

**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)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF ANGELA ATHERDEN,
ON BEHALF OF CONYERS DILL & PEARMAN LIMITED**

STATE OF N/A)

) s.s.:

COUNTY OF N/A)

Angela Atherden, being duly sworn, upon his oath, deposes and says as follows:

1. I am Counsel of Conyers Dill & Pearman Limited,

located at Clarendon House, 2 Church Street, Hamilton HM 11 in the Islands of Bermuda (the “**Firm**”).

2. Grupo Aeroméxico, S.A.B. de C.V. and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: provision of legal advice as to matters of Bermuda law.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties

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; 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.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$0 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

[Remainder of Page Intentionally Left Blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on 1 September, 2021, at Hamilton, Bermuda.



Affiant Name

Angela Atherden

SWORN TO AND SUBSCRIBED before
Me this 1st day of September, 2021



Notary Public
William A.G. Cooper



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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Grupo Aeroméxico, S.A.B. de C.V. and its affiliates that are debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

CONYERS DILL & PEARMAN LIMITED
CLARENDON HOUSE
2 CHURCH STREET
HAMILTON HM 11
BERMUDA

2. Date of retention: 27 July 2021

3. Type of services to be provided:

LEGAL

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4. Brief description of services to be provided:

BERMUDA CORPORATE LAW ADVICE INCLUDING BUT NOT LIMITED TO
REVIEWING OMNIBUS AGREEMENTS AND PREPARING CORPORATE AUTHORITIES

5. Arrangements for compensation (hourly, contingent, etc.):

HOURLY

(a) Average hourly rate (if applicable): \$850.00.

(b) Estimated average monthly compensation based on prepetition retention (if
company was employed prepetition): \$3,000

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$0.00 _____

Date claim arose: N/A _____

Nature of claim: N/A _____

7. Prepetition claims against the Debtors held individually by any member, associate, or
employee of the company:

Name: N/A _____

Status: N/A _____

Amount of claim: \$N/A _____

Date claim arose: N/A _____

Nature of claim: N/A _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A

9. Name and title of individual completing this form:

ANGELA ATHERDEN
COUNSEL

Dated: 1 September, 2021