

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re. GRUPO AEROMÉXICO, S.A.B. de C.V.

Debtor(s)

§
§
§
§

Case No. 20-11563

Lead Case No. 20-11563

☒ Jointly Administered

Monthly Operating Report

Chapter 11

Reporting Period Ended: 06/30/2021

Petition Date: 06/30/2020

Months Pending: 12

Industry Classification:

4	8	1	1
---	---	---	---

Reporting Method:

Accrual Basis ☒

Cash Basis ☐

Debtor's Full-Time Employees (current):

0

Debtor's Full-Time Employees (as of date of order for relief):

0

Supporting Documentation (check all that are attached):

(For jointly administered debtors, any required schedules must be provided on a non-consolidated basis for each debtor)

- ☒ Statement of cash receipts and disbursements
- ☒ Balance sheet containing the summary and detail of the assets, liabilities and equity (net worth) or deficit
- ☒ Statement of operations (profit or loss statement)
- ☒ Accounts receivable aging
- ☒ Postpetition liabilities aging
- ☐ Statement of capital assets
- ☒ Schedule of payments to professionals
- ☒ Schedule of payments to insiders
- ☒ All bank statements and bank reconciliations for the reporting period
- ☐ Description of the assets sold or transferred and the terms of the sale or transfer

/s/ Ricardo Javier Sánchez Baker

Signature of Responsible Party

07/29/2021

Date

Ricardo Javier Sánchez Baker

Printed Name of Responsible Party

243 Paseo de la Reforma, Piso 25, Mexico City, MX
06500

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name GRUPO AEROMÉXICO, S.A.B. de C.V.

Case No. 20-11563

Part 1: Cash Receipts and Disbursements		Current Month	Cumulative
a.	Cash balance beginning of month	\$563,377,663	
b.	Total receipts (net of transfers between accounts)	\$115,326,646	\$0
c.	Total disbursements (net of transfers between accounts)	\$8,516,236	\$13,099,761
d.	Cash balance end of month (a+b-c)	\$670,188,073	
e.	Disbursements made by third party for the benefit of the estate	\$0	\$0
f.	Total disbursements for quarterly fee calculation (c+e)	\$8,516,236	\$13,099,761

Part 2: Asset and Liability Status (Not generally applicable to Individual Debtors. See Instructions.)		Current Month
a.	Accounts receivable (total net of allowance)	\$-286
b.	Accounts receivable over 90 days outstanding (net of allowance)	\$0
c.	Inventory (Book <input checked="" type="radio"/> Market <input type="radio"/> Other <input type="radio"/> (attach explanation))	\$0
d.	Total current assets	\$1,003,208,296
e.	Total assets	\$-1,014,497,914
f.	Postpetition payables (excluding taxes)	\$1,087,946,636
g.	Postpetition payables past due (excluding taxes)	\$0
h.	Postpetition taxes payable	\$0
i.	Postpetition taxes past due	\$0
j.	Total postpetition debt (f+h)	\$1,087,946,636
k.	Prepetition secured debt	\$3,248,258
l.	Prepetition priority debt	\$0
m.	Prepetition unsecured debt	\$60,106,192
n.	Total liabilities (debt) (j+k+l+m)	\$1,151,301,085
o.	Ending equity/net worth (e-n)	\$-2,165,798,999

Part 3: Assets Sold or Transferred		Current Month	Cumulative
a.	Total cash sales price for assets sold/transferred outside the ordinary course of business	\$0	\$0
b.	Total payments to third parties incident to assets being sold/transferred outside the ordinary course of business	\$0	\$0
c.	Net cash proceeds from assets sold/transferred outside the ordinary course of business (a-b)	\$0	\$0

Part 4: Income Statement (Statement of Operations) (Not generally applicable to Individual Debtors. See Instructions.)		Current Month	Cumulative
a.	Gross income/sales (net of returns and allowances)	\$2,396,811	
b.	Cost of goods sold (inclusive of depreciation, if applicable)	\$0	
c.	Gross profit (a-b)	\$2,396,811	
d.	Selling expenses	\$3,555,012	
e.	General and administrative expenses	\$0	
f.	Other expenses	\$-96,796	
g.	Depreciation and/or amortization (not included in 4b)	\$0	
h.	Interest	\$-18,273,692	
i.	Taxes (local, state, and federal)	\$0	
j.	Reorganization items	\$-18,664,719	
k.	Profit (loss)	\$-37,329,012	\$-1,040,311,751

Debtor's Name GRUPO AEROMÉXICO, S.A.B. de C.V.

