

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

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**ORDER (I) AUTHORIZING DEBTOR AEROLITORAL, S.A. DE C.V. TO ASSUME
(ON AN AMENDED BASIS) THOSE CERTAIN AIRCRAFT LEASE AGREEMENTS
AND (II) APPROVING THE CLAIMS SETTLEMENT WITH AVIATOR IRELAND
AMX 188, DAC AND AVIATOR IRELAND AMX 216, DAC**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”), (i) authorizing, but not directing, Debtor Aerolitoral, S.A. de C.V. (the “**Debtor Lessee**”) to assume the Aircraft Leases on an amended basis in accordance with the terms and conditions set forth in the form of Amended Aircraft Leases (attached hereto as **Exhibit 1**) and (ii) approving the Claims Settlement, each as set forth more fully in the Motion and the Landess Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the notice parties identified in the Motion;

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and an opportunity for objection to and a hearing on the Motion having been given to the parties listed therein; and upon all of the proceedings had before the Court; and after due deliberation the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having found that the relief granted herein is in the best interests of the Debtors, their creditors, and all other parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized (but not directed), pursuant to and in accordance with section 365 of the Bankruptcy Code, to (a) assume the 188 Aircraft Lease on an amended basis in accordance with the terms and conditions set forth in the Amended 188 Aircraft Lease and (b) pay all amounts and otherwise perform all obligations under the Amended 188 Aircraft Lease.
3. The Debtors are authorized (but not directed), pursuant to and in accordance with section 365 of the Bankruptcy Code, to (a) assume the 216 Aircraft Lease on an amended basis in accordance with the terms and conditions set forth in the Amended 216 Aircraft Lease and (b) pay all amounts and otherwise perform all obligations under the Amended 216 Aircraft Lease.
4. The Debtor Lessee shall pay \$0.00 to each of the Lessors (inclusive of their affiliates) in satisfaction of its obligation to cure any defaults under their respective Aircraft Lease in accordance with section 365(b)(1)(A) of the Bankruptcy Code.
5. The Debtors are authorized (but not directed) to execute, deliver, provide, implement, and fully perform any and all obligations, instruments, and papers provided for or

contemplated in the Amended Aircraft Leases and to take any and all actions to implement the Amended Aircraft Leases.

6. The Claims Settlement is (a) integral and necessary to the Aviator Transactions, (b) supported by reasonable consideration, (c) fair and equitable and in the best interest of the Debtors' estates, and (d) permitted by the Bankruptcy Code, and thus, is hereby approved pursuant to Bankruptcy Rule 9019(a) and shall be binding on the Debtors and the Lessors (and their affiliates).

7. In accordance with the Claims Settlement, the Lessors, on behalf of themselves and all of their affiliates, shall be allowed non-priority general unsecured claims in the aggregate amount of \$5,600,000 against the Debtors in the Chapter 11 Cases, allocated as follows:

Claimant	Debtor	Allowed Claim Amount
Aviator Ireland AMX 216, DAC	Aerolitoral, S.A. de C.V.	\$1,540,000
Aviator Ireland AMX 216, DAC	Aerovías de México, S.A. de C.V.	\$1,540,000
Aviator Ireland AMX 188, DAC	Aerolitoral, S.A. de C.V.	\$1,260,000
Aviator Ireland AMX 188, DAC	Aerovías de México, S.A. de C.V.	\$1,260,000
Total		\$5,600,000

8. For the avoidance of doubt, the foregoing claims shall constitute the only claims of the Lessors and their affiliates allowed in the Chapter 11 Cases; *provided, however*, that the Lessors shall be entitled to administrative expense claims for any obligations arising under the Amended Aircraft Leases.

9. The claims set forth above shall be automatically allowed upon the Amended Aircraft Leases becoming effective, and no further action shall be required of the Lessors or the Debtors to effectuate the allowance of such claims upon such occurrence. Any chapter 11 plan filed by the Debtors shall afford such claims treatment that is no worse than the treatment given to the non-priority general unsecured claims of any other aircraft or engine lessor whose claims

run solely against the Debtor Lessee or Aerovías de México, S.A. de C.V., each as applicable. Further, Epiq Corporate Restructuring, LLC is authorized to update the claims register to reflect the terms of this Order, including, among other things, allowing the amounts of the Claims Settlement and expunging all other claims belonging to the Lessors or any affiliate thereof in the Chapter 11 Cases if such claims have not yet been withdrawn, including, without limitation, the claims numbered 565010050, 565010060, 565010090, and 565010160.

10. Notwithstanding any subsequent appointment of any trustee(s) under any chapter of the Bankruptcy Code, this Order shall be binding in all respects upon, and shall inure to the benefit of, the Debtors, their estates, and their creditors, their respective affiliates, successors, and assigns, and any affected third parties, including, but not limited to, the Lessor, and all other persons asserting interests in the relevant aircraft.

11. The Debtors are authorized to take, or refrain from taking, any action necessary or appropriate to implement and effectuate the terms of, and the relief granted in, this Order without seeking further order of the Court.

12. While the above referenced Chapter 11 Cases are pending, this Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation, and enforcement of this Order and the Amended Aircraft Leases.

Dated: August 12, 2021
New York, New York

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE