

SANTAMARINA Y STETA, S.C.

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Mexican Counsel to the Official Committee of Unsecured Creditors

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

| | | |
|---|---|-------------------------|
| In re: |) | Chapter 11 |
| GRUPO AEROMÉXICO, S.A.B. de C.V., <i>et al.</i> , |) | Case No. 20-11563 (SCC) |
| Debtors. ¹ |) | (Jointly Administered) |

**COVERSHEET FOR *AMENDED* SECOND INTERIM APPLICATION
OF SANTAMARINA Y STETA, S.C. AS MEXICAN COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD
JANUARY 1, 2021 THROUGH APRIL 30, 2021**

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|-------------------------------------|---|
| Name of Applicant: | Santamarina y Steta, S.C. |
| Name of Client: | Official Committee of Unsecured Creditors |
| Petition Date: | June 30, 2020 |
| Retention Date: | January 25, 2021, <i>nunc pro tunc</i> to November 10, 2020 |
| Date of Order Approving Employment: | January 25, 2021 [Docket No. 834] |

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; and 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.

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|--|--|
| Time Period Covered by Application (the “ <u>Application Period</u> ”): | January 1, 2021 through April 30, 2021 |
| Total Compensation and Expenses Requested During the Application Period and Any Amount(s) Previously Requested: | Compensation: \$292,890.04 ² Expenses: \$539.81 Previously Requested: \$52,069.50 |
| Total Compensation and Expenses Previously Awarded by Court: | N/A |
| Name and Applicable Billing Rate for Each Person Who Billed Time During the Application Period, and Date of Bar Admission for Each Attorney: | Exhibit C to Application |
| Total Hours Billed and Total Amount of Billing for Each Person Who Billed Time During the Application Period: | Exhibit C to Application |

This is a(n): monthly ☒ interim final application.

² The Applicant has amended the requested amount to include \$7,965.04 in value-added tax (“**VAT**”) that was incurred for the period from November 1, 2020 through December 31, 2021, but was inadvertently excluded from the interim fee application for that period. *See First Interim Application of Santamarina y Steta, S.C. as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period November 10, 2020 Through December 31, 2020* [Docket No. 1240] (the “First Interim Application,” in which the amount of VAT incurred is set forth in **Exhibit E** thereto, but is not requested in the Application itself). The Applicant has also reduced its total requested amount to comport with informal comments received from the U.S. Trustee with respect to the Applicant’s time billed on account of monthly fee applications.

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Mexican 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)
)

**AMENDED² SECOND INTERIM APPLICATION OF SANTAMARINA Y STETA, S.C.
AS MEXICAN COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JANUARY 1, 2021 THROUGH APRIL 30, 2021**

Santamarina y Steta, S.C. (“**Santamarina y Steta**” or the “**Applicant**”), Mexican counsel to 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 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; and 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 The Applicant has amended the requested amount to include \$7,965.04 in VAT that was incurred for the period from November 1, 2020 through December 31, 2021, but was inadvertently excluded from the interim fee application for that period. *See First Interim Application of Santamarina y Steta, S.C. as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period November 10, 2020 Through December 31, 2020* [Docket No. 1240] (the amount of VAT incurred is set forth in **Exhibit E** thereto, but is not requested in the Application itself).

above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby submits its amended second interim application for compensation and reimbursement of expenses (the “**Application**”) for the period from January 1, 2021, through April 30, 2021 (the “**Application Period**”). In support of the Application, Santamarina y Steta respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue before this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-447, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013)* (the “**Local Guidelines**”), and the *U.S. Trustee 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 10, 2013* (the “**U.S. Trustee Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Attached hereto as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

BACKGROUND

A. The Chapter 11 Cases

3. On June 30, 2020 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses and managing 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 chapter 11 cases. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

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 Ricardo Javier Sánchez Baker in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Docket No. 20].

5. On July 13, 2020, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 92].³

B. The Retention of Santamarina y Steta

6. Immediately following its appointment, the Committee conducted its initial meeting and selected Santamarina y Steta as its Mexican counsel.

7. On December 10, 2020, the Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Santamarina y Steta S.C. as Mexican Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 10,*

³ The current members of the Committee are: (a) Bank of New York Mellon; (b) Asociación Sindical de Pilotos Aviadores; (c) Nordic Aviation Capital; (d) Falko Regional Aircraft Limited; and (e) Sabre GLBL Inc.

2020 [Docket No. 714] (the “**Santamarina y Steta Retention Application**”). On January 25, 2021, the Court entered the *Order Authorizing the Retention and Employment of Santamarina y Steta S.C. as Mexican Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 10, 2020* [Docket No. 834].

C. The Interim Compensation Order

8. On September 8, 2020, the Court entered 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] (the “**Interim Compensation Order**”). Pursuant to the Interim Compensation Order, Applicant is authorized to file and serve its monthly invoices on the Application Recipients (as defined in the Interim Compensation Order). If no objections are raised prior to the expiration of the applicable Objection Deadline, the Debtors are authorized to pay 80% of the fees and 100% of the expenses identified in the monthly fee statement.

D. Case Status

9. The Debtors have not yet filed a plan or disclosure statement in these chapter 11 cases. The remainder of the information set forth in Local Guidelines § A(2)(ii) and (iv) is not known to and cannot be reasonably ascertained by Applicant.

**SUMMARY OF PROFESSIONAL COMPENSATION AND
REIMBURSEMENT OF EXPENSES REQUESTED**

10. By this Application, Applicant seeks entry of an order (a) approving interim compensation in the amount of \$292,890.04⁴ (b) directing payment of \$58,874.94 in fees

⁴ The Applicant has amended the requested amount to include \$7,965.04 in VAT that was incurred for the period from November 1, 2020 through December 31, 2021, but was inadvertently excluded from the interim fee application for that period. *See First Interim Application of Santamarina y Steta, S.C. as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period November 10, 2020 Through December 31, 2020* [Docket No. 1240] (the amount of VAT incurred is set forth in **Exhibit E** thereto, but is not requested in the Application itself).

held back in connection with the Monthly Invoices (as defined herein), and (c) granting such other and further relief as may be just and proper.

11. The amount sought in this Application is the summation of the compensation and expenses sought in Applicant's monthly fee statements for the Application Period (the "**Monthly Invoices**"), plus \$7,965.04 in VAT as set forth in Footnote 1 above.

12. The Monthly Invoices submitted by Applicant are subject to a 20% holdback as provided for in the Interim Compensation Order. The aggregate amount of Applicant's holdback during the Application Period is \$58,874.94. To date, no party has objected to the Monthly Invoices.

13. In the ordinary course of its business, Applicant maintains computerized records of the time spent in connection with providing professional services to the Committee in connection with these chapter 11 cases. Attached hereto as **Exhibit B** is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Application Period. In addition, attached hereto as **Exhibit C** is a billing summary for the Application Period, which identifies each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice, the aggregate time billed by each attorney and paraprofessional during the Application Period, the hourly billing rate for each attorney and paraprofessional, and the aggregate amount of fees generated by each professional and paraprofessional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar bankruptcy cases.

14. Attached hereto as **Exhibit D** is a summary and comparison of the aggregate blended hourly rates billed by Santamarina y Steta's timekeepers to non-bankruptcy matters

during the current fiscal year as available and the blended hourly rates billed to the Committee during the Application Period.

15. Attached hereto as **Exhibit E** is a summary of Santamarina y Steta's budget for the Application Period. We expect the budget to be approved prior to the hearing on the Application and will notify the Court of any changes in advance of the hearing.

16. Attached hereto as **Exhibit F** is a summary of Santamarina y Steta's staffing plan for the Application Period. We expect the staffing plan to be approved prior to the hearing on the Application and will notify the Court of any changes in advance of the hearing.

17. A copy of Applicant's computerized records of fees and expenses in the format specified by the Guidelines is attached hereto as **Exhibit G**.

18. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in these chapter 11 cases.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

19. In general, Applicant has represented the Committee in connection with the following aspects of the chapter 11 cases:

- (a) Advising the Committee in connection with Debtors' Collective Bargaining Agreements with several unions, and Debtor's financial affairs, intercompany mergers, tax implications and restrictions on foreign investment;
- (b) Assisting and advising the Committee in its consultation with the Debtors relative to the administration of these cases;
- (c) Attending meetings with the Committee's U.S. counsel and Debtors' advisors;
- (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 the participation on rights and equity issuances to creditors in light of the relevant Mexican regulations pursuant to foreign investments restrictions, among others;
- (f) Assisting and advising the Committee in connection with priorities of claims in insolvency proceedings in Mexico;
- (g) Assisting and advising the Committee in connection with the Debtors' negotiation of Collective Bargaining Agreements pursuant to Mexican relevant laws;
- (h) Assisting and advising the Committee in connection with several of the Debtors' commercial agreements, including the implications of Mexico's aviation safety downgrade;
- (i) Preparation of several legal memorandums for the benefit of the Committee in connection with aforementioned activities; and
- (j) Performing all other necessary legal services in these cases as directed by the Committee in connection with these chapter 11 cases.

20. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Committee during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the chapter 11 cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes.

21. The summary is divided according to the project billing codes that Applicant created to best reflect the categories of tasks that it was required to perform in connection with these chapter 11 cases. Nevertheless, under the circumstances, and given the interconnectedness of the issues in these chapter 11 cases, certain of these categories may overlap with one another and it is possible that fees attributed to a particular category could have been attributed to other categories. For the avoidance of doubt, however, no work performed by Applicant has been

included in more than one task code category.

(a) **0001 - Meetings and Communications with Committee Lawyers'**

Fees: \$36,792.50 Total Hours: 73.7

22. This category includes time spent relating to communications with the Committee's advisors, including preparation for and participation on weekly videoconference calls with the Committee's advisors, as well as calls and correspondence in that regard.

23. In order to ensure that Santamarina y Steta provided the most efficient and cost-effective services to the Committee, each weekly call was typically attended by each member of the core Santamarina y Steta team working on this representation.

24. During Committee calls, Santamarina y Steta addressed key issues with the Committee's advisors. Prior to such calls, Santamarina y Steta reviewed pending matters requiring the Committee's attention, analyzed any underlying documentation in connection therewith, and coordinated with the Committee's advisors on providing advice to the Committee.

(b) **0002 - Analysis and Preparation of Documents on Mexican Law Issues.**

Fees: \$148,983.50 Total Hours: 384.4

25. This category includes time spent on all matters relating to the Debtors' business operations. During the Application Period, Santamarina y Steta spent time: (a) analyzing various documents regarding the Debtors' capital structure, business operations, and related reporting; (b) reviewing Debtors' statements of financial affairs; (c) reviewing and opining on Debtors' Collective Bargaining Agreements with their respective unions; and (d) reviewing aspects related to rights and equity issuances to creditors in light of the relevant Mexican regulations pursuant to foreign investments restrictions, among others.

26. Furthermore, this category also includes the preparation of legal memoranda for the benefit of the Committee and the Committee's advisors in connection with Mexican law matters for the followings: (a) Debtor's statements of financial affairs; (b) Debtor's intended merger with certain of its affiliates; (c) potential tax implications on intercompany loans and analysis on tax considerations regarding the amendment to Mexican tax laws; (d) participation rights and equity issuances to Debtor's creditors in light of the foreign investments restrictions, other restrictions and requirements, and alternatives; (e) antitrust considerations; (f) analysis on intercompany balances, and (g) general overview on the priority of the claims in a Mexican *concurso mercantil* proceeding and the categories of such claims pursuant to the Mexican Commercial Insolvency Law, among others.

(c) 0003 – Labor & Unions.

Fees: \$34,228 Total Hours: 85.6

27. This category includes all time spent on issues relating to employee benefits and related obligations, as well as considerations in connection with the Debtor's relationship with each of its unions. During the Application Period, Santamarina y Steta spent time reviewing, discussing, and conducting legal research and diligence with respect to the Debtors' Collective Bargaining Agreements proposals and the status of negotiations related thereto. Santamarina y Steta devoted a significant amount of time to analyzing the Debtors' Collective Bargaining Agreements, conducting and analyzing legal research in connection therewith, reviewing relevant Mexican legislation concerning such agreements and discussing open issues concerning the Collective Bargaining Agreements with the Committees' advisors.

(d) 0004 - Retention Applications

Fees: \$8,300.00 Total Hours: 22.7

28. This category includes time spent with respect to employment retention

applications, supplemental declarations, and other tasks related to the retention and employment of the Applicant in the retention and employment of the Committee's professionals. Specifically, during the Application Period, Santamarina y Steta spent time on various tasks relating to filings required under the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Guidelines.

(e) 0005 - Fee Applications

Fees: \$920.00 Total Hours: 4.00

29. This category includes time spent with respect to monthly fee applications drafted and filed Santamarina y Stetas' fee statements for the months of January, February, March and April 2021.

(f) 0006 – Meetings and Communications with Committee

Fees: \$17,578.00 Total Hours: 34.9

30. This category includes time spent with respect to the weekly calls with the Committee.

APPLICANT STATEMENT PURSUANT TO APPENDIX B OF THE U.S. TRUSTEE GUIDELINES

31. The following statement is provided pursuant to ¶ C.5. of the U.S. Trustee Guidelines.

- (a) **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: No.