Case No. 20-11563

Part 5: Professional Fees and Expenses

		Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
a.	Debtor's professional fees & expenses (bankruptcy) <i>Aggregate Total</i>				
	<i>Itemized Breakdown by Firm</i>				
		Firm Name	Role		
	i	See attached			
	ii				

		Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
b.	Debtor's professional fees & expenses (nonbankruptcy) <i>Aggregate Total</i>				
	<i>Itemized Breakdown by Firm</i>				
		Firm Name	Role		
	i	See attached			
	ii				
c.	All professional fees and expenses (debtor & committees)				

Part 6: Postpetition Taxes

	Current Month	Cumulative
a. Postpetition income taxes accrued (local, state, and federal)	\$0	\$0
b. Postpetition income taxes paid (local, state, and federal)	\$0	\$0
c. Postpetition employer payroll taxes accrued	\$0	\$0
d. Postpetition employer payroll taxes paid	\$0	\$0
e. Postpetition property taxes paid	\$0	\$0
f. Postpetition other taxes accrued (local, state, and federal)	\$0	\$0
g. Postpetition other taxes paid (local, state, and federal)	\$0	\$0

Part 7: Questionnaire - During this reporting period:

- a. Were any payments made on prepetition debt? (if yes, see Instructions) Yes ☒ No ☐
- b. Were any payments made outside the ordinary course of business without court approval? (if yes, see Instructions) Yes ☐ No ☒
- c. Were any payments made to or on behalf of insiders? Yes ☒ No ☐
- d. Are you current on postpetition tax return filings? Yes ☒ No ☐
- e. Are you current on postpetition estimated tax payments? Yes ☒ No ☐
- f. Were all trust fund taxes remitted on a current basis? Yes ☒ No ☐
- g. Was there any postpetition borrowing, other than trade credit? (if yes, see Instructions) Yes ☐ No ☒
- h. Were all payments made to or on behalf of professionals approved by the court? Yes ☒ No ☐ N/A ☐
- i. Do you have:
- Worker's compensation insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- Casualty/property insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- General liability insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- j. Has a plan of reorganization been filed with the court? Yes ☐ No ☒

Debtor's Name GRUPO AEROMÉXICO, S.A.B. de C.V.

Case No. 20-11563

- k. Has a disclosure statement been filed with the court? Yes ☐ No ☒
- l. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Part 8: Individual Chapter 11 Debtors (Only)

- | | | |
|--|-------|-----|
| a. Gross income (receipts) from salary and wages | _____ | \$0 |
| b. Gross income (receipts) from self-employment | _____ | \$0 |
| c. Gross income from all other sources | _____ | \$0 |
| d. Total income in the reporting period (a+b+c) | _____ | \$0 |
| e. Payroll deductions | _____ | \$0 |
| f. Self-employment related expenses | _____ | \$0 |
| g. Living expenses | _____ | \$0 |
| h. All other expenses | _____ | \$0 |
| i. Total expenses in the reporting period (e+f+g+h) | _____ | \$0 |
| j. Difference between total income and total expenses (d-i) | _____ | \$0 |
| k. List the total amount of all postpetition debts that are past due | _____ | \$0 |
- l. Are you required to pay any Domestic Support Obligations as defined by 11 U.S.C § 101(14A)? Yes ☐ No ☒
- m. If yes, have you made all Domestic Support Obligation payments? Yes ☐ No ☐ N/A ☒

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information, and provision of this information is mandatory under 11 U.S.C. §§ 704, 1106, and 1107. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6). The United States Trustee will also use this information to evaluate a chapter 11 debtor's progress through the bankruptcy system, including the likelihood of a plan of reorganization being confirmed and whether the case is being prosecuted in good faith. This information may be disclosed to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Monthly Operating Report and its supporting documentation are true and correct and that I have been authorized to sign this report on behalf of the estate.

/s/ Ricardo Javier Sánchez Baker

Signature of Responsible Party

Chief Financial Officer

Title

Ricardo Javier Sánchez Baker

Printed Name of Responsible Party

07/29/2021

Date

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

Case No: 20-11563 (Jointly Administered)
Reporting Period: 6/1/21 - 6/30/21
Fed. Tax I.D. No.: N/A

MOR -1a: CONSOLIDATED CASH FLOW STATEMENTS DEBTORS AND NON DEBTORS

Starting Cash Balance as of June 1, 2021	\$844,385,740
Receipts	299,199,196
Operating Disbursements ¹	(272,382,723)
Operating Cash Flows	26,816,473
Non-Operating Cash Flows	11,072,581
Net Cash Flows	37,889,055
Total Ending Cash Balance June 30, 2021	\$882,274,795

FOOTNOTES

Note: Above represents consolidated receipts and disbursements of the entire Grupo Aeromexico organization, including Debtors and non-Debtors.

1. Certain payments of the Debtors were made on prepetition liabilities during the period pursuant to the interim and final first day orders.

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

Case No:

20-11563 (Jointly Administered)

Debtor

Reporting Period:

6/1/2021- 6/30/21

Fed. Tax I.D. No.:

N/A

MOR -1c: BANK ACCOUNT INFORMATION

Debtor	Bank	Last 4 Digits	Description	Balance as of Month End (USD)
Grupo Aeromexico, SAB DE CV	BANCOMER	2910	Mixed Account-MXN	\$ 724
Grupo Aeromexico, SAB DE CV	CITIBANK	5305	Mixed Account Foreign Currency- USD	\$ 15
Grupo Aeromexico, SAB DE CV	JPMORGAN/CHASE	6603	Mixed Account - USD	\$ 670,187,018
Grupo Aeromexico, SAB DE CV	SANTANDER	0442	Mixed Account-MXN	\$ 316
Sub Total - Bank Accounts				\$ 670,188,073
Sub Total - Investments				\$ -
Total				\$ 670,188,073

Debtor
GRUPO AEROMÉXICO, S.A.B. de C.V.
Case No
20-11563

Reporting Period:
6/1/21 - 6/30/21
Fed. Tax I.D. No.:
N/A

MOR -2a - BALANCE SHEET

Assets	June 2021
Current assets:	
Cash and cash equivalents	673,970,211
Trade and other receivables	9,906,021
Due from (to) related parties	275,955,768
Pre-Petition - Inter Company Debtor Receivables	43,376,295
Total current assets	1,003,208,296
Non-current assets:	
Total Advance payments and long-term deposits	5,024
Total Investment in subsidiaries	(2,059,024,104)
Total other non-current assets	41,312,870
Total non - current assets	(2,017,706,210)
Total assets	(1,014,497,914)
Liabilities	
Current Liabilities:	
DIP Financing	1,045,221,756
Trade and other accruals	25,171,860
Total Current Liabilities	1,070,393,616
Non-Current Liabilities	
Deferred liabilities	17,553,020
Total Non-Current Liabilities	17,553,020
Total Liabilities not subject to compromise	1,087,946,636
Liabilities subject to compromise	63,354,449
Total Liabilities	1,151,301,085
Equity	
Capital Stock	52,801,369
Social Capital	54,881,105
Retained Earnings	(2,541,729,454)
Legal reserve	43,422,836
Total other accumulated comprehensive income	224,825,145
Total Equity	(2,165,798,999)
Total liabilities and Equity	(1,014,497,914)

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

Case No: 20-11563 (Jointly Administered)

Debtor

Reporting Period: 6/1/21 - 6/30/21

Fed. Tax I.D. No.: N/A

MOR -2b: ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Trade Accounts Receivable	176,063,116	1,188,364	471,216	2,953,813	180,676,508
Less: Allowance for Bad Debts	(13,392,511)	(1,185,204)	(471,216)	(2,734,953)	(17,783,884)
Net Accounts Receivable	162,670,605	3,160	0	218,860	162,892,625

In re GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,	Case No: 20-11563 (Jointly Administered)
Debtor	Reporting Period: 6/1/21 - 6/30/21
	Fed. Tax I.D. No.: N/A

