

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., et al.
Debtors¹

Chapter 11

Case No. 20-11563 (SCC)
(Jointly Administered)

**THIRD SUPPLEMENTAL DECLARATION OF HOMER PARKHILL
IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER (I)
AUTHORIZING THEM TO EMPLOY AND RETAIN ROTHSCHILD & CO US INC.
AND ROTHSCHILD & CO MEXICO S.A. DE C.V. AS FINANCIAL ADVISORS AND
INVESTMENT BANKERS TO THE DEBTORS EFFECTIVE
NUNC PRO TUNC TO THE PETITION DATE, (II) APPROVING THE TERMS OF THE
ENGAGEMENT LETTER, (III) WAIVING CERTAIN TIME-KEEPING
REQUIREMENTS AND (IV) GRANTING RELATED RELIEF**

I, Homer Parkhill, hereby state and declare as follows:

1. I am Co-Head of Restructuring, North America of the investment banking firm Rothschild & Co US Inc. I am authorized to execute this declaration on behalf of Rothschild & Co US Inc. ("**Rothschild & Co US**") and Rothschild & Co Mexico S.A. de C.V. ("**Rothschild & Co Mexico**") and, together with Rothschild & Co US, the "**Retained Entities**"). This third supplemental declaration (this "**Supplemental Declaration**") is being submitted to supplement my initial declaration (the "**Initial Declaration**") attached as Exhibit B to *Debtors' Application for Entry of an Order (I) Authorizing Them to Employ and Retain Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. de C.V. as Financial Advisors and Investment Bankers to the Debtors Effective Nunc Pro Tunc to the Petition Date, (II) Approving the Terms of the*

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de Mexico, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

Engagement Letter, (III) Waiving Certain Time-Keeping Requirements and (IV) Granting Related Relief [Docket No. 246] (the “**Application**”), my first supplemental declaration [Docket No. 825] (the “**First Supplemental Declaration**”) and my second supplemental declaration [Docket No. 948] (the “**Second Supplemental Declaration**” and, together with the Initial Declaration and First Supplemental Declaration, the “**Prior Declarations**”).² I submit this Supplemental Declaration to provide additional disclosures in accordance with Bankruptcy Rule 2014(a).

2. Except as otherwise stated in this Supplemental Declaration, I have personal knowledge of or have relied upon the knowledge of others employed by the Retained Entities with respect to the matters set forth herein.³ If called to testify, I could and would testify competently to the facts set forth herein.

Further Connections Disclosures

3. In connection with its proposed retention by the Debtors in these Chapter 11 Cases, the Retained Entities undertook to determine whether they had any connections that might cause them not to be disinterested or to hold or represent an interest adverse to the Debtors or their estates. Specifically, the Retained Entities obtained from the Debtors or their representatives the names of individuals and entities that may be parties in interest in these Chapter 11 Cases (as amended, supplemented, or modified from time to time, the “**Potential Parties in Interest**”), and such parties were listed on Schedule 1 to the Initial Declaration and

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application or the Prior Declarations, as applicable.

³ Certain information set forth herein relates to matters (i) contained in the Retained Entities’ books and records or (ii) within the knowledge of other the Retained Entities’ employees, and is based on information provided by such employees to me.

Schedule 1 to the First Supplemental Declaration. The following connections to Potential Parties in Interest have come to my attention since the filing of the Second Supplemental Declaration:

- a. Macquarie Aerospace Finance 36707 Trust MSN 39439 Trust and Macquarie Aviation Capital Finance are Potential Parties in Interest. A Merchant Banking Business affiliate and one or more affiliates of such Potential Parties in Interest are currently acting as co-lenders to an entity that is not a Potential Party in Interest.
- b. A Merchant Banking Business affiliate manages funds with assets under management that have previously included and may currently include debt obligations of Delta Air Lines Inc., a Potential Party in Interest, and/or its affiliates.

4. To the best of my knowledge, based on the processes described in the Prior Declarations, except as set forth in the Prior Declarations, no individual client described in Schedule 2 to the Initial Declaration, Schedule 2 to the First Supplemental Declaration, the Second Supplemental Declaration or this Supplemental Declaration:

- a. accounts for more than 1.0% of the Global Advisory Business's gross revenue during the twelve month period from July 1, 2020 to June 30, 2021;
- b. accounts for more than 1.0% of Rothschild & Co Mexico's gross revenue during such period; or
- c. accounts for more than 1.0% of Rothschild & Co US's gross revenue during such period, except that:
 - i. Apollo Management Holdings, L.P. (one of the Debtors' DIP Parties), and/or its affiliates (collectively, "**Apollo**"), accounted for less than 1.10% of Rothschild & Co US's gross revenue during such period;⁴ and

⁴ As noted in the Initial Declaration and the First Supplemental Declaration, Rothschild & Co US's services to Apollo were and are unrelated to (and were and are not adverse to) the Debtors. The Retained Entities will not advise Apollo on matters that are adverse to the Debtors.

- ii. Telus (one of the Debtors' utilities), and/or its affiliates (collectively, "**Telus**"), accounted for less than 2.70% of Rothschild & Co US's gross revenue during such period.⁵

5. Accordingly, insofar as I have been able to determine, neither of the Retained Entities, nor I, nor any employee of the Retained Entities holds or represents any interest adverse to the Debtors or their estates, and the Retained Entities are each a "disinterested person" as that term is defined in Bankruptcy Code section 101(14), as modified by section 1107(b), in that such professionals:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. were not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the Debtors' estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

[Remainder of page intentionally left blank.]

⁵ As noted in the Initial Declaration, Rothschild & Co US's services to Telus were and are unrelated to (and were and are not adverse to) the Debtors. The Retained Entities will not advise the Debtors on matters that are adverse to Telus, and vice versa.

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

Dated: August 19, 2021
New York, New York

By: /s/ Homer Parkhill
Homer Parkhill
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