- (b) **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: Fees sought in this fee application do not exceed the fees budgeted for the time period covered by this fee application.

- (c) **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Answer: No.

- (d) **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Answer: No

- (e) **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Answer: No.

- (f) **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: The Application does not include any rate increases.

CONCLUSION

32. Applicant believes that the services rendered during the Application Period on behalf of the Committee were reasonable and necessary within the meaning of section 330 of the Bankruptcy Code. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

33. Applicant therefore requests an order (a) approving interim compensation in the

amount of \$292,890.04⁵, (b) directing payment of \$58,874.94 held back in connection with the Monthly Invoices and (c) granting such other and further relief as may be just and proper.

Dated: August 4, 2021
Mexico City, Mexico

SANTAMARINA Y STETA, S.C.

/s/ Jorge A. León Orantes B.

Jorge A. León Orantes B.

Carlos Machorro G.

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*Mexican Counsel to the Official Committee of
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⁵ The Applicant has amended the requested amount to include \$7,965.04 in VAT that was incurred for the period from November 1, 2020 through December 31, 2021, but was inadvertently excluded from the interim fee application for that period. *See First Interim Application of Santamarina y Steta, S.C. as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period November 10, 2020 Through December 31, 2020* [Docket No. 1240] (the amount of VAT incurred is set forth in **Exhibit E** thereto, but is not requested in the Application itself).

EXHIBIT A

SANTAMARINA Y STETA, S.C.

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Mexican Counsel to the Official Committee of Unsecured Creditors

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

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| In re: |) | Chapter 11 |
| |) | |
| GRUPO AEROMÉXICO, S.A.B. de C.V., <i>et al.</i> , |) | Case No. 20-11563 (SCC) |
| |) | |
| Debtors. ¹ |) | (Jointly Administered) |
| |) | |

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT OF THE *AMENDED* SECOND INTERIM
APPLICATION OF SANTAMARINA Y STETA, S.C. AS MEXICAN COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD JANUARY 1, 2021 THROUGH APRIL 30, 2021**

I, Jorge A. Leon Orantes, hereby certify that:

1. I am a partner with Santamarina y Steta, S.C. (the “**Firm**”), which serves as Mexican counsel to the Official Committee of Unsecured Creditors of Grupo Aeroméxico, S.A.B. de C.V., *et al.* and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”).

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; and 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. This certification is made in respect of the Firm's compliance with *General Order M-447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013)* (the "**Local Guidelines**"), and the *U.S. Trustee 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 10, 2013* (the "**US Trustee Guidelines**") and, together with the Local Guidelines, the "**Guidelines**"), 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* [Docket No. 360] (the "**Interim Compensation Order**"), in connection with the Firm's application filed contemporaneously herewith (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing January 1, 2021 through and including April 30, 2021, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients; and
- (d) in providing any reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. I certify that the Firm has complied with the notice provisions of the Interim Compensation Order with respect to notice of its monthly statements of fees and disbursements

and this Application.

Dated: August 4, 2021
Mexico City, Mexico

/s/ Jorge A. León Orantes B.
Jorge A. León Orantes B.

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED
BY PROJECT CATEGORY ON BEHALF OF
THE COMMITTEE DURING THE APPLICATION PERIOD**

| Project Category Number | Matter Description | Total Hours Billed | Total Fees Requested |
|--|---|-------------------------------|-----------------------------|
| 0001 | Meetings and Communications with Committee Professionals | 73.7 | \$ 36,792.50 |
| 0002 | Analysis and Preparation of Documents on Mexican Law Issues | 384.4 | \$ 148,983.50 |
| 0003 | Labor & Unions | 85.6 | \$ 34,228.00 |
| 0004 | Retention Applications | 22.7 | \$ 7,123.00 |
| 0005 | Employment and Fee Applications | 4.0 | \$ 920.00 |
| 0006 | Meetings and Communications with Committee | 34.9 | \$ 17,578.00 |
| Total Incurred: | | 634.4 | \$245,625.00 |
| Value Added Tax (16%) | | | \$39,300.00 |
| Total Requested: | | 634.4 | \$292,890.04 |

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL
ON BEHALF OF THE COMMITTEE DURING THE APPLICATION PERIOD**

| Name | Position with the Applicant | Year Admitted or No. of Years with Firm | Department | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|---------------------------------|-----------------------------------|---|---|---------------------------|--------------------------|-----------------------|
| Partners and Of Counsel | | | | | | |
| Leon Orantes, Jorge | Partner | 1994 | Corporate | \$490.00 | 156.40 | \$75,648.50 |
| Machorro, Juan | Partner | 1994 | Corporate | \$525.00 | 121.50 | \$63,787.50 |
| De La Vega, Juan | Partner | 1991 | Labor | \$480.00 | 60.1 | \$28,848.00 |
| Grau, Vicente | Partner | 1995 | Corporate | \$450.00 | 4.50 | \$2,025.00 |
| Orea, Ricardo | Partner | 2009 | Corporate / Restructuring & Insolvency Group | \$410.00 | 27.3 | \$11,193.00 |
| Associates and Attorneys | | | | | | |
| Ortiz, Raquel | Associate | 2011 | Labor | \$300.00 | 23.1 | \$6,930.00 |
| Szymanski, Iván | Associate | 2013 | Corporate | \$270.00 | 13.30 | \$3,591.00 |
| Ávila, Denisse | Associate | 2015 | Corporate | \$250.00 | 3.50 | \$875.00 |
| Remis, Andrés | Associate | 2019 | Aviation & Corporate | \$230.00 | 68.8 | \$15,824.00 |
| Lomelí, Gabriela | Associate | 2020 | Corporate | \$160.00 | 0.50 | \$80.00 |
| Ibarra, Ana Paula | Associate | 2002 | Corporate | \$220.00 | 62.6 | \$13,772.00 |
| Bolaños, Ilse | Associate | 2021 | Corporate | \$380.00 | 52.3 | \$19,874.00 |
| Osio, Cynthia | Associate | 2015 | Labor | \$160.00 | 2.50 | \$400.00 |

| | | | | | | |
|------------------------------|-------------------|------|-----------|----------|--------------|---------------------|
| Cruz, Axel | Associate | 2018 | Labor | \$170.00 | 2.00 | \$340.00 |
| Paraprofessionals | | | | | | |
| Cors, Daniela | Para-professional | 2020 | Corporate | \$110.00 | 1.50 | \$165.00 |
| Leal, Gabriela | Para-professional | 2020 | Corporate | \$110.00 | 2.70 | \$297.00 |
| Total Incurred: | | | | | 605.3 | \$245,625.00 |
| Value Added Tax (16%) | | | | | | \$39,300.00 |
| Total Requested: | | | | | 605.3 | \$284,925.00 |

EXHIBIT D

Blended Rates

| PROFESSIONALS | LENDED RATES | TOTAL HOURS BILLED | TOTAL COMPENSATION |
|---|---------------------|-------------------------------|-------------------------------|
| Partners and Counsel | \$471 | 369.8 | \$181,502.00 |
| Associates and Attorneys | \$238 | 226.6 | \$61,686.00 |
| Total Incurred by All Attorneys: | \$709 | 596.4 | \$243,188.00 |
| Paraprofessionals and Non-Legal Staff | \$133 | 4.2 | \$462.00 |
| Total: | \$842 | 605.340 | \$245,925.00 |

EXHIBIT E

BUDGET FOR THE APPLICATION PERIOD (ESTIMATED VS. ACTUAL)

| Task Code | Project Category | Estimated Hours | Estimated Fees | Actual Hours | Actual Fees |
|--|---|-----------------|---------------------|--------------|---------------------|
| 0001 | Meetings & Communications w/ Committee Professionals | 100.00 | \$46,000.00 | 73.70 | \$36,792.50 |
| 0002 | Analysis & Preparation of Documents on Mexican Law Issues | 390.00 | \$178,450.00 | 384.40 | \$148,983.50 |
| 0003 | Labor & Unions | 125.00 | \$54,290.00 | 85.60 | \$34,228.00 |
| 0004 | Retention Applications | 25.00 | \$8,300.00 | 22.7 | \$7,123.00 |
| 0005 | Employment and Fee Applications | 4.00 | \$920.00 | 4.00 | \$920.00 |
| 0006 | Meetings and Communications with Committee | 46.00 | \$21,840.00 | 34.90 | \$17,578.00 |
| Totals: | | 690.00 | \$309,800.00 | 605.3 | \$245,625.00 |
| Value Added Tax (16%) | | | | | \$39,300.00 |
| Value Added Tax (16%) (November & December)¹ | | | | | \$7,965.04 |
| Total Requested: | | | | | \$292,890.04 |

¹ The Applicant has amended the requested amount to include \$7,965.04 in VAT that was incurred for the period from November 1, 2020 through December 31, 2021, but was inadvertently excluded from the interim fee application for that period. *See First Interim Application of Santamarina y Steta, S.C. as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period November 10, 2020 Through December 31, 2020* [Docket No. 1240].

EXHIBIT E

STAFFING PLAN FOR THE APPLICATION PERIOD

| Category of Timekeeper | Number of Timekeepers Expected to Work on the Matter during the Application Period | Actual Number of Timekeepers that Worked on the Matter during the Application Period | Hourly Rates |
|-------------------------------|---|---|---------------------|
| Partner | 6 | 5 | \$410.00 - \$525.00 |
| Of Counsel | 2 | 0 | \$450.00 – \$490.00 |
| Associate | 8 | 9 | \$160.00 - \$380.00 |
| Paralegal | 2 | 2 | \$110.00 - \$210.00 |

EXHIBIT G

Time Detail

| Date | Services | Timekeeper | Hours | Value |
|---|---|-------------------------|--------------|--------------|
| MEETINGS AND COMMUNICATIONS WITH COMMITTEE LAWYERS | | | | |
| 5-Jan-2021 | Attend weekly call with MoFo. | León Orantes, Jorge | 0.50 | 245 |
| 8-Jan-2021 | Attend weekly conference with UCC Professionals. | León Orantes, Jorge | 0.50 | 245 |
| 12-Jan-2021 | Attend conference call with MoFo. | León Orantes, Jorge | 0.30 | 147 |
| 12-Jan-2021 | Attend professionals call in anticipation to call with the Committee. | León Orantes, Jorge | 0.30 | 147 |
| 12-Jan-2021 | Attend conference with Counsel to the Debtor to discuss filings made with Labor boards to terminate CBAs. | León Orantes, Jorge | 0.40 | 196 |
| 12-Jan-2021 | Attendance to conference calls and virtual meetings with MoFo, weekly professionals call and call with counsel for Debtor. | Machorro, Juan | 0.70 | 367.5 |
| 13-Jan-2021 | Conference with the committee on the subject. Correspondence about meeting with ASPA. Conference with ASPA representatives. | De la Vega, Juan Carlos | 1.80 | 864 |
| 19-Jan-2021 | Attend conference call with Morrison and Foster to discuss labor status of CBA claim filed by Aeromexico, and steps moving forward. Attend weekly UCC Professionals call. | León Orantes, Jorge | 1.10 | 539 |
| 19-Jan-2021 | Conference call with Mofo lawyers in connection with labor issues related to the debtor. | De la Vega, Juan Carlos | 0.80 | 384 |
| 26-Jan-2021 | Attend conference call with J. Delgado and R. Rodríguez to review outstanding matters (labor status, credit priority claims, equity participation rights and due diligence) and steps moving forward. | León Orantes, Jorge | 1.10 | 539 |
| 26-Jan-2021 | Attend weekly conference call with professionals advising the Committee. | León Orantes, Jorge | 0.50 | 245 |
| 26-Jan-2021 | Attendance to weekly meetings with UCC professionals. | León Orantes, Jorge | 1.10 | 539 |
| 2-Feb-2021 | Attend weekly conference call with MoFo to review status of pending matters. | León Orantes, Jorge | 0.60 | 294 |
| 9-Feb-2021 | Attend weekly conference call with MoFo to review status of pending matters. | León Orantes, Jorge | 0.50 | 245 |
| 9-Feb-2021 | Review of information provided in preparation of weekly calls; conferences and correspondence. | Machorro, Juan | 1.10 | 577.5 |
| 10-Feb-2021 | Conference call with MoFo to discuss terms of Labor agreements with the Unions and the impact that it could have with respect to the rest of the claims. | León Orantes, Jorge | 0.50 | 245 |
| 10-Feb-2021 | Conference with MoFo team about certain obligations assumed by debtor with ASPA and ASSA. | De la Vega, Juan Carlos | 0.50 | 240 |
| 16-Feb-2021 | Attend conference call with MoFo to review status of outstanding matters. Attend professionals conference call. | León Orantes, Jorge | 1.30 | 637 |
| 16-Feb-2021 | Attendance to weekly call with MoFo and with UCC Professionals. | Machorro, Juan | 1.30 | 682.5 |
| 17-Feb-2021 | Conference with Committee lawyers | Ibarra, Ana | 0.50 | 110 |

