requirements. This category also includes review, together with Debtors, of the GE and CFM International power by the hour agreements and the review of other GE/CFM International agreements governing GE engine products.

21. To the best of SkyWorks' knowledge, this Application complies with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable Guidelines adopted by

the Office of the United States Trustee, Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), and the Interim Compensation Order in these cases.

22. The fees charged in this matter are comparable to those that SkyWorks, and similar professional services firms, generally charge similar clients for similar services to those rendered to the Debtors during the Compensation Period.

ACTUAL AND NECESSARY EXPENSES

23. As reflected in the attached *Cover Sheet for Third Interim Application of Skyworks Capital, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred As Aircraft Fleet Restructuring Financial Advisor for the Debtors and Debtors In Possession for the Period From January 1, 2021 through April 30, 2021* (the “**Cover Sheet**”), SkyWorks Professionals have expended a total of \$45,218.00 in reasonable and necessary expenses in connection with the services performed on behalf of the Debtors during the Compensation Period.

24. The expenses sought herein reflect expenses which SkyWorks and similar firms normally bill to their bankruptcy and non-bankruptcy clients in amounts reflecting the actual cost of such expenses. SkyWorks believes that these expenses were necessary, reasonable and justified under the circumstances to serve the needs of the Debtors in these cases.

VALUATION OF SERVICES

25. SkyWorks Professionals have expended a total of 4,636.40 hours in connection with the work performed during the Compensation Period. A summary of the hours and fees incurred by SkyWorks Professionals is annexed hereto as **Exhibit A**. SkyWorks believes that the reasonable value of such services rendered to the Debtors during the Compensation Period is not less than \$4,668,910.00.

APPLICABLE LAW

26. Section 330(a)(1) of the Bankruptcy Code provides, in relevant part, as follows:

(a) (1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a ... professional person employed under section 327 or 1103 –

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

27. Section 328 of the Bankruptcy Code in turn prescribes the applicable standard of review with respect to the amount of compensation sought by SkyWorks in this Application.

28. SkyWorks respectfully submits that the compensation sought in this Application is necessary and appropriate, and should be approved. The services rendered to the Debtors during the Compensation Period required a high degree of professional competence, and SkyWorks Professionals were required to expend substantial time and effort in providing those services. At all times during the Compensation Period, SkyWorks Professionals performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors and their estates.

29. The request herein is without prejudice to SkyWorks' right to seek any additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application.

30. To the best of SkyWorks' knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules for the United States Bankruptcy Court for the Southern District of New York, the *Amended Guidelines for Fees and Disbursements For Professionals in Southern District of New York*, and the Interim Compensation Order.

WHEREFORE, SkyWorks respectfully requests that this Court (i) grant interim approval of the compensation sought herein in the sum on \$4,668,910.00, plus reimbursement of actual and necessary expenses in the amount of \$45,218.00 for the Compensation Period, (ii) authorize payment of such amounts by the Debtors to SkyWorks, less any such amounts previously paid to SkyWorks by the Debtors, and (iv) grant such further relief as is just and proper.

Dated: June 15, 2021

/s/ Matthew A. Landess

Matthew A. Landess

Partner

SkyWorks Capital, LLC

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

-----X
: **Chapter 11**
: **Case No. 20-11563 (SCC)**
: **Jointly Administered**
: **Debtors.**
: **Jointly Administered**
-----X

**CERTIFICATION IN RESPECT OF THIRD INTERIM
APPLICATION OF SKYWORKS CAPITAL, LLC FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED AS AIRCRAFT FLEET RESTRUCTURING
FINANCIAL ADVISOR FOR THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JANUARY 1, 2021 THROUGH APRIL 30, 2021**

Matthew A. Landess, a Partner of SkyWorks Capital, LLC (“**SkyWorks**”),¹ makes the following certification, pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “**Local Guidelines**”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**” and collectively with the Local Guidelines, the “**Guidelines**”), with respect to the *Third Interim Application of Skyworks Capital, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred As Aircraft Fleet Restructuring Financial Advisor for the Debtors and Debtors In Possession for the Period From January 1, 2021 through April 30, 2021* (the “**Application**”).

1. I am a Partner of SkyWorks.
2. I have reviewed the Application. To the best of my knowledge, information

¹ Capitalized terms used but otherwise defined herein shall have the meaning assigned to them in the Application.

and belief formed after reasonable inquiry, the Application complies with the mandatory Guidelines. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines. Except to the extent that fees or disbursements are prohibited by the Guidelines, fees and expenses sought are billed at rates and in accordance with practices customarily employed by SkyWorks.

3. The Debtors, Debtors' counsel, the Office of the United States Trustee, and counsel for the Official Committee of Unsecured Creditors (the "**Committee**") will be furnished with copies of SkyWorks' statements of fees and expenses for the months covered by the Application.

4. The Office of the United States Trustee, Debtors' counsel, and counsel for the Committee will also be furnished with copies of the Application.

5. To the best of my knowledge, SkyWorks does not make a profit on any of the expenses for which reimbursement is sought in the Application. To the best of my knowledge, in charging for any and all of the expenses, SkyWorks does not include in the amount sought the amortization of the cost of any investment, equipment or capital outlay. To the best of my knowledge, in seeking reimbursement for a service which SkyWorks justifiably purchased or contracted for from a third party, SkyWorks requests reimbursement only for the amount billed to SkyWorks by the third-party vendor and paid by SkyWorks to such vendor.

6. I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 15, 2021

/s/ Matthew A. Landess

Matthew A. Landess

Partner

SkyWorks Capital, LLC