MOR-2c: POST-PETITION ACCOUNTS PAYABLE AGING¹

	Total	Current	Past Due 1			
			0-30 Days	31-60 Days	61-90 Days	91+ Days
Post-Petition Trade Payables Aging	162,977,528	147,976,573	1,948,245	1,522,109	3,235,875	8,294,726

FOOTNOTE

1. While the Debtors' AP Aging Report shows that the Debtors are past due on certain postpetition amounts owed, certain of these payments are not actually owed pursuant to various provisions of the bankruptcy code, and the Debtors do not believe that once they finish reconciling their invoices, books and records, this will be the case.

Debtor
GRUPO AEROMÉXICO, S.A.B. de C.V.
Case No
20-11563

Reporting Period:
6/1/21 - 6/30/21
Fed. Tax I.D. No.:
N/A

MOR -4: STATEMENT OF OPERATIONS

	June 2021	YTD Post-Petition (July 2020-June 2021)
Revenue:		
Other Operating revenue	2,396,811	17,313,923
Total Revenue	2,396,811	17,313,923
Operating Expenses:		
Selling and administrative	3,555,012	34,496,454
Impairment supplement	-	9,242,435
Other (income) expenses, net	(432,199)	(23,209,999)
	3,122,813	20,528,891
Total Operating Profit (Loss)	(726,003)	(3,214,967)
Finance income (cost)		
Net foreign exchange gain (loss)	335,403	(6,302,481)
Finance income (cost)	(18,273,692)	(105,309,099)
Gain (loss) on investment in subsidiaries	(18,664,719)	(925,485,204)
Total Finance Cost	(36,603,009)	(1,037,096,784)
Income (Loss) before income tax	(37,329,012)	(1,040,311,751)
Income tax expense	-	-
Income (Loss) for the period	(37,329,012)	(1,040,311,751)

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

Case No: 20-11563 (Jointly Administered)
Reporting Period: 6/1/21 - 6/30/21
Fed. Tax I.D. No.: N/A

MOR -5: PAYMENTS TO INSIDERS & PROFESSIONALS

INSIDERS						
						TOTAL PAID
Total Payment to Insiders						178,780.12
PROFESSIONALS						
NAME	DATE OF COURT ORDER AUTHORIZING RETENTION / EMPLOYMENT		TOTAL AMOUNT APPROVED ^[4]	AMOUNT PAID CURRENT MONTH	TOTAL PAID TO DATE ^[7]	TOTAL INCURRED & UNPAID
Akin Gump Strauss Hauer & Feld LLP	8/21/2020 ^[1]		4,339,461	-	4,339,461	-
AlixPartners, LLP	9/22/2020		26,231,656	5,954,946	26,231,656	7,304,318 ^[6]
Baker McKenzie	8/21/2020 ^[3]		99,319		99,319	-
Barclays PLC	8/21/2020 ^{[1],[2]}		2,009,367		2,009,367	-
Cervantes Sainz, S.C.	9/22/2020		1,610,716		1,610,716	-
Cleary Gottlieb Steen & Hamilton LLP	8/21/2020 ^{[1],[2],[3],[7]}		7,234,358	362,123	7,234,358	-
Creel, García-Cuellar, Aiza y Enriquez, S.C.	8/21/2020 ^{[1],[2],[3]}		1,814,505		1,814,505	-
Davis Polk & Wardwell LLP	9/8/2020		15,225,555	1,333,341	15,225,555	3,366,154 ^[6]
DNS Capital Partners, LLC	8/21/2020 ^{[1],[2],[3]}		225,000		225,000	-
Ducera Partners LLC	8/21/2020 ^{[1],[3]}		1,650,423		1,650,423	-
Epiq Corporate Restructuring, LLC - Claims and Noticing	7/2/2020		5,771,600	695,923	5,771,600	-
Epiq Corporate Restructuring, LLC - Administrative Agent	11/10/2020		-	-	-	-
FTI Consulting, Inc.	10/2/2020		2,750,846	300,000	2,750,846	805,645 ^[5]
L.E.K. Consulting LLC	8/21/2020 ^[1]		372,420		372,420	-
Linklaters LLP	8/21/2020 ^{[1],[2],[3]}		42,078		42,078	-
Mark Dunkerley	8/21/2020 ^{[1],[2],[3]}		400,000		400,000	-
Morgan, Lewis & Bockius LLP	10/13/2020 ^{[2],[3]}		262,973		262,973	-
Morris, Nichols, Arsht & Tunnell LLP	9/22/2020		538,760	40,342	538,760	193,581 ^[6]
Morrison & Foerster LLP	9/25/2020		3,813,997	622,059	3,813,997	1,458,558 ^[5]
Nader, Hayaux y Goebel, S.C.	8/21/2020		196,908	-	196,908	-
Paul, Weiss, Rifkind, Wharton & Garrison	10/13/2020 ^[2]		164,882		164,882	-
PricewaterhouseCoopers LLP	8/21/2020 ^{[1],[2],[3]}		1,325,000		1,325,000	-
Ramboll	8/21/2020 ^[3]		37,996		37,996	-
Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. De C.V.	1/21/2021		20,515,819	404,561	20,515,819	4,112,500 ^[5]
Santamarina Y Steta, S.C.	1/25/2021		277,714	236,059	277,714	119,204 ^[6]
Sainz Abogados, S.C.	3/19/2021		938,592	245,997	938,592	536,338 ^[6]
Seabury Consulting LLC	8/21/2020 ^{[1],[2]}		2,295,484		2,295,484	-
SkyWorks Capital, LLC	9/23/2020		9,335,244	2,106,421	9,335,244	2,166,358 ^[6]
The Lee Group PLLC	7/19/2021					143,950 ^[6]
White & Case LLP	9/23/2020		5,629,672	2,323,104	5,629,672	1,053,746 ^[5]
Willkie Farr & Gallagher LLP	6/29/2021					587,377 ^[6]
Total Payments to Professionals			\$ 115,110,346	\$ 14,624,876	\$ 115,110,346	\$ 21,847,729

FOOTNOTES

- [1] Amounts paid pursuant to Interim Order Granting Debtors' Motion To (I) Authorize Certain Debtors In Possession To Obtain Post-Petition Financing Pursuant To 11 U.S.C. §§ 105, 362, 363 And 364; (ii) Grant Liens And Superpriority Administrative Expense Claims To Dip Lenders Pursuant To 11 U.S.C. §§ 364 And 507; (iii) Modify Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364 And 507; (iv) Schedule Final Hearing Pursuant To Bankruptcy Rules 4001(B) And (C); And (V) Grant Related Relief (Dkt 318) entered on August 21, 2020.
- [2] Amounts paid pursuant to Final Order Granting Debtors' Motion to (I) Authorize Certain Debtors in Possession to Obtain Post-Petition Financing; (II) Grant Liens and Superpriority Administrative Expense Claims to DIP Lenders; (III) Modify Automatic Stay; and (IV) Grant Related Relief (Dkt 527) signed on 10/13/2020.
- [3] Amounts paid directly from the final DIP funding drawn on February 24, 2021.
- [4] These figures exclude heldback fees as provided by the court's interim compensation procedures and as agreed with the U.S. Trustee.
- [5] Includes unpaid fees through April 30, 2021.
- [6] Includes unpaid fees through May 31, 2021.
- [7] Includes amounts applied from retainers for AlixPartners, LLP, Davis, Polk & Wardwell, LLP, SkyWorks Capital, LLC, and Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. De C.V.

In re GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,	Case No:	20-11563 (Jointly Administered)
Debtor	Reporting Period:	6/1/21 - 6/30/21
	Fed. Tax I.D. No.:	N/A

MOR-6: STATUS OF POST-PETITION TAXES

The Debtor, Grupo Aeromexico, S.A.B. de C.V., and its affiliated Debtors, hereby submit this attestation regarding post-petition taxes
All postpetition taxes for the debtors, which are not subject to dispute or reconciliation are current; provided, however, the Debtors continue to actively
reconcile other amounts owed to various taxing and governmental authorities, which may subsequently be subject to dispute.

/s/ Ricardo Javier Sánchez Baker
Chief Financial Officer