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|-------------|--|-------------------------|------|--------|
| | regarding THE Mexican benchmark rate to certain bonds. | | | |
| 17-Feb-2021 | Conference with MoFo to discuss renewal conditions of CBA and CEBUREs rates. Further conference with MoFo. to discuss the terms of the Amendments to the CBAs with the Unions to determine course of action in claim to be filed on behalf of the Unsecured Creditors Committee. | León Orantes, Jorge | 1.40 | 686 |
| 17-Feb-2021 | Conference with Mofo lawyers responding question about unsecured credits in favor of unions | De la Vega, Juan Carlos | 1.10 | 528 |
| 19-Feb-2021 | Conference with lawyers of Mofo and A. Sainz in connection with about recognition of credit by Aeromexico yfavor of unions. | De la Vega, Juan Carlos | 1.10 | 528 |
| 23-Feb-2021 | Conference call with J. Delgado, G. Aviña, and J. de la Vega to discuss the Labor claims and alternatives that could be considered in light of the upcoming drawing and filing. (0.9). Attend UCC professionals standing weekly call. | León Orantes, Jorge | 2.10 | 1029 |
| 23-Feb-2021 | Conference with J. Delgado responding union related questions. Attend conference of experts. | De la Vega, Juan Carlos | 1.50 | 720 |
| 2-Mar-2021 | Attend weekly UCC Professionals Standing Weekly call. | León Orantes, Jorge | 1.10 | 539 |
| 2-Mar-2021 | Conference with J. Delgado, from MoFo, to review status of outstanding matters, and steps moving forward. | León Orantes, Jorge | 0.40 | 196 |
| 2-Mar-2021 | Attendance to MoFo and professional weekly calls. | Machorro, Juan | 1.50 | 787.5 |
| 9-Mar-2021 | Review antecedents on possible arguments for claims against Unsecured Credits in anticipation of call with MoFo attorneys. Attend conference with MoFo attorneys to discuss outstanding matters and steps moving forward. | León Orantes, Jorge | 0.70 | 343 |
| 9-Mar-2021 | Attend weekly UCC Professionals Standing Call. | León Orantes, Jorge | 0.50 | 245 |
| 16-Mar-2021 | Attend weekly professionals call. | León Orantes, Jorge | 0.90 | 441 |
| 16-Mar-2021 | Attend weekly calls with MoFo lawyers. | De la Vega, Juan Carlos | 1.30 | 624 |
| 16-Mar-2021 | Attendance to UCC professionals weekly call and preparation call with MoFo; review of information. | Machorro, Juan | 1.50 | 787.5 |
| 23-Mar-2021 | Attend conference call with MoFo J. Delgado and R. Rodríguez to discuss PLM financing, outsourcing of ground handling services and capitalization alternatives. (1.10). Attend weekly professionals call (0.30). | León Orantes, Jorge | 1.40 | 686 |
| 23-Mar-2021 | Attend AMX Professionals Call. | León Orantes, Jorge | 0.60 | 294 |
| 23-Mar-2021 | Conference with MoFo team in connection with outsourcing regulations to come. Attend conference with debtors representatives on the subject. Attend conference with large group. Edit information. | De la Vega, Juan Carlos | 2.20 | 1056 |
| 23-Mar-2021 | Attendance to weekly calls with MoFo, UCC professionals, and UC professionals call with Debtor's financial and legal advisors. Review of materials for weekly call with the UCC on March 24. | Machorro, Juan | 2.30 | 1207.5 |
| 30-Mar-2021 | With J. Machorro, review results of conferences | León Orantes, Jorge | 0.30 | 147 |

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|-------------|---|-------------------------|------|-------|
| | with MoFo, LLP and advisors, and steps moving forward. | | | |
| 30-Mar-2021 | Conference with Mofo lawyers following labor aspects associated with possible subcontracting on the side of debtor. | De la Vega, Juan Carlos | 0.70 | 336 |
| 30-Mar-2021 | Attendance to UCC weekly professionals calls and review of materials. | Machorro, Juan | 1.20 | 630 |
| 31-Mar-2021 | Attend conference with J. Delgado and R. Rodríguez to discuss status of outstanding matters (capitalization alternatives, PLM arrangement and amendments to CBAs). | León Orantes, Jorge | 0.60 | 294 |
| 6-Apr-2021 | Attend conference with MoFo to review outstanding items and work streams. | León Orantes, Jorge | 0.40 | 196 |
| 6-Apr-2021 | Attend weekly professionals call. | León Orantes, Jorge | 0.70 | 343 |
| 6-Apr-2021 | Attend UCC Professionals Standing Weekly Call. | León Orantes, Jorge | 0.60 | 294 |
| 6-Apr-2021 | Conference with J. Delgado to follow up on the Committee discussions. Further conference with J. Delgado to discuss the registration of liens on Aircrafts. | León Orantes, Jorge | 0.80 | 392 |
| 6-Apr-2021 | Attendance to weekly meetings with MoFo, with Debtors' advisors and with UCC professionals and review of related information and meeting materials. | Machorro, Juan | 1.50 | 787.5 |
| 7-Apr-2021 | Attendance to UCC weekly meeting and review of meeting materials. | Machorro, Juan | 1.10 | 577.5 |
| 12-Apr-2021 | Conference call with J. Delgado and R. Rodríguez, to discuss the filing to be made with respect to the outsourcing issue and items related to PLM. | León Orantes, Jorge | 0.90 | 441 |
| 12-Apr-2021 | Conferences and correspondence with MoFo team. | Machorro, Juan | 0.90 | 472.5 |
| 13-Apr-2021 | Attend weekly call with MoFo to review status of pending matters and steps moving forward. | León Orantes, Jorge | 0.20 | 98 |
| 13-Apr-2021 | Attend Recurring AMX Professionals Call (AlixPartners, FTI, Cervantes-Sainz, Davis Polk & Rothschild). | León Orantes, Jorge | 0.90 | 441 |
| 13-Apr-2021 | Attend Grupo AeroMexico: UCC Professionals Standing Weekly Call. | León Orantes, Jorge | 0.80 | 392 |
| 13-Apr-2021 | Attend committee meetings. Coordinate attention of further meetings. | De la Vega, Juan Carlos | 0.90 | 432 |
| 13-Apr-2021 | Conference call with Mofo team. | De la Vega, Juan Carlos | 0.20 | 96 |
| 13-Apr-2021 | Attendance to weekly meetings with MoFo, Debtors' professionals and UCC professionals, and review of | Machorro, Juan | 1.90 | 997.5 |
| 13-Apr-2021 | Conferences and correspondence with working group. | Machorro, Juan | 0.90 | 472.5 |
| 13-Apr-2021 | Attendance to weekly meetings with MoFo, Debtors' professionals and UCC professionals, and review of information. | Machorro, Juan | 0.90 | 472.5 |
| 20-Apr-2021 | Conference with Messrs. J. Delgado, R. Rodríguez and the S+S working team to discuss the PLM arrangements and equity conversion rights. Analysis of bylaws and applicable legal provisions in anticipation to professionals call. Attend weekly professionals call. Attend subsequent UCC Advisor call. | León Orantes, Jorge | 3.70 | 1,813 |
| 20-Apr-2021 | Attend AMX Professionals Call. | León Orantes, Jorge | 0.70 | 343 |

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|--|--|-------------------------|-------------|--------------------|
| 20-Apr-2021 | Attend conference with Mofo lawyers. | De la Vega, Juan Carlos | 0.70 | 336 |
| 20-Apr-2021 | Conferences and correspondence with working group. | Machorro, Juan | 0.90 | 472.5 |
| 20-Apr-2021 | Attendance to weekly meetings with MoFo, Debtors' professionals and UCC professionals, and review of information. | Machorro, Juan | 3.10 | 1,627.5 |
| 22-Apr-2021 | Review foreign investment structure in anticipation to call with Debtors advisors to restrictions and new alternatives. Attend conference with the group. | León Orantes, Jorge | 0.60 | 294 |
| 23-Apr-2021 | Attend conference with IFT and MoFo to discuss competition issues and equity conversion rights. | León Orantes, Jorge | 0.90 | 441 |
| 23-Apr-2021 | Attendance to conference call on aspects of merger control in Mexico that could apply in the case of a strategic partner for the Debtor companies. | Juan, Machorro | 1.10 | 577.5 |
| 26-Apr-2021 | Conference with FTI and Morrison and Foerster LLP. to discuss relevant corporate and governance provisions related to restructure plan. | León Orantes, Jorge | 0.90 | 441 |
| 26-Apr-2021 | Review of information and attendance to conference call on aspects of (i) merger control in Mexico, and (ii) corporate and contractual aspects, that would apply in the case of a strategic partner for the Debtor companies | Machorro, Juan | 0.90 | 472.5 |
| 27-Apr-2021 | Attend conference with the MoFo and FTI teams, et al, to review alternatives. | León Orantes, Jorge | 1.10 | 539 |
| 27-Apr-2021 | Attend weekly call with MoFo to discuss outstanding matters and steps moving forward. Attend weekly professionals call. | León Orantes, Jorge | 1.20 | 588 |
| 27-Apr-2021 | Attend weekly Aeroméxico Professionals Call. | León Orantes, Jorge | 0.70 | 343 |
| 27-Apr-2021 | Attend meetings with Mofo lawyers. | De la Vega, Juan Carlos | 0.60 | 288 |
| 27-Apr-2021 | Attendance to weekly UCC professionals call and | Machorro, Juan | 2.10 | 1,102.5 |
| | | | | |
| Total: 0001 | Meetings and communications with Committee lawyers | | 73.7 | \$36,792.50 |
| | | | | |
| ANALYSIS AND PREPARATION OF DOCUMENTS ON MEXICAN LAW ISSUES | | | | |
| 5-Jan-2021 | Review report on Due Diligence in anticipation of weekly call. | León Orantes, Jorge | 0.30 | 147 |
| 5-Jan-2021 | Review of public records on situation of negotiations on the labor front of Debtor. | Machorro, Juan | 0.90 | 472.5 |
| 6-Jan-2021 | Review of information out of public records on situation of Debtor and status of negotiations on the labor front. | Machorro, Juan | 0.40 | 210 |
| 8-Jan-2021 | Review of information on vote rejecting Debtor's Collective Bargaining Agreement proposal and aspects of extension granted by DIP Lenders to January 27, 2021. | Machorro, Juan | 0.40 | 210 |
| 11-Jan-2021 | Internal review on report on SOFAs as well as review of press and news going back 5 years. Correspondence on the foregoing. | León Orantes, Jorge | 0.20 | 98 |
| 11-Jan-2021 | Continue review of information on status of Debtor's Collective Bargaining Agreements in place and termination request. Review of information in SOFAs report and Information on public records on Debtor in Mexico. | Machorro, Juan | 0.90 | 472.5 |

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|-------------|---|-------------------------|------|---------|
| 12-Jan-2021 | Review aspects related with filing made by Aeromexico to request determination of Collective Bargaining agreement. With J. de la Vega, discuss alternatives and steps moving forward. Further correspondence with MoFo on the foregoing. | León Orantes, Jorge | 3.50 | 1,715 |
| 12-Jan-2021 | Analyze labor actions pursued by Aeromexico and their context. Investigate. Conferences on the subject. | De la Vega, Juan Carlos | 4.50 | 2,160 |
| 12-Jan-2021 | Continued review of information on Debtor's Collective Bargaining Agreements in place and termination request, along with legal implications and possible outcome. Review of information. | Machorro, Juan | 2.30 | 1,207.5 |
| 13-Jan-2021 | With J. de la Vega, review documentation filed by Aeromexico to request termination of Collective Bargaining agreements. Correspondence to MoFo on the foregoing. | León Orantes, Jorge | 1.10 | 539 |
| 13-Jan-2021 | Review the lawsuits for termination of collective bargaining agreement filed by Debtor. | De la Vega, Juan Carlos | 1.10 | 528 |
| 13-Jan-2021 | Continued review of information on Debtor's Collective Bargaining Agreements in place and termination request, legal implications and possible outcome. Review of information. | Machorro, Juan | 2.10 | 1,102.5 |
| 14-Jan-2021 | Continued review of information on Debtor's Collective Bargaining Agreements in place and termination request, legal implications and possible outcome. | Machorro, Juan | 0.40 | 210 |
| 19-Jan-2021 | Analysis of media related to Aeromexico and Union procedure. Review changes proposed for labor memorandum describing filing terminating CBA and related matters. | León Orantes, Jorge | 1.10 | 539 |
| 19-Jan-2021 | Review of aspects of order issuing letter rogatory and next steps involved. | Machorro, Juan | 0.40 | 210 |
| 20-Jan-2021 | Review and addition memo about labor issues. | De la Vega, Juan Carlos | 1.30 | 624 |
| 21-Jan-2021 | Review issues related to Equity Participation Rights and alternatives for the restructure. Correspondence on the foregoing. Review revised version of labor memorandum with information related to conciliation hearing and subsequent steps in the process. Adjustments. | León Orantes, Jorge | 0.80 | 392 |
| 21-Jan-2021 | Review status of labor proceedings at the Federal Conciliation and Arbitration Board. Correspondence. | De La Vega, Juan Carlos | 1.10 | 528 |
| 21-Jan-2021 | Continued review of information on status of labor actions by Debtor. | Machorro, Juan | 0.40 | 210 |
| 22-Jan-2021 | Review and analyze all public information, within the Mexican Stock Exchange, regarding the current bylaws of Grupo Aeroméxico, S.A.B. de C.V. | Cors Cepeda, Daniela | 1.50 | 165 |
| 23-Jan-2021 | Review and correct labor memo and review support information for that purpose. | De La Vega, Juan Carlos | 2.20 | 1,056 |
| 25-Jan-2021 | Analysis of current bylaws and applicable legal provisions in light of proposed capital restructure and alternatives being explored. Review memorandum on standing of credits with the debtor. | León Orantes, Jorge | 3.10 | 1,519 |
| 25-Jan-2021 | Quick final review to memo on labor matters. | De La Vega, Juan | 0.30 | 144 |

