

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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)**
)

**FIFTH SUPPLEMENTAL DECLARATION OF SAMUEL E. STAR
IN SUPPORT OF THE APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO JULY 17, 2020**

Pursuant to 28 U.S.C. § 1746, I, Samuel E. Star, declare as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), a global business advisory firm.

2. I submit this declaration (the “Fifth Supplemental Declaration”) to supplement my prior declarations. My original declaration (the “Original Declaration”) was attached as Exhibit B to the *Application for Entry of an Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 17, 2020* [Docket No. 242] (the “Application”),² filed by the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) on August 5, 2020 in connection with the proposed retention of FTI as financial advisor to the Committee in these chapter 11 cases. On October 1, 2020, FTI filed 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 Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.

First Supplemental Declaration of Samuel E. Star in Support of the Application for Entry of an Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 17, 2020 [Docket No. 499] (the “First Supplemental Declaration”). By order entered on October 2, 2020, the Court approved the Application, thereby authorizing the retention of FTI as financial advisor to the Committee [Docket No. 501]. On December 4, 2020, FTI filed the *Second Supplemental Declaration of Samuel E. Star in Support of the Application for Entry of an Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 17, 2020* [Docket No. 697] (the “Second Supplemental Declaration”). On December 18, 2020, FTI filed the *Third Supplemental Declaration of Samuel E. Star in Support of the Application for Entry of an Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 17, 2020* [Docket No. 747] (the “Third Supplemental Declaration”). On April 7, 2021, FTI filed the *Fourth Supplemental Declaration of Samuel E. Star in Support of the Application for Entry of an Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 17, 2020* [Docket No. 1063] (the “Fourth Supplemental Declaration”). This Fifth Supplemental Declaration does not replace anything in the Application, Original Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, or Fourth Supplemental Declaration except as expressly set forth herein.

3. Unless otherwise noted, I have personal knowledge of the facts set forth herein and, if called as a witness, would testify competently hereto.³

³ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals

4. As disclosed in the First Supplemental Declaration, FTI has relationships with various funds, affiliates, and/or subsidiaries of Apollo Management Holdings, L.P. (“Apollo”). In anticipation of the Debtors emerging from bankruptcy, Apollo could have a continuing investment in the Debtors or their post-emergence affiliates. In relation to that post-emergence environment, an affiliate of Apollo is utilizing Compass Lexecon, a wholly-owned subsidiary of FTI (the “Compass Lexecon Engagement”). For the avoidance of doubt, Compass Lexecon will not provide any services to Apollo in connection with any filing made by, or position taken by, Apollo in the Debtors’ chapter 11 cases.

5. Pursuant to FTI’s standard policies, ethical walls will be implemented between the professionals on the Compass Lexecon Engagement (the “Compass Lexecon Professionals”) and the FTI Committee Professionals (as defined in the Original Declaration) to ensure that all non-public information is kept confidential.⁴

6. To the best of my knowledge, FTI does not hold or represent any interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof.

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

Dated: August 27, 2021
New York, New York

/s/ Samuel E. Star
Samuel E. Star

at FTI and are based on information provided by them.

⁴ A complete description of FTI’s ethical wall procedures is set forth in paragraph 5 of the Original Declaration and paragraph 12 of the First Supplemental Declaration and incorporated by reference as if fully set forth herein.