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|-------------|---|---------------------------|------|-------|
| | | Carlos | | |
| 25-Jan-2021 | Initial analysis of information regarding request of MoFo on memorandum regarding priority of claims under an insolvency proceeding in Mexico. | Orea, Ricardo | 0.50 | 205 |
| 26-Jan-2021 | Continue analysis of current bylaws of Grupo Aeromexico and applicable legal provisions in connection with the structure. Review aspects related to deadline for termination of CBA. Review status of labor procedures, and steps moving forward. | León Orantes, Jorge | 1.80 | 882 |
| 12-Jan-2021 | Continued review of press information for the past 5 years in connection with claims investigation. | Remis, Andrés | 2.5 | 575 |
| 26-Jan-2021 | Review status of the Aeromexico labor conflict. | De La Vega, Juan Carlos | 0.80 | 384 |
| 26-Jan-2021 | Preparation of memorandum in connection with the different priorities claims in a Mexican concurso proceeding and its categories. | Remis, Andrés | 2.80 | 672 |
| 26-Jan-2021 | Review of information on status of labor negotiation process in Mexico. | Machorro, Juan | 0.30 | 157.5 |
| 26-Jan-2021 | Initial preparation of memorandum regarding priorities of claims in insolvency proceedings in Mexico requested by MoFo; internal discussions in such regard. | Orea, Ricardo | 1.10 | 451 |
| 27-Jan-2021 | Review memorandum on priorities on Bankruptcy case. Prepare adjustments. Correspondence on the foregoing. | León Orantes, Jorge | 0.70 | 336 |
| 27-Jan-2021 | Continued review of information on status of labor negotiation process in Mexico. Review of aspects of priority claims under Mexican concurso law and legal memorandum. | Machorro, Juan | 0.50 | 262.5 |
| 27-Jan-2021 | Finalize preparation of memorandum regarding priorities of claims in insolvency proceedings in Mexico requested by MoFo. | Orea, Ricardo | 1.30 | 682.5 |
| 28-Jan-2021 | Review Aeromexico s chapter 11 process and its by-laws. | Ibarra Aguilar, Ana Paula | 1.30 | 286 |
| 28-Jan-2021 | Continued preparation of Priority of Claims in a Mexican Concurso Proceeding memo. Review of several provisions of the Commercial Insolvency Law. Internal discussions in that regard. Correspondence in that regard. | Remis, Andrés | 2.10 | 504 |
| 28-Jan-2021 | Review of information on status of labor process in Mexico. Continued review of aspects of priority claims under Mexican concurso law and legal memorandum. | Machorro, Juan | 0.50 | 262.5 |
| 28-Jan-2021 | Review and discuss queries and comments raised by MoFo to draft memorandum on priority of claims under Mexican law; review antecedents regarding treatment of claims under collective bargaining agreements; review revise draft of memorandum. | Orea, Ricardo | 0.90 | 369 |
| 1-Feb-2021 | Review of comments to legal memorandum on concursos mercantiles in Mexico. Correspondence with working group in that regard. | Machorro, Juan | 0.40 | 210 |
| 2-Feb-2021 | Review By-laws of Grupo Aeroméxico as well as | Ibarra, Ana | 2.50 | 550 |

| | | | | |
|------------|---|---------------------|------|-------|
| | the Securities Market Law regarding proposal of answers to the questions of FTI regarding the approval of the DIP financing of such company. | | | |
| 2-Feb-2021 | Prepare memorandum in relation with the investigation that S+S has carried out regarding the review of information related to the Chapter 11 proceeding of Grupo Aeroméxico. Review final version of the abovementioned memorandum. | Lomelí, Gabriela | 0.50 | 82.5 |
| 2-Feb-2021 | Review proposed memorandum on Equity Participation Rights. Prepare preliminary adjustments. | León Orantes, Jorge | 1.50 | 735 |
| 2-Feb-2021 | Preparation of analysis abstract in connection with the assignments rendered by Santamarina y Steta to MoFo in connection with Grupo Aeroméxico Chapter 11 proceeding. | Remis, Andrés | 1.80 | 432 |
| 2-Feb-2021 | Continued review of aspects of legal memoranda requested on Mexican law aspects of Debtor. Attendance to conference calls and correspondence with working group. | Machorro, Juan | 0.80 | 420 |
| 2-Feb-2021 | Internal discussions regarding precedents issued by the Banking and Securities Commission exempting offering authorization requirements for companies under insolvency proceedings; review such precedents. | Orea, Ricardo | 0.50 | 205 |
| 3-Feb-2021 | Review report proposed on SOFAs and related issues investigation. Prepare adjustments. Correspondence on the foregoing. | León Orantes, Jorge | 0.50 | 245 |
| 4-Feb-2021 | Review and revise Grupo Aeromexico chart. Conference call with A. Ibarra | Leal, Gabriela | 1.80 | 198 |
| 4-Feb-2021 | Continued review of the chart that was provided in regard to the approval of the Debtor-in-possession ("DIP") Financing process to secure sufficient liquidity to fund the Chapter 11 proceeding of Grupo Aeroméxico, S.A.B de C.V. | Ibarra, Ana | 1.30 | 286 |
| 4-Feb-2021 | Review of public records and available information in connection with Debtors' SOFAs. Review of updated information and report on (i) the Newrest adversary proceeding, (ii) certification with Apollo on compliance with the DIP financing labor milestones, and (iii) motions filed by Debtors on February 3. | Machorro, Juan | 1.30 | 682.5 |
| 4-Feb-2021 | Finalize analysis of regulation applicable to the obtaining of offering registrations with the National Banking and Securities Commission for companies undergoing financial struggle; internal discussions with A. Ibarra in such regard. | Orea, Ricardo | 0.50 | 205 |
| 5-Feb-2021 | Include comments to the chart that was provided in regard to the approval of the Debtor-in-possession ("DIP") Financing process to secure sufficient liquidity to fund the Chapter 11 proceeding of Grupo Aeroméxico, S.A.B de C.V. | Ibarra, Ana | 2.50 | 550 |
| 5-Feb-2021 | Review memorandum on equity participation rights. Prepare changes and adjustments | León Orantes, Jorge | 2.10 | 1029 |
| 8-Feb-2021 | Review the information that the company has disclosed to the public regarding the integration of their share capital in order to determinate the | Ibarra, Ana | 1.20 | 264 |

| | | | | |
|-------------|--|---------------------|------|------|
| | amount of shares that are neutral shares. | | | |
| 9-Feb-2021 | Review public information regarding the integration of the capital stock of Grupo Aeroméxico particularly of the breakdown of which common shares are held by Mexicans and which shares are held by foreigners (considered as "neutral investment"), as well as of its mayor shareholders. Include comments about the equity participation rights of such company. | Ibarra, Ana | 2.80 | 616 |
| 9-Feb-2021 | Review new CBAs and procedure. | León Orantes, Jorge | 0.80 | 392 |
| 10-Feb-2021 | Include information to the Memorandum for MoFo regarding the applicable requirement for securities issued in Mexico but that will be trade in the NY Stock Exchange Market, as well as for a private offer. | Ibarra, Ana | 1.80 | 396 |
| 10-Feb-2021 | Review and revise memorandum on Equity Participation Rights. Prepare adjustments. | León Orantes, Jorge | 0.80 | 392 |
| 10-Feb-2021 | Research in connection with legal criteria regarding the commercial bankruptcy. | Ortíz, Raquel | 1.10 | 330 |
| 10-Feb-2021 | Review and analyze amendments to collective bargaining agreements of Aeromexico including a Bankruptcy Protection Covenant with ASPA; analyze implications of said amendments in light of queries raised by MoFo; prepare, review and revise draft memorandum requested by MoFo; internal discussions in such regard with labor team. | Orea, Ricardo | 4.50 | 1845 |
| 11-Feb-2021 | Further adjustments to memorandum on Equity Participation Rights. Review adjustments proposed by MoFo. Correspondence on the foregoing. | León Orantes, Jorge | 2.40 | 1176 |
| 11-Feb-2021 | Continued preparation of a memorandum in connection with several amendments to collective bargaining agreements in light of a bankruptcy protection covenant pursuant to Mexican laws. Internal discussions in that regard. | Remis, Andrés | 1.80 | 432 |
| 11-Feb-2021 | Finalize draft memorandum on priorities and present value under collective bargaining agreements; review comments by MoFo to said draft memorandum. | Orea, Ricardo | 1.80 | 738 |
| 12-Feb-2021 | Review and include information to the memorandum regarding conditions under which a private bid may be an option to consider for the financial restructure. Confirm certain criteria in connection with the foregoing. | Ibarra, Ana | 2.50 | 550 |
| 15-Feb-2021 | Review the chart that refers to the different statutory and by-law provisions that are relevant to the implementation of the potential restructuring plan. Comments with J. León Orantes in connection with the foregoing. | Ibarra, Ana | 0.50 | 110 |
| 15-Feb-2021 | Further adjustments to memorandum addressing Equity Participation Rights. Correspondence on the foregoing. | León Orantes, Jorge | 2.80 | 1372 |
| 17-Feb-2021 | Analyze public information regarding the short-terms and long term bonds issued by GAM. | Ibarra, Ana | 1.10 | 242 |
| 17-Feb-2021 | Analysis of consequences for not renewing CBA and applicable terms, together with possibility of Union modifying it unilaterally. | León Orantes, Jorge | 2.10 | 1029 |

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|-------------|--|---------------------|------|--------|
| | Analysis of CEBURES. | | | |
| 17-Feb-2021 | Review of information on labor amendments to CBAs and legal implications in Mexico on aspects of present value discounts. Review of aspects of rate of interest applicable to CEBURES issued by Debtor as of the insolvency filing date. Conferences and correspondence. | Machorro, Juan | 2.10 | 1102.5 |
| 18-Feb-2021 | Adjustments to correspondence to MoFo with respect to enforceability of amendments with the Unions and alternatives. | León Orantes, Jorge | 0.80 | 392 |
| 18-Feb-2021 | Preparation of English translation in connection with the analysis of the Amendments to the Collective Bargaining Agreements (CBAs) executed by Aerolitoral and Aeroméxico with ASPA and ASSA, specifically as regards the debt recognition provision by the Debtor companies, and the net present value reduction issue. | Remis, Andrés | 1.10 | 264 |
| 18-Feb-2021 | Continued review of information on labor amendments to CBAs, legal implications in Mexico on aspects of present value discounts, and review of legal note requested. Conferences and correspondence. | Machorro, Juan | 1.10 | 577.5 |
| 19-Feb-2021 | Review comments to SOFAs by MoFo. | León Orantes, Jorge | 0.20 | 98 |
| 19-Feb-2021 | Review of FTI response to SOFAs report and red flags. Review and revise draft claims memo in connection with the transactions vetted by FTI. | Remis, Andrés | 2.10 | 504 |
| 19-Feb-2021 | Continued review of information on labor amendments to CBAs and legal implications in Mexico; review of aspects of present value discounts; Correspondence. | Machorro, Juan | 2.50 | 1312.5 |
| 20-Feb-2021 | Review comments of FTI to our report on SOFAs. Review proposed memo of MoFo on the foregoing. Correspondence to the working group. | León Orantes, Jorge | 0.30 | 147 |
| 23-Feb-2021 | Analyze Union claims under Mexican bankruptcy law to see if they would be valid under Mexican law and the requirements that would need to be met to agree to them. | León Orantes, Jorge | 0.20 | 98 |
| 23-Feb-2021 | Initial preparation of draft note requested by MoFo on the validity of a company subject to an insolvency proceeding in Mexico to obtain new credit with or without approval, taking into consideration the claims recognized by Aeroméxico in favor of ASPA and ASSA under the CBA Amendments; review applicable statute provisions and judicial precedents in such regard. | Orea, Ricardo | 2.10 | 861 |
| 24-Feb-2021 | Consider requirements that would apply for Unions claim under the amendments to the CBA under Mexican Bankruptcy Law. Review proposed communication. Prepare adjustments. | León Orantes, Jorge | 0.60 | 294 |
| 24-Feb-2021 | Review of the Mexican Commercial Insolvency Law. Preparation of memorandum in connection with the approval for contracting or obtaining new loans or credits which are not related to the ordinary operation of | Remis, Andrés | 2.10 | 504 |

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| | the debtor companies business. | | | |
| 24-Feb-2021 | Continued preparation, review and revision of draft noterequested by MoFo on the validity of a company subject to an insolvency proceeding in Mexico to obtain new credit with or without approval, taking into consideration the claims recognized by Aeromexico in favor of ASPA and ASSA under the CBA Amendments. | Orea, Ricardo | 1.50 | 615 |
| 25-Feb-2021 | Review of aspects of the treatment that could be given to the claims of the Unions under the Amendments to the CBAs, if the bankruptcy process were being tried in Mexico. | Machorro, Juan | 0.30 | 157.5 |
| 25-Feb-2021 | Finalize preparation, review and revision of draft note requested by MoFo on the validity of a company subject to an insolvency proceeding in Mexico to obtain new credit with or without approval of the conciliator under a Mexican insolvency proceeding. | Orea, Ricardo | 0.50 | 205 |
| 26-Feb-2021 | Review of aspects of the treatment that could be given to the claims of the Unions under the Amendments to the CBAs, if the bankruptcy process were being tried in Mexico. | Machorro, Juan | 0.30 | 157.5 |
| 26-Feb-2021 | Review of CBAs. Preparation of arguments for the creditors to rise in the context of a Mexican concurso in connection with the ASPA and ASSA claims. | Remis, Andrés | 1.50 | 360 |
| 26-Feb-2021 | Initial analysis from an insolvency perspective of potential arguments to question and challenge the validity of CBA Amendments entered into by Aeromexico with its unions as per the request of MoFo. | Orea, Ricardo | 0.50 | 205 |
| 1-Mar-2021 | Continued review of aspects of the treatment that could be given to claims of the Unions under Amendments to the CBAs if bankruptcy process were being carried out in Mexico. | Machorro, Juan | 1.10 | 577.5 |
| 1-Mar-2021 | Preparation of legal memorandum in connection with the CBA Amendments and several arguments that the creditors could raise in the context of a Mexican concurso vs. a Chapter 11 proceeding. Review of legal documents in that regard. | Remis, Andrés | 2.50 | 600 |
| 1-Mar-2021 | Continue analysis from an insolvency perspective of potential arguments to question and challenge the validity of CBA Amendments entered into by Aeromexico with its unions as per the request of MoFo; initial review and revision of draft list of said arguments. | Orea, Ricardo | 3.10 | 1271 |
| 2-Mar-2021 | Review of aspects of the treatment of claims of the Unions under Amendments to the CBAs if bankruptcy process were being carried out in Mexico. Preparation of legal memorandum. | Machorro, Juan | 2.50 | 1312.5 |
| 2-Mar-2021 | Continued preparation of analysis under Mexican bankruptcy law in connection with several arguments to potentially challenge the CBA Amendments. | Remis, Andrés | 2.10 | 504 |
| 2-Mar-2021 | Finalize analysis from an insolvency perspective of potential arguments to question and challenge the validity of CBA Amendments entered into by | Orea, Ricardo | 3.10 | 1271 |

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| | Aeromexico with its unions as per the request of MoFo; finalize preparation of draft list of said arguments. | | | |
| 3-Mar-2021 | Continued review of information and aspects of the treatment of claims of the Unions under Amendments to theCBAs. | Machorro, Juan | 1.50 | 787.5 |
| 5-Mar-2021 | Review of additional questions and queries regarding interpretation rules applying in Mexico for determination of NPV considerations on claims recognized by the Debtor Company with Unions. | Machorro, Juan | 0.90 | 472.5 |
| 5-Mar-2021 | Analyze query raised by MoFo on the judicial rules for interpretation of contractual provisions on amounts reflected on both present and future values; review judicial antecedents in such regard. | Orea, Ricardo | 0.50 | 205 |
| 16-Mar-2021 | Review antecedents on outstanding matters. Conference with J. Delgado and R. Rodríguez, from Mofo, LLP, to review outstanding matters and steps moving forward. (o.6) | León Orantes, Jorge | 0.60 | 294 |
| 22-Mar-2021 | Analyze alternatives for the administration attending theForeign Ownership regulation. | Ibarra, Ana | 1.10 | 242 |
| 22-Mar-2021 | Continued preparation of foreign ownership and foreign investment restrictions in Mexican air transport service entities. | Remis, Andrés | 2.10 | 504 |
| 22-Mar-2021 | Review of aspects of foreign investment restriction on Mexican airlines and legal memorandum; correspondence. | Machorro, Juan | 0.50 | 262.5 |
| 22-Mar-2021 | Review and revise draft memorandum prepared regarding rules applicable to foreign investment in Mexican airlinecompanies. | Orea, Ricardo | 0.40 | 164 |
| 23-Mar-2021 | Review Final DIP Order as well as the following PLM Agreements: Irrevocable Security Trust Agreement with Reversion Rights No. F/1416, Pre-Paid Seat Asset Purchase Agreement, Shareholders Agreement, Amendment Agreement to the Irrevocable Guarantee Trust Agreement with Reversion Rights N. F/1416, dated September 13, 2010, Amended and Restated Intercompany Revolving Loan Agreement, Amendment No. 1, to Shareholders Agreement, Amended and Restated Pre-Paid Seat Asset Purchase Agreement, and the Side Letter Agreement to the Trust Agreement. . Internal discussions with J. León Orantes. | Bolaños, Ilse | 5.50 | 2090 |
| 23-Mar-2021 | Review documentation executed with PLM, to regulate its relationship and credits granted by the debtor. Review Amended and Restated Intercompany Revolving Loan Agreement dated May 13, 2020, Side Letter Agreement dated June 29, 2020 (2.2) Review labor presentation for the Committee (0.1). | León Orantes, Jorge | 2.30 | 1127 |
| 23-Mar-2021 | Review antecedents of capitalization alternatives in anticipation of call with MoFo. | León Orantes, Jorge | 0.50 | 245 |
| 23-Mar-2021 | Continued review of aspects of foreign investment restriction on Mexican airlines; review of aspects of subcontracting carried out by the Debtor group in light of imminent change | Machorro, Juan | 3.10 | 1627.5 |

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| | of regulation in Mexico; review of PLA agreements and aspects of amended and restated loan and security granted in Mexico over shares held by Debtor companies and aspects of perfection of related guaranty trust. Conferences and correspondence with working group. | | | |
| 24-Mar-2021 | Review of information in connection with the alleged termination of Andrés Conesa as CEO of Aeroméxico. | Remis, Andrés | 2.10 | 504 |
| 24-Mar-2021 | Discuss with J. Machorro and J. León Orantes re: novation of the Amended and Restated IRLA. Review doctrine and judicial precedents in connection with the requirements for the novation to take place, mainly regarding type of consent and the meaning of substantially amend. Review RUGs public records for the registration of the Trust Agreement or any of its amendments. Prepare Memo in connection with the above. | Bolaños, Ilse | 6.10 | 2318 |
| 24-Mar-2021 | Review proposed memorandum on PLM loan, review related provisions, applicable court presidents, prepare adjustments to communication. (1.5). Analyze alternatives for capitalization of Apollo loan (.30). | León Orantes, Jorge | 1.80 | 882 |
| 24-Mar-2021 | Continued review of aspects of PLM agreements and aspects of amended and restated loan and security granted in Mexico over shares held by Debtor companies and aspects of perfection of related guaranty trust. Preparation of legal memorandum. Conferences and correspondence with working group. | Machorro, Juan | 3.80 | 1995 |
| 25-Mar-2021 | Review and analyze the final order dated October 13, 2020, granting, among others, Debtors' motion to related relief and to the certain Super-Priority Debtor-in-Possession Term Loan Agreement entered into by and between AMX as Borrower, Apollo Management Holdings, L.P., on behalf of one or more affiliates and/or funds or separate accounts managed by Apollo Management Holdings, L.P. or its affiliates, among others, as Lenders and UMB Bank National Association as Administrative Agent and Collateral Agent. Analyze public information regarding the shareholder structure of Aeromexico, prepare calculations in such regard. | Ibarra, Ana | 12.10 | 2662 |
| 25-Mar-2021 | Continued review of information in connection with the alleged termination of Andrés Conesa as CEO of Aeroméxico. Correspondence in that regard. | Remis, Andrés | 1.80 | 432 |
| 25-Mar-2021 | Review DIP Loan Agreement as well as Foreign Investment provisions applicable to the conversion of shares under the DIP Loan. Review Aeroméxico's By-laws. Internal discussions in connection with the structure of the capital stock of Aeroméxico. | Bolaños, Ilse | 6.50 | 2470 |
| 25-Mar-2021 | Further adjustments to memorandum addressing PLM loans and enforceability of guarantees. Discuss alternatives for capitalization light of DIP | León Orantes, Jorge | 5.50 | 2695 |

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| | loan, Foreign Investment restrictions and Mexican Stock Exchange regulations. Prepare initial draft of memorandum. Review communication related with alleged departure of Andrés Conesa from the Company. Prepare adjustments. | | | |
| 25-Mar-2021 | Continued review of aspects to be included in legal memorandum on aspects of PLA agreements and amended and restated loan and security granted in Mexico over shares held by Debtor companies and aspects of perfection. Conferences and correspondence with working group. | Machorro, Juan | 1.10 | 577.5 |
| 262-Mar-2021 | Review terms of the DIP Loan and comments with Ilse Bolaños regarding the drafting of a memorandum with the alternatives of capitalization to be considered. | Ibarra, Ana | 5.50 | 1210 |
| 26-Mar-2021 | Internal discussions re: alternatives for the Committee of Unsecured Creditors to convert their debt to equity. Prepare first draft of Memo in connection with the above. Review RUG in connection with the recordation of Irrevocable Trust Agreement F/1416. | Bolaños, Ilse | 6.10 | 2318 |
| 26-Mar-2021 | Confirm lack of registration of Trust in RUG to Mr. Juan Delgado with respect to the lack of registration of the amendment to the trust agreement with RUG. Review antecedents. | León Orantes, Jorge | 0.30 | 147 |
| 26-Mar-2021 | Review relevant provisions of DIP Loan. With I. Bolaños, discuss alternatives for capitalization. | León Orantes, Jorge | 0.80 | 392 |
| 26-Mar-2021 | Continued review of aspects of PLA agreements and amended and restated loan and security granted in Mexico as well as aspects of foreign investment limitations of participation in the equity of air carriers. | Machorro, Juan | 1.10 | 577.5 |
| 28-Mar-2021 | Review terms of the DIP LOAN and by laws of Aeromexico regarding the foreign investment limitations of ownership and analyze information regarding the current proportion of the capital stock that is considered as neutral investment. Prepare information with the capital structure of the Aeromexico. | Ibarra, Ana | 9.10 | 2002 |
| 28-Mar-2021 | Cont. preparing Memo re: alternatives for the Committee of Unsecured Creditors to convert their debt to equity. | Bolaños, Ilse | 2.10 | 798 |
| 29-Mar-2021 | Include comments to the memorandum regarding the considerations for Debt Conversion in Equity of Aeromexico. | Ibarra, Ana | 0.80 | 176 |
| 29-Mar-2021 | Cont. preparing Memo re: alternatives for the Committee of Unsecured Creditors to convert their debt to equity. | Bolaños, Ilse | 0.50 | 190 |
| 30-Mar-2021 | Review communication to Debtors CEO with respect to the business plan and time for comments. | León Orantes, Jorge | 0.40 | 196 |
| 30-Mar-2021 | Review Dip loan. Review memorandum with capitalization alternatives in compliance with foreign investment law and regulations. | León Orantes, Jorge | 4.10 | 2009 |
| 30-Mar-2021 | Continued review of aspects of amended CBAs, bankruptcy protection covenant vis-a-vis discount | Machorro, Juan | 1.10 | 577.5 |

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| | to Net Present Value, and aspects of business plan requested from Debtors. | | | |
| 31-Mar-2021 | Review the amended and restated BCP from a Mexican law perspective in light of the original BCP among Grupo Aeromexico, Aerovías de México, Aerolitoral and ASPA. Correspondence in that regard. | Remis, Andrés | 3.10 | 744 |
| 31-Mar-2021 | Internal discussions in connection with the Memo with alternatives for the Committee of Unsecured Creditors to convert their debt to equity. | Bolaños, Ilse | 0.40 | 152 |
| 31-Mar-2021 | Review amended and restated bankruptcy protection covenant among grupo Aeromexico, Aerovías de México, S.A. de C.V. and Aerolitoral, S.A. de C.V. and Asociación Sindical de Pilotos Aviadores de México. Review original amendments. Review proposed communication. Prepare adjustments. | León Orantes, Jorge | 1.80 | 882 |
| 31-Mar-2021 | Continue analysis of foreign investment restrictions under the bylaws and Mexican law for purposes of the capitalization | León Orantes, Jorge | 1.30 | 637 |
| 31-Mar-2021 | Continued review of aspects of amended CBAs and bankruptcy protection covenant; analysis of aspects of outsourcing of ground operation personnel in Mexico in light of changes in regulation in Mexico; review of aspects of business plan requested from Debtors, PLM agreements and perfection of security interest and foreign investment limitations; review of information provided by MoFo LLP. Attendance to conference call with MoFo LLP. | Machorro, Juan | 2.10 | 1102.5 |
| 1-Apr-2021 | Continued review of aspects of DIP financing and possible alternatives on participation/capitalization in the equity of Debtors by foreign investors according to regulation. | Machorro, Juan | 1.10 | 577.5 |
| 2-Apr-2021 | Continued review of aspects and documents on DIP financing and arrangements on capitalization in the equity of Debtors. | Machorro, Juan | 0.50 | 262.5 |
| 5-Apr-2021 | Cont. preparing Memorandum with alternatives for the Committee of Unsecured Creditors to convert their debt to equity. Review Shareholders Support Agreement and new shareholding structure sent by MoFo. Conference with N. Cohen, M. Bilbao, V. González, J. Machorro and J. León Orantes | Bolaños, Ilse | 5.10 | 1,938 |
| 5-Apr-2021 | Review Shareholder Support agreement. Review CapTable. Review revised version of memorandum with different alternatives for capitalization of DIP loan. Conference call with IFTT to discuss the restrictions on participation of foreign investment and bylaws for the capitalization. Discuss alternatives. | León Orantes, Jorge | 3.10 | 1,519 |
| 5-Apr-2021 | Continued review of aspects of Mexican regulation on participation in the equity of Mexican airlines in light of DIP financing and possible market opportunities for the Debtor companies; attendance to conference call with FTI | Machorro, Juan | 1.50 | 787.5 |

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| | Consulting. | | | |
| 6-Apr-2021 | Cont. preparing Memorandum with alternatives for the Committee of Unsecured Creditors to convert their debt to equity. Review DIP Loan Agreement and Aeroméxico's by-laws in connection with Delta's authority to block any capital increase | Bolaños, Ilse | 1.60 | 608 |
| 6-Apr-2021 | Review of certain pledge agreements granted by Aerovías de México and Brasilmex Leasing LLC in favor of Wilmington Trust. Performed search request at the RUG and International Registry in connection with said pledge agreements. Report preparation in that regard. Conference calls and correspondence with officials at the Mexican Aeronautics Registry to confirm registration of said Pledge Agreements. | Remis, Andrés | 4.10 | 984 |
| 6-Apr-2021 | Review of aspects of Mexican regulation on participation in the equity of Mexican airlines. Review of information on Embraer aircraft and GE engines financed to Debtors, pledge security interests involved and registration thereof with the International Registry under Cape Town Convention, with the Mobile Security Register and with the Mexican Aeronautic Register, and review of information and antecedents; conferences and correspondence with working group. | Machorro, Juan | 3.50 | 1,837.5 |
| 7-Apr-2021 | Correspondence to R. Rodríguez with respect to the Aeroméxico shares and their listing in the BMA.ecedents in such regard. | León Orantes, Jorge | 0.30 | 147 |
| 7-Apr-2021 | Continued review of information in connection with the recordation of certain pledge agreements with the Mexican Aeronautics Registry. Conference calls and correspondence with officials at the Mexican Aeronautics Registry in that regard. Filing of several title search requests with the registry. | Remis, Andrés | 3.10 | 744 |
| 7-Apr-2021 | Preparation and filing of Title Searches before the Mexican Aeronautic Registry for 10 aircrafts and 20 engines. | Carrillo, César | 3.10 | 558 |
| 7-Apr-2021 | Continued review of aspects of Mexican regulation on outsourcing activities, motion to enter into new collective bargaining agreements, and information on Embraer aircraft and GE engines financed to Debtors and registration of security documents with the Mexican Aeronautic Register; conferences and correspondence with working group. | Machorro, Juan | 1.80 | 945 |
| 8-Apr-2021 | Review by laws of Aeroméxico regarding the governance process for the appointment of members of the Board of Directors and the rights granted to Delta in such regard as strategic partner. | Ibarra, Ana Paula | 3.10 | 682 |
| 8-Apr-2021 | Review Aeroméxico's by-laws re: "Strategic Partner" for Delta's ability to appoint members of the Board. | Bolaños, Ilse | 0.30 | 114 |

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| 8-Apr-2021 | Meeting with AFAC officials in connection with the title search requests filed with the Mexican Aeronautics Registry related to 10 Embraer aircraft operated by Aeromexico Connect. | Remis, Andrés | 2.10 | 504 |
| 8-Apr-2021 | Continued review of aspects of Mexican regulation on outsourcing activities and information on Embraer aircraft and GE engines financed to Debtors and registration of security documents with the Mexican Aeronautic Register. | Machorro, Juan | 0.50 | 262.5 |
| 9-Apr-2021 | Discuss with J. León Orantes re: changes to Memo. | Bolaños, Ilse | 0.30 | 114 |
| 9-Apr-2021 | Further analysis and adjustments to memorandum describing alternatives for the exercise of the Equity Conversion Rights. | León Orantes, Jorge | 1.20 | 588 |
| 9-Apr-2021 | Review bylaws of Grupo Aeroméxico. Review resolutions of Shareholders' Meetings of Grupo Aeroméxico SAB that amend the bylaws to contemplate the existence of Strategic Partners. Correspondence to R. Rodríguez on the foregoing. | León Orantes, Jorge | 3.20 | 1,568 |
| 12-Apr-2021 | Review the public information regarding the number of shares that are owned by foreign shareholders. Prepare e- mail in connection with the foregoing. | Ibarra, Ana Paula | 0.30 | 66 |
| 12-Apr-2021 | Continue memorandum on different alternatives for equity conversion under the DIP Loan, current bylaws and Foreign Investment regulations. | León Orantes, Jorge | 3.10 | 1,519 |
| 12-Apr-2021 | Review of legal aspects in connection with ground operation services, airport counter staff and flight dispatch services. | Remis, Andrés | 1.50 | 360 |
| 12-Apr-2021 | Review of aspects of Mexican regulation on outsourcing activities, activities planned by Debtor companies to continue to be outsourced and legal provisions and interpretative arguments; review of information on PLM documents entered sent for review and aspects of registration of security interests in Mexico. Conferences and correspondence with MoFo team. | Machorro, Juan | 1.60 | 840 |
| 13-Apr-2021 | Analyze the contractual obligation that the Support Shareholders assumed under the DIP Loan Agreement and Support Agreement to approve the Chapter 11 Plan and if such obligations may restrict the right to vote for or against the resolutions of the meeting. Include comments to the memo. | Ibarra, Ana Paula | 2.30 | 506 |
| 13-Apr-2021 | Review the following documents: Commercial Participation & Services Agreement, Netting Agreement, Floating Lien Pledge Agreement, Amended and Restated Pre-Paid Seat Asset Purchase Agreement, Amended and Restated Commercial Participation & Services Agreement, Amendment No. 1 to the Amended and Restated Commercial Participation & Services Agreement, Amendment No. 2 to the Amended and Restated Commercial Participation & Services Agreement, Intercompany Revolving Loan Agreement, First Amendment to the Intercompany Revolving Loan Agreement, Letter of Intent and IRLA | Bolaños, Ilse | 4.10 | 1,558 |

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| | Disbursement Request. Prepare summary of said documents. | | | |
| 13-Apr-2021 | Analyze enforceability of support obligations of shareholders under the Shareholder Support Agreement. Review applicable provisions of Mexican law. Final adjustments to equity conversion Memo. | León Orantes, Jorge | 2.10 | 1,029 |
| 13-Apr-2021 | With A. Ibarra, review support obligations on their Shareholders Support agreement, and consequences for approval of restructuring plan. | León Orantes, Jorge | 0.30 | 147 |
| 13-Apr-2021 | Continued review of aspects of Mexican regulation on outsourcing activities, legal provisions, new PLM documents provided entered sent for review. | Machorro, Juan | 1.90 | 997.5 |
| 14-Apr-2021 | Adjust the memorandum regarding the equity conversion rights process regarding the authorization of the issuance of convertible shares (shares with limited vote, restricted o without vote right) that me be required from the Banking and Securities National Commission. | Ibarra, Ana Paula | 0.80 | 176 |
| 14-Apr-2021 | Prepare changes to Memo on secured obligations in order to include secured obligations under the PPSA | Bolaños, Ilse | 2.10 | 798 |
| 14-Apr-2021 | Continued review of information shared on PLM documents provided. | Machorro, Juan | 1.30 | 682.50 |
| 15-Apr-2021 | Analyze the public information of AMX regarding the current position that the foreign investment have in AMX capital stock regarding the equity Conversion Rights memo. | Ibarra, Ana Paula | 1.30 | 286 |
| 15-Apr-2021 | Review and revise equity conversion rights memo in light of the foreign investment restrictions on Mexican air carriers. | Remis, Andrés. | 2.50 | 600 |
| 15-Apr-2021 | Discuss with J. Machorro re: security interests guaranteeing the Aeroméxico's obligation under the PPSA, as amended. Prepare changes to Memo on secured obligations. Review RUG in connection with the registration of the Floating Lien Pledge Agreement. Review the Commerce Code, the General Law on Negotiable Instruments and the Regulations of the Public Registry of Commerce in connection with the ratification and registration of said Floating Lien Pledge Agreement. | Bolaños, Ilse | 5.50 | 2,090 |
| 15-Apr-2021 | Final comments to memo on equity conversion rights and alternatives that could be considered for the conversion of the DIP Loan. Analysis of documentation executed for PLM loans. Review proposed memorandum. | León Orantes, Jorge | 5.50 | 2,695 |
| 15-Apr-2021 | Review of legal memorandum on aspects of foreign investment restrictions according to Mexican Foreign Investment Law and existing alternatives in light of DIP Financing documents. Review of legal memorandum on PLM documents provided and related information. | Machorro, Juan | 5.50 | 2,887.5 |
| 16-Apr-2021 | Review communication to Debtors CEO with respect to the business plan and time for comments. | León Orantes, Jorge | 0.10 | 49 |
| 16-Apr-2021 | Review Dip loan. Review memorandum with | León Orantes, Jorge | 3.10 | 1,519 |

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| | capitalization alternatives in compliance with foreign investment law and regulations. | | | |
| 16-Apr-2021 | Continued review of aspects of amended CBAs, bankruptcy protection covenant vis-a-vis discount to Net Present Value, and aspects of business plan requested from Debtors. | Machorro, Juan | 2.40 | 1,260 |
| 20-Apr-2021 | Follow up with the Mexican Aeronautic Registry in connection with the title search request filed in regarding several Embraer aircraft and its engines. | Remis, Andrés | 1.10 | 264 |
| 20-Apr-2021 | Continued review of aspects of Mexican regulation on PLM documents and legal memorandum. | Machorro, Juan | 2.60 | 1,365 |
| 20-Apr-2021 | Discuss with R. Orea re: enforceability against third parties. Review changes to the legislation applicable to the ratification and registration of floating pledge agreements and guarantee trusts | Bolaños, Ilse | 2.10 | 798 |
| 20-Apr-2021 | Initial review and analysis of draft memorandum regarding security structure created in favor of PLM; review comments thereon by MoFo. | Orea, Ricardo | 0.70 | 287 |
| 21-Apr-2021 | Review comments of MoFo to memorandum describing security under PLM documentation, imperfections and steps moving forward. Review supporting documentation. Review revised version of memorandum reflecting such comments. | León Orantes, Jorge | 3.10 | 1,519 |
| 21-Apr-2021 | Continued review of aspects of PLM documents and legal memorandum. | Machorro, Juan | 0.50 | 262.5 |
| 21-Apr-2021 | Review doctrines in connection with the enforceability against third parties given by the registration of certain acts. Discuss with Ricardo Orea in connection with the changes to the legislation applicable to the ratification and registration of floating pledge agreements and guarantee trusts. | Bolaños, Ilse | 1.80 | 684 |
| 21-Apr-2021 | Continued review and revisions to draft memorandum prepared regarding trust agreement and additional security between PLM and Aeromexico and the validity and perfection thereof. | Orea, Ricardo | 3.10 | 1,271 |
| 22-Apr-2021 | Cont. preparing Memo. Discuss with J. León Orantes re: ratification and registration of floating pledge agreements and guarantee trusts. | Bolaños, Ilse | 1.10 | 418 |
| 22-Apr-2021 | Further adjustments to memo on PLM security interest. Review related contractual documentation and applicable legal provisions. | León Orantes, Jorge | 2.90 | 1,421 |
| 22-Apr-2021 | Review of aspects of PLM documents and legal memorandum. Review of information on motion filed by PLM seeking approval of stipulation among Debtors, PLM and Aimia. | Machorro, Juan | 1.50 | 787.5 |
| 23-Apr-2021 | Prepare new version of memorandum on Equity Conversion Rights to reflect discussions with AMX advisors. | León Orantes, Jorge | 0.80 | 392 |
| 23-Apr-2021 | Follow up with the Mexican Aeronautics Registry in connection with the title search requests filed regarding several Embraer aircraft and its engines. | Remis, Andrés | 1.10 | 264 |
| 23-Apr-2021 | Review of aspects of merger control in Mexico | Machorro, Juan | 1.10 | 577.5 |

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| | that could apply in the case of a strategic partner for the Debtor companies and review of legal memorandum. | | | |
| 23-Apr-2021 | Continued review of aspects of PLM documents and legal memorandum. Review of antecedents on resolutions issued by the competition authority in Mexico on mergers in the aviation industry. Review of corporate documents of the Debtor companies and review of Support Agreement. | Machorro, Juan | 2.40 | 1,260 |
| 23-Apr-2021 | Prepare final version of memorandum prepared in connection with validity and perfection of security trust and non-possessionary pledge between PLM and Aeromexico. | Orea, Ricardo | 0.20 | 82 |
| 23-Apr-2021 | Research of antitrust resolution on the air transportation markets. | Szymanski, Iván | 2.10 | 567 |
| 24-Apr-2021 | Analyze the support agreement entered with the shareholders of Aeromexico, the regulation of the by-laws and the Mexican law regarding the voting restrictions that may be applicable. | Ibarra, Ana Paula | 2.10 | 462 |
| 24-Apr-2021 | Review and analysis of antitrust resolutions on the air transportation market. | Szymanski, Iván | 3.10 | 837 |
| 25-Apr-2021 | Prepare memorandum including (i) a detailed description of the concept of concentration; (ii) the thresholds used to determine whether a concentration shall require the previous authorization from the Mexican Federal Economic Competition Commission (the "Commission") before having effects in Mexico; (iii) the process of the review of a concentration before the Commission and (iv) a brief analysis of the factors used by the Commission to define the relevant market in previous cases dealing with airlines and air transportation services. | Szymanski, Iván | 4.50 | 1,215 |
| 25-Apr-2021 | Review, changes and additions to Memorandum to the client as to requirements for the pre-merger notification, thresholds and criteria from the COFECE, definition of markets in previous resolutions. | Grau, Vicente | 1.70 | 765 |
| 26-Apr-2021 | Analyze the documents executed, by -laws and applicable dispositions in Mexico regarding the capitalization plan to determinate if the current shareholders of AMX, specifically Delta Airlines Inc. ("Delta"), are bound to support the investment to be made by an alternate investor. | Ibarra, Ana Paula | 3.50 | 770 |
| 26-Apr-2021 | Investigation regarding judicial criteria relative to the contravention to shareholders' agreements. | Leal Garza, Gabriela | 0.90 | 99 |
| 26-Apr-2021 | Analysis of relevant corporate and governance provisions related to restructure plan. Review contractual support of AMX. Review relevant by law and legal provisions. With A. Ibarra and J. Machorro, review related matters. Prepare note on the foregoing. With J. Delgado, review related matters. Further analysis off anti- trust provisions I. Szymanski, review relate to the matters. | León Orantes, Jorge | 5.20 | 2,548 |
| 26-Apr-2021 | Review of Joint Operation Agreement with Delta. Review of aspects of PLM documents, legal memorandum and additional background documents received from MoFo. Review of | Machorro, Juan | 4.60 | 2,415 |

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| | information on “Boeing Motion” and “Air Lease Motion” filed by the Debtor. | | | |
| 26-Apr-2021 | Preparing responses to the certain comments on the memorandum prepared on Antitrust Issues. | Szymanski, Iván | 0.50 | 135 |
| 26-Apr-2021 | Review, changes and additions to Memorandum to the client as to requirements for the pre-merger notification, thresholds and criteria from the COFECE, definition of markets in previous resolutions. | Grau, Vicente | 1.70 | 765 |
| 27-Apr-2021 | Review law cases and include considerations to the capitalization plan that it is being evaluated as part of the restructure plan. Analyze by-laws in connection with the foregoing. | Ibarra, Ana Paula | 2.30 | 506 |
| 27-Apr-2021 | Review Joint Cooperation agreement executed with Delta. Review proposed communication to Morrison & Foerster LLP. With Mr. Juan Carlos Machorro, review related matters. Review memorandum on antitrust clearance issues. Prepare adjustments. Correspondence on the foregoing. Prepare revisions to PLM memorandum to reflect comments of MoFo. Correspondence on the foregoing. | León Orantes, Jorge | 3.90 | 1,911 |
| 27-Apr-2021 | Continued review of information on aspects merger control in Mexico and legal memorandum, and corporate and contractual aspects, that would apply for the Debtor companies. Review of aspects of Joint Cooperation Agreement sent in the Spanish language, entered into with Delta. Continued review of aspects of PLA documents, revisions to legal memorandum in light of additional background documents and comments received from MoFo. Attendance to conference call with FTI and MoFo teams. Correspondence. | Machorro, Juan | 2.50 | 1,312.5 |
| 27-Apr-2021 | Review additional documents sent by MoFo regarding amendments to Security Trust entered into between PLM and Aeromexico; analyze implications on draft memorandum prepared in such regard. | Orea, Ricardo | 0.50 | 205 |
| 28-Apr-2021 | Discuss with R. Orea in connection with new documents sent. Discuss with J. León Orantes in connection with changes to the Memo. Continue preparing Memo. | Bolaños, Ilse | 1.10 | 418 |
| 28-Apr-2021 | Review changes proposed by MoFo to the memorandum on antitrust issues. Review resolutions issued by the COFECE on the air transportation market. Answer comments made by J. Delgado and modify the memorandum. | Szymanski, Iván | 3.10 | 837 |
| 28-Apr-2021 | Review comments, additions and inquiries to our Memorandum from J. Delgado from MOFO. Work in changes, additions and comments. Email correspondence with I. Szymanski. Videoconference with I. Szymanski to discuss additional comments. | Grau, Vicente | 1.10 | 495 |
| 29-Apr-2021 | Review revised version of Antitrust memorandum. Prepare adjustments. Correspondence on the foregoing. | León Orantes, Jorge | 0.80 | 392 |
| 30-Apr-2021 | Review annual report filed by Grupo Aeroméxico | Ibarra, Ana Paula | 0.30 | 66 |

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| | before the Mexican stock exchange. | | | |
| 30-Apr-2021 | Review of information on annual report presented by the company on this date on the Mexican Stock Exchange and correspondence. | Machorro, Juan | 0.50 | 262.5 |
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| Total: 0002 | Analysis and preparation of documents on Mexican law issues | | 384.4 | \$148,983.50 |
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| LABOR & UNIONS | | | | |
| 4-Feb-2021 | Review aspects related with labor updates, exclusivity motion, claims, claims procedures motion and Newrest adversary proceeding. | León Orantes, Jorge | 0.50 | 245 |
| 9-Feb-2021 | Briefly review agreements signed with the labor organizations modifying temporarily the working conditions. | De la Vega, Juan Carlos | 3.10 | 1488 |
| 9-Feb-2021 | Review of files on new collective bargaining agreements. | Machorro, Juan | 1.20 | 630 |
| 10-Feb-2021 | Analysis of agreements reached with the Unions from labor and bankruptcy perspective. | León Orantes, Jorge | 2.10 | 1029 |
| 10-Feb-2021 | Review of the Collective Bargaining Agreements of Aerovías de México, S.A. de C.V. with Sindicato Nacional de Trabajadores al Servicio de la Líneas Aéreas, Transportes, Servicios, Similares y Conexos "Independencia", Aerolitoral, S.A. de C.V. with Sindicato de Trabajadores de la Industria Aeronáutica y Comunicación, Similares y conexos de la República Mexicana (S.T.I.A) and Aerovías de México, S.A de C.V. with Asociación Sindical de Pilotos Aviadores de México (ASPA). Communication to R. Ortiz to provide the information obtain of such agreements. | Ávila, Denisse | 3.50 | 875 |
| 10-Feb-2021 | Coordinate revision of collective agreements to identify other similar obligations. Analyze legal aspects of the credit obligation assumed by Aeromexico as a consequence of the cost reduction in the collective bargaining agreements. | De la Vega, Juan Carlos | 2.00 | 960 |
| 10-Feb-2021 | Review the collective bargaining agreements provided to identify any clauses related to special obligations of future payments. Prepare a summary of the collective bargain agreements and the special obligations of future payments. | Ortiz, Raquel | 5.30 | 1590 |
| 10-Feb-2021 | Review of amendments to collective labor agreements and bankruptcy protection covenant. Review of priority of labor claims under such amendments. Preparation of memorandum in that regard. | Remis, Andrés | 3.30 | 792 |
| 10-Feb-2021 | Review of aspects of labor settlements, related documentation ratified with labor boards and aspects of priority of claims under Mexican rules, and preparation of legal note for MoFo. Conferences and correspondence with working group. | Machorro, Juan | 2.10 | 1102.5 |
| 11-Feb-2021 | Review documentation executed with the Unions (ASPA, ASSA, INDEPENDENCIA and STIA) in connection with the amendments to the Collective Bargaining Agreements. Review proposed communication. Prepare adjustments. | León Orantes, Jorge | 2.40 | 1176 |

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| | Further adjustments to memorandum on Equity Participation Rights. Review adjustments proposed by MoFo. Correspondence on the foregoing. | | | |
| 11-Feb-2021 | Review labor aspects of opinion in connection with recognition of credit to the unions. | De la Vega, Juan Carlos | 1.10 | 528 |
| 11-Feb-2021 | Continued review of aspects of labor settlements, documentation ratified with labor boards and memorandum on aspects of priority of claims under Mexican rules and net present value of claims. Conferences and correspondence. | Machorro, Juan | 1.30 | 682.5 |
| 17-Feb-2021 | Review and respond question about amendments to the collective bargaining agreements. Conference on the subject. Discuss with J. Leon Orantes formalities to meet for ASPA to change terms of agreement. | De la Vega, Juan Carlos | 1.10 | 528 |
| 18-Feb-2021 | Analysis of ASPA and ASSA agreements to determine scope of debtor's commitment as relates to certain claims deriving from savings when renegotiating the collective bargaining agreements. Prepare note. | De la Vega, Juan Carlos | 2.70 | 1296 |
| 19-Feb-2021 | Review information about breach of collective bargaining agreements and damages. | De la Vega, Juan Carlos | 0.50 | 240 |
| 23-Feb-2021 | Review results of analysis with counsel to the Debtor with respect to the agreements reached with the Unions and steps moving forward. Analyze alternatives. | León Orantes, Jorge | 0.40 | 196 |
| 23-Feb-2021 | Discuss with J. León Orantes outcome of conversation with Sainz as relates to unions. | De la Vega, Juan Carlos | 0.20 | 96 |
| 25-Feb-2021 | Prepare adjustments to communication addressing requirements under Mexican bankruptcy law to enter into new credits and debts, in light of the claims agreed under the amendments to the CBAs in favor of the Unions. | León Orantes, Jorge | 0.80 | 392 |
| 10-Mar-2021 | Review of amendments executed with the Unions for the CBAs. Analyze validity of said amendments under labor and Bankruptcy Mexican law.. Meeting with labor, bankruptcy and litigation areas to discuss the foregoing. | León Orantes, Jorge | 2.60 | 1274 |
| 10-Mar-2021 | Review document request to be filed with the U.S. Bankruptcy Court. Correspondence to J. Delgado, from MoFo LLP, on the foregoing. | León Orantes, Jorge | 0.60 | 294 |
| 10-Mar-2021 | Comment with J León Orantes about arguments to annul agreements signed by the unions with Aeroméxico. Discuss with R. Ortiz. | De la Vega, Juan Carlos | 0.50 | 240 |
| 10-Mar-2021 | Proposed memorandum to MoFo with respect to the validity of the CBA Amendments with the Unions, and applicability of certain provisions under Mexican law. | León Orantes, Jorge | 2.20 | 1078 |
| 10-Mar-2021 | Develop arguments to be sustained against the validity of the agreements signed by debtor with unions. Prepare writ thereon. Conference with MoFo lawyers on the subject. | De la Vega, Juan Carlos | 2.10 | 1008 |
| 10-Mar-2021 | Prepare final version of memorandum with arguments on validity of Amendments to the CBAs under Mexican Law. Correspondence on | León Orantes, Jorge | 0.80 | 392 |

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| | the foregoing. | | | |
| 11-Mar-2021 | Correspondence to J. Delgado, from MoFo, requesting certain documents for inclusion within the document request form to be submitted to the court. | León Orantes, Jorge | 0.30 | 147 |
| 11-Mar-2021 | Review amendments to CBAs executed with Independencia and STIA, considering wording of Net Present Value included in the amendments. Correspondence on the foregoing. | León Orantes, Jorge | 0.80 | 392 |
| 11-Mar-2021 | Coordinate analysis and responses to open labor questions on outsourcing. Actions to obtain bylaws of the unions. Review of agreements signed by Independencia and STIA and provide interpretation about present net value. | De la Vega, Juan Carlos | 1.80 | 864 |
| 17-Mar-2021 | Review the new collective bargaining agreements provided and include the relevant provisions in the chart of CBAs. | Ortíz, Raquel | 3.10 | 930 |
| 18-Mar-2021 | Review the agreements entered into with Independencia/STIA from a judicial point of view surrounding the application of a discount to the amounts, to bring them to present value. Attention conference calls with C. Olvera on this regard. | Osio, Cynthia | 2.50 | 400 |
| 19-Mar-2021 | Review judicial interpretation that could be given to clause agreed with Independencia an STIA clause if it were interpreted in Mexico. With C. Olvera, review related matters. | León Orantes, Jorge | 1.10 | 539 |
| 23-Mar-2021 | Review request for interpretation of labor provision in the agreements with unions recognizing certain credit. Obtain ASSA bylaws. | De la Vega, Juan Carlos | 1.20 | 576 |
| 23-Mar-2021 | Look for the collective bargaining agreements executed between the companies and the unions in the webpage of the Federal Labor Board in order to determine the services that could be outsourced or any prohibition within such agreements to outsource services. | Ortíz, Raquel | 2.50 | 750 |
| 25-Mar-2021 | Review the ASSA and ASPA charters to look for additional arguments to nulidad the executed collective bargain agreements. | Ortíz, Raquel | 3.80 | 1140 |
| 25-Mar-2021 | Review memorandum of Mexican counsel to the Debtor with respect to the amendments to the CBAs for land handling services that allow outsourcing. | León Orantes, Jorge | 0.50 | 245 |
| 25-Mar-2021 | Conference with lawyers of the firm following up labormatters. Conference with experts group. | De la Vega, Juan Carlos | 1.10 | 528 |
| 25-Mar-2021 | Review and analyze opinion from Sainz Abogados about outsourcing agreed with Sindicato Independencia. Prepare opinion. | De la Vega, Juan Carlos | 3.30 | 1584 |
| 25-Mar-2021 | With C. de la Vega, review aspects related to amendments to ground handling services CBA that allow outsourcing mechanisms. | León Orantes, Jorge | 0.30 | 147 |
| 25-Mar-2021 | Review question from R. Rodríguez about ground handlers. Organize works to produce response. | De la Vega, Juan Carlos | 0.30 | 144 |
| 25-Mar-2021 | Actions to try to obtain the collective bargaining agreements executed between the companies and the unions to verify the workers' positions contemplated in each agreement. | Ortíz, Raquel | 2.30 | 690 |
| 25-Mar-2021 | Comment with internal team status of research to | De la Vega, Juan | 0.50 | 240 |

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|-------------------------------|--|-------------------------|-------------|-----------------|
| | determine coverage of the ground handler personnel in the different collective bargaining agreements. | Carlos | | |
| 25-Mar-2021 | Review the collective bargain agreements to identify the employees' positions mentioned within them. | Ortíz, Raquel | 4.30 | 1290 |
| 25-Mar-2021 | Draft a chart that reflects the collective bargain agreements that each company has executed with the Unions, as well as the employees' positions included within them. | Ortíz, Raquel | 0.70 | 210 |
| 6-Apr-2021 | Conference with J. Delgado to follow up on the Committee discussions. Further conference with J. Delgado to discuss the registration of liens on Aircrafts. Review further amendment to arrangement with the union allowing outsourcing. | León Orantes, Jorge | 1.60 | 784 |
| 6-Apr-2021 | Participate in different meetings with Mofo's union and other groups to address labor issues. Review draft of agreement to extend implementation of certain provisions under the modifying agreement. Prepare note. | De la Vega, Juan Carlos | 2.30 | 1,104 |
| 7-Apr-2021 | Review note of Counsel to Debtor on outsourcing under CBA with Independencia. With Mr. Juan Carlos de la Vega, review related matters. | León Orantes, Jorge | 0.30 | 147 |
| 7-Apr-2021 | Briefly review labor aspects of motion to authorize new terms of the collective bargaining agreements. Review email from Sainz about outsourcing. | De la Vega, Juan Carlos | 1.20 | 576 |
| 7-Apr-2021 | Review of CBAs in connection with the aviation services provided for therein. | Remis, Andrés | 1.10 | 264 |
| 9-Apr-2021 | Per instructions of Mr. Juan Carlos De la Vega obtain copies of a collective bargaining agreement filed at the Federal Conciliation and Arbitration Board. | Gómez, Axel | 2.00 | 340 |
| 12-Apr-2021 | Continue analysis of different documents related to savings from outsourcing. Conference with Mofo's team on the subject. Prepare email for Mofo on the subject. Prepare email for Sainz requesting additional information. | De la Vega, Juan Carlos | 2.50 | 1,200 |
| 13-Apr-2021 | Review language for the final motion re CBAs. Review proposed adjustments. Prepare changes. | León Orantes, Jorge | 0.10 | 49 |
| 13-Apr-2021 | Review and amend language related to outsourcing provision and Independencia collective bargaining agreements. | De la Vega, Juan Carlos | 1.70 | 816 |
| | | | | |
| Total: 0003 | Labor & Clams | | 85.6 | \$34,228 |
| | | | | |
| RETENTION APPLICATIONS | | | | |
| 5-Jan-2021 | Correspondence to K. Richardson with our filing proposed for authorization of fees corresponding to October and November 2020. Prepare adjustments to filing to the Court. | León Orantes, Jorge | 1.10 | 539 |
| 13-Jan-2021 | Conduct additional internal review with respect to Additional Parties in interest. | León Orantes, Jorge | 0.20 | 98 |
| 14-Jan-2021 | Continue internal process for conflict check in light of second supplemental interested parties list. Correspondence and conference on the foregoing. Review supplemental declaration to be filed with supplemental interested parties list. | León Orantes, Jorge | 1.50 | 735 |

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| | Prepare comments on the foregoing. | | | |
| 20-Jan-2021 | Review adjustments suggested for supplemental declaration in connection with the Committee's retention of S+S as Mexican Counsel, and related materials. Correspondence on the foregoing. | León Orantes, Jorge | 0.50 | 245 |
| 11-Feb-2021 | Employment and Fee Applications: Review and revise Fee applications for October through January, to comply with billing requirements. | León Orantes, Jorge | 1.10 | 539 |
| 24-Feb-2021 | Coordinate preparation of interim fee application for the fees incurred during the months of November and December 2020. Correspondence to Ms. K. Richardson, from MoFo, on the foregoing. | León Orantes, Jorge | 0.40 | 196 |
| 26-Feb-2021 | Continued preparation of interim fee application for the fees incurred during the months of November and December 2020. | Remis, Andrés | 2.10 | 504 |
| 1-Mar-2021 | Continued preparation of SyS's interim fee statement. Review of past fee applications. | Remis, Andrés | 2.10 | 504 |
| 1-Mar-2021 | Review proposed First Interim Fee Application. Prepare changes thereto. | León Orantes, Jorge | 0.60 | 294 |
| 2-Mar-2021 | Continued preparation of SyS's interim fee application. Internal correspondence in that regard. | Remis, Andrés | 3.10 | 744 |
| 2-Mar-2021 | Additional review of Additional Parties in Interest for purposes of conflict check procedure. | León Orantes, Jorge | 0.30 | 147 |
| 3-Mar-2021 | Prepare final adjustments to Interim Fee Application. | León Orantes, Jorge | 0.30 | 147 |
| 8-Mar-2021 | Continued preparation of interim fee including VAT. | Remis, Andrés | 2.50 | 600 |
| 8-Mar-2021 | Prepare adjustments to Interim Fee Application corresponding to November and December 2020. Correspondence on the foregoing. | León Orantes, Jorge | 0.80 | 392 |
| 20-Apr-2021 | Preparation of counsel budget. | Remis, Andrés | 1.50 | 360 |
| 29-Mar-2021 | Continued preparation of interim fee application budget. | Remis, Andrés | 2.10 | 504 |
| 24-Mar-2021 | Continued preparation of SyS's interim fee application. | Remis, Andrés | 2.50 | 575 |
| Total 0004 | Retention Applications | | 22.7 | 7,123.00 |
| EMPLOYMENT AND FEE APPLICATIONS | | | | |
| 16-Mar-2021 | Continued review of SySs fees during January and February 2021. | Remis, Andrés | 1.00 | 230 |
| 13-Apr-2021 | Continued preparation of March fee statement. | Remis, Andrés | 1.00 | 230 |
| 19-Apr-2021 | Continued review and revise S+S February fee statements. | Remis, Andrés | 1.00 | 230 |
| 27-Apr-2021 | Continued preparation of S+S March fee application. | Remis, Andrés | 1.00 | 230 |
| Total: 0005 | Employment and Fee Applications | | 4.00 | 920.00 |
| MEETINGS AND COMMUNICATIONS WITH COMMITTEE | | | | |
| 6-Jan-2021 | Attendance to UCC weekly meeting. | Machorro, Juan | 0.50 | 262.5 |
| 13-Jan-2021 | Attend weekly call with the Committee and its advisors. | León Orantes, Jorge | 1.10 | 539 |
| 13-Jan-2021 | Attendance to UCC weekly meeting. | Machorro, Juan | 1.00 | 525 |

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| 20-Jan-2021 | Attend weekly Committee call. | León Orantes, Jorge | 0.50 | 245 |
| 27-Jan-2021 | Attend weekly conference call with Committee of Unsecured Creditors and advisors. | León Orantes, Jorge | 0.5 | 245 |
| 27-Jan-2021 | Attend committee meeting. | De la Vega, Juan Carlos | 0.50 | 240 |
| 27-Jan-2021 | Attendance to weekly meeting with UCC. | Machorro, Juan | 1.10 | 577.5 |
| 3-Feb-2021 | Attend weekly call with the Committee of Unsecured Creditors and advisors. | León Orantes, Jorge | 0.50 | 245 |
| 3-Feb-2021 | Attendance to weekly UCC call. | Machorro, Juan | 0.50 | 262.5 |
| 10-Feb-2021 | Attend weekly conference call with the Committee. | León Orantes, Jorge | 0.50 | 245 |
| 10-Feb-2021 | Attendance to UCC weekly call. | Machorro, Juan | 0.50 | 262.5 |
| 17-Feb-2021 | Attend weekly call with the Committee and advisors. | León Orantes, Jorge | 1.10 | 539 |
| 17-Feb-2021 | Attendance to weekly UCC call and review of relevant reports. | Machorro, Juan | 1.10 | 577.5 |
| 24-Feb-2021 | Attend weekly call with the Committee. | León Orantes, Jorge | 1.10 | 539 |
| 3-Mar-2021 | Attend weekly conference with the Committee. | León Orantes, Jorge | 1.10 | 539 |
| 3-Mar-2021 | Attendance to UCC weekly call. | Machorro, Juan | 1.10 | 577.5 |
| 9-Mar-2021 | Attendance to UCC weekly call. | Machorro, Juan | 0.50 | 262.5 |
| 10-Mar-2021 | Attend weekly meeting with the Committee. | León Orantes, Jorge | 0.40 | 196 |
| 10-Mar-2021 | Attend committee meeting. | De la Vega, Juan Carlos | 0.50 | 240 |
| 10-Mar-2021 | Attendance to UCC weekly call. | Machorro, Juan | 0.50 | 262.5 |
| 17-Mar-2021 | Attend weekly conference call with the Committee. | León Orantes, Jorge | 0.70 | 343 |
| 17-Mar-2021 | Attend weekly meeting with the committee. | De la Vega, Juan Carlos | 0.60 | 288 |
| 17-Mar-2021 | Attendance to UCC weekly call and review of information. | Machorro, Juan | 1.10 | 577.5 |
| 24-Mar-2021 | Attend weekly conference with the Committee. | León Orantes, Jorge | 1.10 | 539 |
| 24-Mar-2021 | Attend committee meetings. | De la Vega, Juan Carlos | 1.10 | 528 |
| 24-Mar-2021 | Attendance to UCC weekly call and review of materials. | Machorro, Juan | 1.30 | 682.5 |
| 31-Mar-2021 | Attend weekly call with the Committee. | León Orantes, Jorge | 0.90 | 441 |
| 31-Mar-2021 | Attendance to UCC weekly call and review of materials. | Machorro, Juan | 1.40 | 735 |
| 7-Apr-2021 | Attend weekly call with the Committee. | León Orantes, Jorge | 0.90 | 441 |
| 7-Apr-2021 | Attend conference of the committee. | De la Vega, Juan Carlos | 0.90 | 432 |
| 14-Apr-2021 | Attend weekly call with the Committee and review supporting documentation. | León Orantes, Jorge | 1.30 | 637 |
| 14-Apr-2021 | Attendance to weekly UCC meeting and review of information. | Machorro, Juan | 1.30 | 682.5 |
| 16-Apr-2021 | Attend meetings of the unsecured claims committee. | De la Vega, Juan Carlos | 0.90 | 432 |
| 16-Apr-2021 | Attendance to meeting with Debtor companies officials, and special UCC meeting. | Machorro, Juan | 0.90 | 472.5 |
| 20-Apr-2021 | Attend conference with members of the committee. | De la Vega, Juan Carlos | 0.80 | 384 |
| 21-Apr-2021 | Attend weekly call with the Committee and advisors | León Orantes, Jorge | 0.20 | 98 |
| 21-Apr-2021 | Attendance to UCC weekly meeting; review of support information. | Machorro, Juan | 0.80 | 420 |
| 27-Apr-2021 | Attend committee meetings. | De la Vega, Juan | 0.90 | 432 |

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| | | Carlos | | |
| 28-Apr-2021 | Attend weekly call with the Committee. | León Orantes, Jorge | 1.40 | 686 |
| 28-Apr-2021 | Attendance to weekly UCC call and review of information. | Machorro, Juan | 1.80 | 945 |
| | | | | |
| Total: 0006 | Meetings and communications with Committee | | 34.9 | \$17,578.00 |
| | | | | |
| CURRENT FEES | | | 605.3 | \$245,625.00 |
| VALUE ADDED TAX (16%) | | | | \$39,300.00 |
| TOTAL FEES | | | 605.3 | \$284,925.00 |

Summary of Expenses

| Expense Category | Expense Amount |
|--|-----------------------|
| Payment of duties regarding the 10 aircraft title search requests with the Mexican Aeronautic Registry. | \$92.49 |
| Payment of duties regarding the 20 engine title search requests with the Mexican Aeronautic Registry. | \$264.54 |
| Payment of duties regarding copies of certain collective bargaining agreements before the Federal Conciliation and Arbitration Board | \$108.32 |
| TOTAL INCURRED | \$465.35 |
| VALUE ADDED TAX (16%) | 74.45 |
| TOTAL REQUESTED | \$539.81 |